




BRIDGE SECURITIES LIMITED

DRAFT TO BE UPDATED AND FINALIZED

Our Company was originally incorporated as “Bridge Securities Limited” on December 06, 1994 under the Companies Act, 1956 with a Certificate of Incorporation issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli. The Corporate Identification Number of our Company is L67120GJ1994PLC023772. For further details of our Company, please refer to the chapter titled “General Information” on page 39 of this Letter of Offer.

Corporate Identification Number: L67120GJ1994PLC023772
Registered Office: 286 Shukan Mall, Near Panchamrut Bhunglow-1, Science City
Road, Sola, Ahmedabad, Gujarat, India, 380 060
Telephone: 99989 93993; **Email id:** Securitiesbridge@gmail.com
Website: www.bridgesec.co.in
Contact Person: Mr. Ashish Sharda, Company Secretary and Compliance Officer

PROMOTERS OF OUR COMPANY: MR. PRAGNESH RATILAL SHAH AND MR. VISHAL PRAGNESHBHAI SHAH		
FOR PRIVATE CIRCULATION TO THE ELIGIBLE QUITTY SHAREHOLDERS OF BRIDGE SECURITIES LIMITED (THE “COMPANY” OR THE “ISSUER”) ONLY		
WEHEREBY CONFIRM THAT NONE OF OUR PROMOTERS OR DIRECTORS ARE WILFUL DEFAULTERS AS ON DATE OF THIS LETTER OF OFFER		
ISSUE OF [•] FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF Rs. 10/- EACH (“EQUITY SHARES”) FOR CASH AT AN ISSUE PRICE OF RS. [•] OF BRIDGE SECURITIES LIMITED (“BRIDGESE” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF RS. 10/- PER EQUITY SHARE (“ISSUE PRICE”), AGGREGATING UPTO RS. 5,37,80,800 /- ON RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [•] FULLY PAID-UP EQUITY SHARE FOR EVERY [•] EQUITY SHARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, I.E. [•] (THE “ISSUE”). THE ISSUE PRICE IS EQUAL TO FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE SEE THE CHAPTER TITLED “TERMS OF THE ISSUE” ON PAGE 146 OF THIS LETTER OF OFFER.		
GENERAL RISKS		
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares 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 Letter of Offer. Specific attention of the investors is invited to the section “Risk Factors” on page 25 of this Letter of Offer.		
OUR COMPANY’S ABSOLUTE RESPONSIBILITY		
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Letter of Offer 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 Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect		
LISTING		
The existing Equity Shares are listed only on BSE Limited (“BSE”). Our Company has received ‘in-principle’ approval from BSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide its letter dated [•]. Our Company will also make an application to the stock exchange to obtain its trading approval for the right entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is BSE.		
REGISTRAR TO THE ISSUE		BANKER TO THE ISSUE
<div></div> <div>CAMEO CORPORATE SERVICES LIMITED Subramanian Building, 1 Club House Road, Chennai - 600 002 Tel : +91 - 44 4002 0700 Email: rights@cameoindia.com Investor Grievance Email id: investor@cameoindia.com Website: https://cameoindia.com/ Contact Person: Ms. K. Sreepriya SEBI Registration No: INR0000003753 CIN: U67120TN1998PLC041613</div>		-
ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE FOR MARKET RENUNCIATION*	ISSUE CLOSES ON**
[•]	[•]	[•]

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

***Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (Thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

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SECTION –I–DEFINITIONS AND ABBREVIATIONS

This Letter of Offer uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalized terms used in this Letter of Offer is intended for the convenience of the reader / prospective investor only and is not exhaustive.

Unless otherwise specified, the capitalized terms used in this Letter of Offer shall have the meaning as defined hereunder. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

Provided that terms used in the sections/chapters titled “**Industry Overview**”, “**Offer Document Summary**”, “**Financial Information**”, “**Statement of Special Tax Benefits**”, “**Outstanding Litigation and Material Developments**” and “**Issue Related Information**” on pages, 59, 20, 95, 55, 137 and 146 and respectively, shall, unless indicated otherwise, have the meanings ascribed to such terms in the respective sections/chapters.

Conventional / General Terms

Term	Description
“BRIDGESE”, “the Company”, “our Company”, “Issuer” and “Bridge Securities Limited”	Bridge Securities Limited a Public Limited Company incorporated under the Companies Act, 1956, having its registered office at 286 Shukan Mall, Near Panchamrut Bhunglow-1, Science City Road, Sola, Ahmedabad, Gujarat, India, 380 060.
“we”, “us”, or “our”	Unless the context otherwise indicates or implies, refers to our Company
“Annual Audited Financial Statements	The audited financial statements of our Company prepared under Ind AS for fiscal year 2022-23 and Unaudited financial results for the quarter and half year ended on September 30, 2023, prepared in line with Ind AS notified under the Companies Act, 2013, as amended read with the Companies (Indian Accounting Standards) Rules, 2015, as amended
Articles / Articles of Association / AoA	Articles of Association of our Company, as amended from time to time
Auditors / Statutory Auditors	Statutory and peer review auditor of our statutory auditors namely, Mitali Modi & Co., Chartered Accountants, Ahmedabad
Board / Board of Directors	Board of Directors of our Company including a committee thereof
“Chief Financial Officer / CFO”	Mr. Harshad Amrutlal Panchal, the Chief Financial Officer of our Company
Company Secretary	Mr. Ashish Kailashnath Sharda
Compliance Officer	Mr. Ashish Kailashnath Sharda
Director(s)	Any or all director(s) of our Company, unless otherwise specified and as the context may require
Equity Shareholder(s) / Shareholder(s)	A holder of the Equity Shares of our Company
Equity Share(s)	Equity Shares of our Company of face value of Rs. 10.00/- each
Eligible Equity Shareholder(s)	Equity Shareholders whose names appear on the register of members of our Company or on the list of register of beneficial owners of our Company maintained by the Depositories as at the end of business hours of the Record Date i.e., [•].
“Executive Directors”	Executive directors of our Company
“Independent Director(s)”	The independent director(s) of our Company, in terms of Section 2 (47) and Section 149(6) of the Companies Act, 2013
“Key Managerial Personnel(s)” / “KMP(s)”	Key Managerial Personnel(s) of our Company in terms of the Companies Act, 2013 and the SEBI ICDR Regulations as described in this Letter of Offer.
Financial Statements	Audited Standalone financial statements of our Company
Limited Review Report and Financial Result	Together, the limited review unaudited financial results for the Quarter and Half Year ended on 30 th September, 2023 our Company prepared and published in accordance with Regulation 33 of the SEBI Listing Regulations.
Memorandum / Memorandum of Association / MoA	Memorandum of Association of our Company, as amended from time to time.
“Non-executive Directors”	Non-executive Directors of our Company.
Promoters	Mr. Pragnesh Ratilal Shah and Mr. Vishal Pragneshbhai Shah

Promoter Group	Persons and entities forming part of the promoter group of our Company as determined in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations and as disclosed by our Company in the filings made with the Stock Exchange under the SEBI Listing Regulations.
Registered Office	The Registered office of our Company situated at 17, Suhas Nagar Society, Nr. Dinesh Hall, Ashram Road, Ahmedabad - 380 009
“Registrar of Companies”/ “ROC”	Registrar of Companies, Gujarat situated at ROC Bhavan, Opp. Rupal Park, Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat
“Rights Issue Committee”	The committee of our Board constituted / designated for purposes of the Issue and incidental matters thereof.
Subsidiaries	Subsidiaries of our Company as defined under the Companies Act, 2013 and the applicable accounting standard.
Whole-time Director	Mr. Harshad Amrutlal Panchal is Whole-time Director of our Company

Technical and Industry related terms

Term / Abbreviation	Description / Full Form
ASSOCHAM	Associated Chambers of Commerce of India
APMC	Agriculture Produce Market Committee
bn	Billion
BPM	Business Process Management
BIS	Bureau of Indian Standard
CAGR	Compounding Annual Growth Rate
CPI	Consumer Price Index
CSO	Central Statistics Office's
CY	Calendar Year
DIPP	Department of Industries Policy and Promotion
EMDE	Emerging Market and Developing Economies
EPFO	Employees' Provident Fund Organization
ESI	Employee State Insurance
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FY	Financial Year
GDP	Gross Domestic Product
GST	Goods and Service Tax
GVA	Gross Value Added
G-sec	Government Securities
IBEF	Indian Brand Equity Foundation
ICAI	The Institute of Chartered Accountants of India
IIP	Industrial Production
IMF	International Monetary Fund
INR	Indian Rupee Rates
JPC	Joint Plant Committee
Kg	Kilogram
KYC	Know Your Customer
MAT	Minimum Alternate Tax
MICR	Magnetic Ink Character Recognition (nine digit code as appearing on a chequeleaf)
MNC	Multinational Corporation
Mn, mn	Million
mt	million tonnes
MOU	Memorandum of Understanding
MSMEs	Micro, Small and Medium Enterprises
MVC	Model View Controller
MYEA	Mid-Year Economic Analysis
NITI Aayog	National Institution for transforming India
NIP	National Infrastructure Pipeline
PMA	Preferential Market Access
PSUs	Private Sector Units
RBI	Reserve Bank of India
Regulation S	Regulation S under the Securities Act

SEZ	Special Economic Zone
US	United States
WPI	Wholesale Price Index

Issue Related Terms

Term	Description
Abridged Letter of Offer	Abridged Letter of Offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations, 2018 and the Companies Act, 2013.
Additional Right Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement.
Allot/Allotment/Allotted	Allotment of Rights Equity Shares pursuant to the Issue.
Allotment Account	The account opened with the Banker(s) to the Issue, into which the Application Money lying to the credit of the escrow account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013.
Allotment Account Bank	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, [•]
Allotment Advice	Note, advice or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Rights Equity Shares pursuant to the Issue.
Allotment Date	Date on which the Allotment is made pursuant to this Issue.
Allottee(s)	Persons to whom the Rights Equity Shares are Allotted pursuant to the Issue.
Applicant(s) / Investor(s)	Eligible Equity Shareholder(s) and/or Renouncee (s) who make an application for the Rights Equity Shares pursuant to the Issue in terms of this Letter of Offer, including an ASBA Investor.
Application	Application made through submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online / electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue.
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported by Blocked Amount/ASBA	Application (whether physical or electronic) used by ASBA Applicants to make an Application authorizing a SCSB to block the Application Money in the ASBA Account.
ASBA Account	Account maintained with a SCSB and specified in the Application Form or plain paper application, as the case may be, for blocking the amount mentioned in the Application Form or the plain paper application, in case of Eligible Equity Shareholders, as the case may be.
ASBA Applicant / ASBA Investor	As per the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including renouncees) shall make an application for a rights issue only through ASBA facility.
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations.
Banker(s) to the Issue	Collectively, the Escrow Collection Bank and the Refund Banks to the Issue, in this case being, [•].
Bankers to the Issue Agreement	Agreement dated [•] entered into by and amongst our Company, the Registrar to the Issue and the Bankers to the Issue for collection of the Application Money from Applicants/Investors, transfer of funds to the Allotment Account and where applicable, refunds of the amounts collected from Applicants / Investors, on the terms and conditions thereof.
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful applicants in the Issue and which is described in “Terms of the Issue” on page No. 146.
BSE	BSE Limited

Controlling Branches/ Controlling Branches of the SCSBs	Such branches of SCSBs, which coordinate Bids under the Issue with the Registrar and the Stock Exchange, a list of which is available on the website of SEBI at http://www.sebi.gov.in .
Demographic Details	Details of Investors including the Investor's address, name of the Investor's father / husband, investor status, occupation and bank account details, where applicable.
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms submitted by ASBA Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	BSE Limited.
Eligible Equity Shareholders	Existing Equity Shareholders as on the Record Date i.e. [•]. Please note that the investors who are eligible to participate in the Issue (exclude certain overseas shareholders). For further details, see "Notice to Investors" on page 15.
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being [•]
FII / Foreign Institutional Investors	Foreign Institutional Investor [as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended] registered with SEBI under applicable laws in India.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018.
IEPF	Investor Education and Protection Fund.
ISIN	International Securities Identification Number.
Issue / Rights Issue	Upto [•] Equity Shares of face value of Rs. 10/- each for cash at an Issue Price of Rs. [•] per Equity Share aggregating to Rs. 5,37,80,800/- on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of [•] Rights Equity Share for every [•] Equity Shares held by the Eligible Equity Shareholders of our Company on the Record Date i.e. [•]
Issue Closing Date	[•]
Issue Opening Date	[•]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/Investors can submit their applications, in accordance with the SEBI ICDR Regulations.
Issue Price	Rs. [•] per Rights Equity Share
Issue Proceeds	Gross proceeds of the Issue.
Issue Size	Upto [•] Equity Shares of face value of Rs. 10/- each for cash at an Issue Price of Rs. [•] per Equity Share aggregating to Rs. 5,37,80,800/-
Letter of Offer / LOF	This letter of offer dated [•] to be filed with the Stock Exchange and submitted with SEBI for information and dissemination.
Net Proceeds	Proceeds of the Issue less our Company's share of Issue related expenses. For further information about the Issue related expenses, see " Objects of the Issue " on page 47 of this Letter of Offer.
Net Worth	Net worth as defined under Section 2(57) of the Companies Act, 2013.
Non-ASBA Investor/ Non-ASBA Applicant	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process comprising Eligible Equity Shareholders holding Equity Shares in physical form or who intend to renounce their Rights Entitlement in part or full and Renouncees.
Non-Institutional Bidders or NIIs	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through a

	registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchange, from time to time, and other applicable laws, on or before [•].
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Record Date	A record date fixed by our Company for the purposes of determining the names of the Equity Shareholders who are eligible for the issue of Rights Equity Shares i.e. [•].
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) is opened, in this case being, [•].
“Registrar to the Issue”/ “Registrar”	Cameo Corporate Services Limited Subramanian Building, 1 Club House Road, Chennai - 600 002 Tel : +91 - 44 4002 0700 Email: rights@cameoindia.com Investor Grievance Email id: investor@cameoindia.com Website: https://cameoindia.com/ Contact Person: Ms. K. Sreepriya SEBI Registration No: INR000003753 CIN: U67120TN1998PLC041613
Renouncee(s)	Person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders on renunciation either through On Market Renunciation or through Off Market Renunciation in accordance with the SEBI ICDR Regulations, the SEBI–Rights Issue Circular, the Companies Act and any other applicable law.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [•], in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off – market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.
Retail Individual Bidders(s) / Retail Individual Investor(s) / RII(s) / RIB(s)	An individual Investor (including an HUF applying through karta) who has applied for Rights Equity Shares and whose Application Money is not more than ₹200,000 in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations.
Rights Entitlements/REs	The number of Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, i.e. [•] in this case being [•] Rights Equity Share for every [•] Fully Paid-Up Equity Share held by an existing Eligible Equity Shareholder. Pursuant to the provisions of the SEBI ICDR Regulations and the SEBI – Rights Issue Circular, the Rights Entitlements shall be credited in dematerialized form in respective demat accounts of the Eligible Equity Shareholders before the Issue Opening Date.
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders.
Rights Equity Shares	Equity Shares of our Company to be allotted pursuant to this Issue.
SEBI Rights Issue Circulars	Collectively, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 and SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021.
Self-Certified Syndicate Banks” or “SCSBs	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable, or such other website as updated from time to time,

	and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time
Stock Exchanges	Stock exchange where the Equity Shares are presently listed, being BSE Limited.
Transfer Date	The date on which the amount held in the escrow account(s) and the amount blocked in the ASBA Account will be transferred to the Allotment Account, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
Wilful Defaulter	A Company or person, as the case may be, categorized as a wilful defaulter or Fraudulent Borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, including any company whose director or promoter is categorized as such.
Working Days	All days other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Gujarat are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid / Issue Period, Term Description the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Ahmedabad are open for business; and (c) the time period between the Bid / Issue Closing Date and the listing of the Equity Shares on the Stock Exchange. "Working Day" shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per the circulars issued by SEBI.

Conventional And General Terms or Abbreviations

Term / Abbreviation	Description/ Full Form
₹ / ₹/ Rupees/ INR	Indian Rupees
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AMT	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. A	Bachelor of Arts
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited
BSE SENSEX	Sensex is an index; market indicator of the position of stock that is listed in the BSE
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
CA	Chartered Accountant
CAD	Canadian Dollar
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
Companies Act, 2013 / Companies Act	Companies Act, 2013 along with rules made thereunder

Companies Act 1956	Companies Act, 1956, and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections).
CSR	Corporate Social Responsibility
CENVAT	Central Value Added Tax
CST	Central Sales Tax
ICMAI	The Institute of Cost Accountant of India
Depository(ies)	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depositories Act	The Depositories Act, 1996.
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
ESI Act	Employees' State Insurance Act, 1948.
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FIPB	Foreign Investment Promotion Board
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder.
FEMA Regulations	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017.
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FCNR Account	Foreign Currency Non Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992.
FTA	Foreign Trade Agreement.
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FV	Face Value
Gol/Government	Government of India
GDP	Gross Domestic Product
GST	Goods and Services Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
HNI	High Net Worth Individual

ICAI	The Institute of Chartered Accountants of India
IMF	International Monetary Fund
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
INR / ₹/ Rupees	Indian Rupees, the legal currency of the Republic of India
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended.
IRDA	Insurance Regulatory and Development Authority
ISIN	International Securities Identification Number.
IT	Information Technology.
KMP	Key Managerial Personnel
LM / Merchant Banker	Lead Manager
Ltd.	Limited
MCA	The Ministry of Corporate Affairs, GOI.
MAT	Minimum Alternate Tax
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
M. A	Master of Arts
M. B. A	Master of Business Administration
M. Com	Master of Commerce
MD	Managing Director
Mn	Million
M. E	Master of Engineering
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
Mn / mn	Million.
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
MSME	Micro, Small and Medium Enterprises
MAPIN	Market Participants and Investors Database
NA	Not Applicable
NCLT	National Company Law Tribunal
Networth	The aggregate of paid up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NCT	National Capital Territory
NPV	Net Present Value
NRIs	Non-Resident Indians
NRE Account	Non-Resident External Account

NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt. Ltd.	Private Limited
ROC	Registrar of Companies
RBI	The Reserve Bank of India
Regulation S	Regulation S under the United States Securities Act of 1933, as amended
Registration Act	Registration Act, 1908
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended.
SEBI ICDR Regulations	The 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 Takeover Regulations	The 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.
Securities Act	The United States Securities Act of 1933.
SME	Small and Medium Enterprises
SCSB	Self-Certified syndicate Banks
SEBI	Securities and Exchange Board of India
STT	Securities Transaction Tax
Sec.	Section
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
Trademarks Act	Trademarks Act, 1999
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
UIN	Unique identification number
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax

VCF / Venture Capital Fund	Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WDV	Written Down Value
WTD	Whole Time Director
w.e.f.	With effect from

NOTICE TO INVESTOR

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other applicable Issue material (collectively, the "Issue Materials") will be sent / dispatched only to such public Eligible Equity Shareholders who have provided email address and who are located in jurisdictions where the offer and sale of the Rights Entitlement and the Rights Equity Shares are permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them, subject to compliance with relevant SEBI circulars / notices giving / extending relaxation in dispatch of physical issue material to those eligible equity shareholders who have not provided a valid email address to the Company. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any Issue materials. Further, the Letter of Offer will be provided through e-mail by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. Investors can also access this Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company and the Stock Exchanges, subject to the applicable law.

Our Company shall also endeavor to dispatch physical copies of the Issue Materials to Eligible Equity Shareholders who have provided an Indian address to our Company, subject to compliance with relevant SEBI circulars / notices giving / extending relaxation in dispatch of physical issue material to those eligible equity shareholders who have not provided a valid email address to the Company. Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, or other Issue Materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or any other Issue Materials (including by way of electronic means) will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer or any other Issue Materials must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer, or any other Issue Materials should not distribute such document(s) to any person outside India where to do so would or might contravene local securities laws or regulations. If this Letter of Offer, or any other Issue Materials is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares. Rights Entitlements may not be transferred or sold to any person outside India.

Envelopes containing an Application Form should not be postmarked or otherwise dispatched from any Restricted Jurisdiction, and all persons subscribing for the Rights Equity Shares and wishing to hold such Rights Equity Shares in registered form must provide an address for registration of these Rights Equity Shares in India.

Neither the delivery of this Letter of Offer, or any other Issue Materials nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Letter of Offer or any other Issue Materials or the date of such information.

SEBI has introduced the Concept of Credit of Rights Entitlements into the Demat Accounts of the Eligible Equity Shareholders, which can be renounced by them by way of On Market Renunciation or Off Market Renunciation. Further, the Credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made only in dematerialised Form.

The contents of this Letter of Offer should not be construed as legal, tax or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the purchase or sale of Rights Equity Shares or Rights Entitlements. Accordingly, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of Rights Equity Shares. In addition, our Company is not making any representation to any offeree or purchaser of the Rights Equity Shares regarding the legality of an investment in the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certifications set out in the Application Form; (ii) appears to us or our agents to have been executed in or dispatched from a Restricted Jurisdiction; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares in respect of any such Application Form.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof (“**United States**”), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Letter of Offer / Abridged Letter of Offer and the enclosed Application Form and Rights Entitlement Letter should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and the Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement Letter will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations. Rights Entitlements may not be transferred or sold to any person in the United States.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON

In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 to achieve Minimum Public Shareholding and RE's shall be issued to eligible equity shareholders as on the Record date i.e. [•].

In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 in order to achieve Minimum Public Shareholding. The Copy of this letter of Offer will be dispatch to the eligible equity shareholders as on the Record date i.e. [•].

Certain Conventions

All references to “India” contained in this Letter of Offer are to the Republic of India and its territories and possessions and all references herein to the “Government”, “Indian Government”, “GOI”, Central Government” or the “State Government” are to the Government of India, central or state, as applicable.

Unless otherwise specified or the context otherwise requires, all references in this Letter of Offer to the ‘US’ or ‘U.S.’ or the ‘United States’ are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Letter of Offer is in Indian Standard Time (“IST”). Unless indicated otherwise; all references to a year in this Letter of Offer are to a calendar year.

A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable.

Unless stated otherwise, all references to page numbers in this Letter of Offer are to the page numbers of this Letter of Offer.

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Letter of Offer has been derived from our Financial Statements. For details, please see “**Financial Information**” on page 95. Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The MCA has notified the Indian accounting standards (“**Ind AS**”), which are converged with the International Financial Reporting Standards of the International Accounting Standards Board (“**IFRS**”) and notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (the “**Ind AS Rules**”).

The Financial Statements of our Company for the Financial Year 2022-23 and 2021-22 are prepared in accordance with the Ind AS Rules, Section 133 of the Companies Act, 2013 & other the relevant provisions of the Companies Act and in accordance with the SEBI ICDR Regulations, 2018 & the Guidance Note on Reports in Company Prospectuses (revised), 2019, issued by the ICAI.

The Unaudited Financial Results of our Company for the Quarter and half year ended on September, 30, 2023 is prepared in accordance with IND AS, Section 133 of Companies Act, 2013 & SEBI LODR Regulations, 2015.

In this Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off and unless otherwise specified all financial numbers in parenthesis represent negative figures. Our Company has presented all numerical information in this Letter of Offer in “lakh” units or in whole numbers where the numbers have been too small to represent in lakh. One lakh represents 1,00,000 and one million represents 1,000,000.

There are significant differences between Indian GAAP, US GAAP and IFRS. We have not provided a reconciliation of the financial information to IFRS or US GAAP. Our Company has not attempted to also explain those differences or quantify their impact on the financial data included in this Letter of Offer, and you are urged to consult your own advisors regarding such differences and their impact on our financial data.

Accordingly, the degree to which the financial information included in this Letter of Offer will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Letter of Offer should accordingly be limited. For further information, see “**Financial Information**” on page 95.

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounded off adjustments. All figures in decimals (including percentages) have been rounded off to one or two decimals. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Letter of Offer rounded-off to such number of decimal points as provided in such respective sources. In this Letter of Offer, (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.

Currency and Units of Presentation

All references to:

- “Rupees” or “₹” or “INR” or “Rs.” are to Indian Rupee, the official currency of the Republic of India;
- “USD” or “US\$” or “\$” are to United States Dollar, the official currency of the United States of America; and
- “Euro” or “€” are to Euros, the official currency of the European Union.

Our Company has presented certain numerical information in this Letter of Offer in “lakh” or “Lac” units or in whole numbers. One lakh represents 1,00,000 and one million represents 1,000,000. All the numbers in the document have been presented in lakh or in whole numbers where the numbers have been too small to present in lakh. Any percentage amounts, as set forth in **“Risk Factors”**, **“Our Business”**, **“Management’s Discussion and Analysis of Financial Conditions and Results of Operation”** and elsewhere in this Letter of Offer, unless otherwise indicated, have been calculated based on our Financial Information.

Exchange Rates

This Letter of Offer 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 following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

Currency	Exchange rate as on			
	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2020
1 USD	82.2169	75.8071	73.5047	75.3859
1 Euro	89.6076	84.6599	86.099	83.0496

(Source: RBI reference rate <https://www.fbil.org.in/#/home>)

Industry and Market Data

Unless stated otherwise, industry and market data used in this Letter of Offer has been obtained or derived from publicly available information as well as industry publications and sources. Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured.

Although we believe the industry and market data used in this Letter of Offer is reliable, it has not been independently verified by us. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in **“Risk Factors”** on page 25 of this Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

The extent to which the market and industry data used in this Letter of Offer is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry source.

Certain statements contained in this Letter of Offer that are not statements of historical fact constitute 'forward- looking statements. Investors can generally identify forward-looking statements by terminology including 'anticipate', 'believe', 'continue', 'can', 'could', 'estimate', 'expect', 'future', 'forecast', 'intend', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'shall', 'should', 'target', 'will', 'would' or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward- looking statements. However, these are not the exclusive means of identifying forward-looking statements. All statements regarding our Company's expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements may include planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Letter of Offer that are not historical facts.

These forward-looking statements contained in this Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results to differ materially from those contemplated by the relevant forward- looking statement. Important factors that could cause our actual results, performances and achievements to differ materially from any of the forward-looking statements include, among others:

- General political, social and economic conditions in India and other countries;
- Regulatory changes and the Company's ability to respond to them;
- Our ability to successfully implement our strategy, our growth and expansion plans and technological changes;
- Technology changes;
- Change in domestic and foreign laws, regulations and taxes and change in the competition in the industry;
- Fluctuation of the operating cost;
- Company's ability to attract and retain qualified personnel;
- Any adverse outcome in the legal proceedings in which the Company is involved;
- Strikes or work stoppages by our employees or contractual employees;
- Increasing competition in, and the conditions of, the industry;
- Failure to undertake projects on commercially favorable terms;
- Changes in government policies, including introduction of or adverse changes in tariff or non-tariff barriers, foreign direct investment policies, affecting the retail industry generally in India;
- Accidents and natural disasters; and
- Other factors beyond our control.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see "**Risk Factors**", "**Our Business**" and "**Management's Discussion and Analysis of Financial Position and Results of Operations**" beginning on pages 25, 74 and 132, respectively, of this Letter of Offer. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

Forward-looking statements reflect the current views of our Company as at the date of this Letter of Offer and are not a guarantee or assurance 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. If any of these risks and uncertainties materialize, or if any of our Company's underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements. None of our Company, our Directors, nor any of their respective affiliates has any obligation to update or otherwise revise any statements reflecting circumstances arising after the date of this Letter of Offer 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 will ensure that investors are informed of material developments from the date of this Letter of Offer until the time of receipt of the listing and trading permissions from the Stock Exchange.

The following is a general summary of the Terms of this Issue, and should be read in conjunction with and is qualified by more detailed information appearing in this Letter of Offer, including the sections titled **“Risk Factors”, “Summary of the Issue”, “Capital Structure”, “Objects of the Issue”, “Our Business”, “Industry Overview”, “Outstanding Litigation” and “Terms of the Issue” on pages 25, 20, 45, 47, 74, 59, 137 and 146 respectively.**

Our Company

Our Company was originally incorporated as “Bridge Securities Limited” on December 06, 1994 under the Companies Act, 1956 with a Certificate of Incorporation issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. The Corporate Identification Number of our Company is L67120GJ1994PLC023772. For further details of our Company, please refer to the chapter titled “General Information” on page 39 of this Letter of Offer.

Primary Business of our Company and the industry in which it operates:**Primary Business of Our Company:**

Our Company, Bridge Securities Limited was incorporated in the year 1994 and is broadly engaged in the business of trading of products like seeds, agricultural produces mainly Rice, Wheat, Onions, Potato, Tomato, Green Chilly vegetables, fruits and Pulses.

(For Detailed information on our business, please refer to chapter titled “Our Business” beginning from page no. 74 of this Letter of Offer.)

Summary of the industry in which our Company operate

India is one of the major players in the agriculture sector worldwide and it is the primary source of livelihood for about 58% of India’s population. India has the world’s largest cattle herd (buffaloes); largest area planted to wheat, rice, and cotton, and is the largest producer of milk, pulses, and spices in the world. It is the second-largest producer of fruit, vegetables, tea, farmed fish, cotton, sugarcane, wheat, rice, cotton, and sugar. Agriculture sector in India holds the record for second-largest agricultural land in the world generating employment for about half of the country’s population. Thus, farmers become an integral part of the sector to provide us with means of sustenance.

The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year due to its immense potential for value addition, particularly within the food processing industry. The Indian food processing industry accounts for 32% of the country’s total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth.

According to Inc42, the Indian agricultural sector is predicted to increase to US\$ 24 billion by 2025. Indian food and grocery market is the world’s sixth largest, with retail contributing 70% of the sales. As per First Advance Estimates for FY 2022-23 (Kharif only), total foodgrain production in the country is estimated at 149.92 million tonnes. Rapid population expansion in India is the main factor driving the industry. The rising income levels in rural and urban areas, which have contributed to an increase in the demand for agricultural products across the nation, provide additional support for this. In accordance with this, the market is being stimulated by the growing adoption of cutting-edge techniques including block chain, artificial intelligence (AI), geographic information systems (GIS), drones, and remote sensing technologies, as well as the release of various e-farming applications.

(For further detailed information, please refer to chapter titled “Industry Overview” beginning from page no. 59 of this Letter of Offer

For further details, please refer to chapter titled “Our Business” and “History and Certain Corporate Matters” on pages 74 and 83 of this Letter of Offer.

Location of our Company**Registered Office:**

Our Registered Office is situated at 286 Shukan Mall, Near Panchamrut Bhunglow-1, Science City Road, Sola, Ahmedabad, Gujarat, India, 380 060 For further reference please see chapter titled “Our Business” on page No. 74 of Letter of Offer.

Strengths:

- Organizational stability along with management expertise
- Smooth flow of operations
- Well-defined organizational structure
- Existing Supplier Relationship
- Wide range of Products

For details, please refer chapter titled “*Our Business*” on page 74 of Letter of Offer.

SWOT Analysis:

SWOT Analysis can be briefly summarized below:

<i>Strengths</i> <ul style="list-style-type: none">○ Established operations and proven track record○ Quality Assurance and Standards○ Experienced Management Team○ Satisfied customer with quality and service○ Smooth flow of operations○ Strong business model	<i>Weakness</i> <ul style="list-style-type: none">○ Insufficient market reach○ Heavy dependence on suppliers○ High working capital requirement○ Limited pricing power due to fragmentation in the industry
<i>Opportunities</i> <ul style="list-style-type: none">○ Potential to provide other value added services○ Expanding new geographical area○ Opportunities in Indian Market○ Government thrust for infrastructure development will boost in rise in demand	<i>Threats</i> <ul style="list-style-type: none">○ Increased Competition from Big Players○ Change in Government Policies○ Rising labor wages○ Margins may be constrained in the future○ There are no entry barriers in our industry which puts us to the threat of competition from new entrants

Business Strategy:

- Quality Assurance
- Increase geographical presence
- Improving operational efficiencies
- Leveraging our Market skills and Relationships
- Increasing the customer reach

Our Promoters**A. Individual Promoters:**

Mr. Pragnesh Ratilal Shah
Mr. Vishal Pragneshbhai Shah

B. Individual Members of Promoter Group:

Pragnesh R. Shah HUF

Objects of the Issue:

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

Sr. No.	Particulars	Amount to be financed from Net Proceeds of the Issue (Rs. in Lakhs)	Estimated deployment in FY 2023-24 (Rs. in Lakhs)	Estimated deployment in FY 2024-25 (Rs. in Lakhs)
1.	Acquisition of Equity Shares in Benchmark Entertainment Private Limited, Mira Krishna Enterprise Private Limited	250.00	250.00	-
2.	Incremental Working Capital	212.00	212.00	-
3.	General Corporate Purpose**	55.808	55.808	-
	Net Proceeds*	517.808	517.808	-

^Any portion of the Net Proceeds not deployed for the stated Objects in FY 2023-24 will be deployed by our Company in FY 2024-25.

*Assuming full subscription and allotment with respect to the Rights Equity Shares.

**The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds

For further details, please see chapter titled “Objects of the Issue” beginning on page 47 of this Letter of Offer.

1. Intention and extent of participation by Promoter and Promoter Group

The Promoter and members of the Promoter Group of our Company vide their letters dated 23rd September, 2023, indicated their intention to subscribe, jointly and / or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement renounced in their favour by any other Promoter(s) or member(s) of the Promoter Group of our Company. Further, in case of under-subscription of part of issue, the Promoters and members of Promoter Group shall subscribe the under-subscribed portion of shares.

For further details, please see the chapter titled “Capital Structure” beginning on page 45 of this Letter of Offer.

2. Summary of Outstanding Litigation

A summary of the pending proceedings and other material litigations involving our Company, our Promoter and Promoter Group, our Directors and our Group Companies is provided below:-

Sr. No.	Particulars	Number of cases outstanding	Amount involved in such proceedings (Rs. In Lakh)
1.	Litigation Involving Our Company		
i.	Litigation against our Company		
a)	Criminal proceedings	NIL	NIL
b)	Civil Proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax Proceedings	1	3.77
e)	Other Material Litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals	NIL	NIL
ii.	Litigation by our Company		
a)	Criminal proceedings	NIL	NIL
b)	Civil and other Material Litigations	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax Proceedings	NIL	NIL
e)	Other Material Litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any stock exchange in the last five	NIL	NIL

	Fiscals		
2.	Litigation Involving Our Promoters		
i.	Litigation against our Promoters		
a)	Criminal proceedings	NIL	NIL
b)	Civil Proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax Proceedings (including interest)	NIL	NIL
e)	Other Material Litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals	NIL	NIL
ii.	Litigation by our Promoters		
a)	Criminal proceedings	NIL	NIL
b)	Civil Proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax Proceedings (including interest)	NIL	NIL
e)	Other Material Litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals	NIL	NIL
3.	Litigation Involving Our Directors		
i.	Litigation against our Directors		
a)	Criminal proceedings	NIL	NIL
b)	Civil Proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax Proceedings (including interest)	NIL	NIL
e)	Other Material Litigations	Nil	Nil
f)	Disciplinary action against our Director by SEBI or any stock exchange in the last five Fiscals	1	18
ii.	Litigation by our Directors		
a)	Criminal proceedings	NIL	NIL
b)	Civil and other Material Litigations	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax Proceedings (including interest)	NIL	NIL
e)	Other Material Litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals	NIL	NIL
4.	Litigations involving our Group entities		
a)	Tax Proceedings (including interest)	NA	NA

For further details, please see the chapter titled ***“Outstanding Litigation and Material Developments”*** beginning on page no. 137 of this Letter of Offer.

3. Risk Factors

Please refer the chapter titled **“Risk Factors”** on page no. 25 of this Letter of Offer.

4. Summary of Contingent Liabilities

For details, please refer **“Financial Information”** on page no. 95 of this Letter of Offer.

5. Summary of Related Party Transactions

For details, please refer “**Financial Information**” on page no. 95 of this Letter of Offer.

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

Our Company has not issued any equity shares for consideration other than cash in last one year.

7. Split or consolidation of Equity Shares in last one year

Our Company has not sub-divided or consolidated its Equity shares in last one year. Hence, this clause is not applicable in this Issue.

In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 to achieve Minimum Public Shareholding and RE's shall be issued to eligible equity shareholders as on the Record date i.e. [•].

In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 in order to achieve Minimum Public Shareholding. The Copy of this letter of Offer will be dispatch to the eligible equity shareholders as on the Record date i.e. [•].

SECTION [III]: RISK FACTORS

An investment in our Equity Shares involves a high degree of financial risk. Prospective investors should carefully consider all the information in the Letter of Offer, particularly the **“Financial Information of the Company”** and the related notes, **“Our Business”** and **“Management’s Discussion and Analysis of Financial Condition and Results of Operations”** on page 95, 74 and 132 respectively of this Letter of Offer and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.

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

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

Materiality

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

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

Note:

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

In this Letter of Offer, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in **“Risk Factors”** on page 25 and **“Management Discussion and Analysis of Financial Condition and Results of Operations”** on page 132 of this Letter of Offer unless otherwise indicated, has been calculated on the basis of the amount disclosed in the "Audited Financial Statements, as restated" prepared in accordance with the Indian Accounting Standards.

A. INTERNAL RISK FACTORS:

1. **The equity shares of the company are traded in Periodic Call Auction.**

As the securities of our Company are listed on a stock exchange in India, our Company is subject to certain obligations due to which surveillance measures (i.e. GSM Stage 0 and ESM Stage 2) are taken by SEBI to safeguard the interest of investors. As on date of DLoF, the equity shares are traded under Periodic Call Auction due to surveillance measures i.e, GSM Stage 0 and ESM Stage 2. Further, the equity shares are traded under Trade

for Trade Category (i.e., *XT Group*) on stock exchange.
For more details on GSM and ESM, please refer the below links

Criteria	Links
Graded Surveillance Measure(GSM)	https://mock.bseindia.com/markets/equity/EQReports/graded_surveil_measure.aspx#:~:text=The%20main%20objective%20of%20these,while%20dealing%20in%20th ese%20securities.
Enhanced Surveillance Measure (ESM)	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20230718-46
FAQs on Periodic Call Auction	https://www.bseindia.com/download/markets/equity/FAQ-Periodic%20Call%20Auction%20Session.pdf

2. ***There are outstanding legal proceedings involving our Company and Director which may adversely affect our business, financial condition and results of operations.***

There are outstanding legal proceedings involving our Company. Such proceedings could divert management time and attention and consume financial resources in their defense. Further, an adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition and results of operations. A summary of the outstanding proceedings against our Company as disclosed in this Letter of Offer, to the extent quantifiable, have been set out below:

Decisions in such proceedings adverse to our interests may affect our reputation and standing and may have a material adverse effect on our business, results of operations and financial condition.

For further details, please refer to Chapter titled “***Legal and Other Regulatory Information***” beginning on page137 of the Letter of Offer.

3. ***Our company is substantially reliant on our Promoters, Managing Director & KMPs for mentoring and growth of our Businesses. Our inability to continue to receive such support from any of such persons in power and supervision could materially affect our company's operations. Further, our ability to attract, train and retain executives and other qualified employees is critical to our business, results of operations and future growth.***

Our present and future performance and success depend largely upon the guidance and supervision from our Promoters, Executive Directors & Key Managerial Personnel(s) and our ability to attract and retain them. We are dependent on our Promoters, Managing Director & Key Managerial Personnel(s) for setting our strategic direction, future outlook and managing our businesses. In particular, our Whole-time Director, Mr. Harshad Panchal and other senior management team are critical to the overall management of our Company. Their inputs and experience are also valuable for the development of our services, our work culture and the strategic direction taken by our Company. Our Management, has built relations with suppliers, customers, and other relevant persons who are connected with us in the journey of our businesses. Our future performance will depend upon the continued services and support of these persons. Demand for Key Managerial Personnel(s) in the industry is intense and our inability to attract and retain Key Managerial Personnel(s) may affect the operations of our Company.

Our business depends upon our employees for its successful execution. The specialized skills we require, especially for the verticals of our research and development activities. We may require a long period of time to hire and train replaced personnel when skilled personnel terminate their employment with our Company. Our ability to compete effectively depends on our ability to attract new employees and to retain and motivate our existing employees. We may be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting the skilled employees that our business requires. If we do not succeed in attracting well-qualified employees or retaining or motivating existing employees, our business and prospects for growth could be adversely affected.

4. ***We do not maintain long-term contracts with our third-party suppliers, and our business may be adversely affected by a shortfall in supply, or increase in price of materials.***

Substantially all our materials are purchased from third parties. We do not have any long-term supply contracts with any of our specific suppliers with respect to our material requirements and typically place orders with them in advance of our anticipated requirements. The availability of these materials is subject to many risks, including insect or animal infestation, adverse weather conditions, adverse ground conditions and natural and other disasters. Certain materials are available only at specific times during a year due to the seasonality of growing periods and harvest times in India. Furthermore, materials are subject to price volatility caused by factors, including

commodity market fluctuations, the quality and availability of supply, currency fluctuations, consumer demand and changes in governmental agricultural programs. Material price increases result in corresponding increases in our selling costs. We also face a risk that one or more of our existing suppliers may discontinue their supplies to us, and any inability on our part to procure materials from alternate suppliers in a timely fashion, or on terms acceptable us, may adversely affect our operations.

We rely on the adequate and timely availability of materials. Any supply chain disruptions may impact our material sourcing, which in turn may impact our ability to fulfil the demand of the customers. Any significant change in the cost structure or disruption in supply may affect the pricing and supply of products. If we are not able to increase our product prices to offset increased material costs, or if unit volume sales are significantly reduced, it could have an adverse impact on our profitability. This may adversely affect our business and financial performance.

5. ***The improper handling, processing or storage of our products or materials (both present or future), or spoilage of and damage to such products or materials, or any real or perceived contamination in our products or materials, could subject us to regulatory action, damage our reputation and have an adverse effect on our business, results of operations and financial condition.***

Our products and materials (both present and future) are subject to risks such as spoilage, adulteration, product labelling error and product tampering during their, transport or storage. We cannot assure you that the quality tests conducted by our suppliers will be accurate at all times. Any shortcoming in the products or storage of our products due to negligence, human error or otherwise, may damage our products and result in non-compliance with applicable standards. Any actual or alleged damage of our products or materials could damage our reputation, adversely affect our sales and result in legal proceedings being initiated against us, irrespective of whether such allegations have any factual basis. However, our Company has not faced any instance of spoilage or any damage to such products or materials, which had material impact on the financial and result of operations of our Company.

Any allegation relating to, or the discovery of, unauthorized contaminants in our products or materials processed by us, which causes or is alleged to cause injury or illness, allegations that our products were mislabeled, were not produced in accordance with our customer's specifications and/or have not performed adequately, may adversely affect our sales and may cause product liability or other legal proceedings being initiated against us by our customers and/or regulatory authorities, irrespective of whether such allegations have any factual basis. We cannot assure you that we will not be subject to such product liability claims in the future, whether or not legitimate, or product recalls, whether voluntary or mandatory. Defending such claims or regulatory action could be time-consuming and may also result in unexpected expenditures, and our reputation, business, financial condition, cash flows and results of operations may be adversely affected.

6. ***Our inability to maintain the stability of our distribution network and attract additional high quality dealers may have an adverse effect on our result of operations and financial conditions.***

The challenge in the agri-inputs business lies in reaching a geographically dispersed end-user at the right time at the right place with the right product. We rely on our distribution network and dealerships to reach the end customer, that is the farmer, and distribute market and sell our agri-input products in each of the regions in which we operate. Competition for seed and other agri-inputs dealers is intense. Hence, our business is dependent on maintaining good relationships with our distributors and dealers and ensuring that our distributors and dealers find our products to be commercially remunerative and have continuing demand from farmers.

Furthermore, our growth as a business depends on our ability to attract additional high-quality dealerships to our distribution network. There can be no assurance that our current distributors and dealers will continue to do business with us, or that we can continue to attract additional distributors and dealers to our network. If we do not succeed in maintaining the stability of our distribution network and attracting additional high-quality dealers to our distribution network, our market share may decline and our products may not reach the end customers, materially adversely affecting our results of operations and financial condition.

7. ***In addition to normal remuneration, other benefits and reimbursement of expenses, some of our Directors (including our Promoter) are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.***

Some of our Directors (including our Promoter) are interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration or benefits and reimbursement of

expenses. We cannot assure you that our Promoter and Directors would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, our Promoter and Directors will continue to exercise significant control over our Company, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our Promoter and Directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our Promoter and Directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospect.

8. ***Many of our products are harmful to health and chemically prepared, which may require any specific permission in future from the Authorities for their trading. Our Products are non-edible items; majorly and most of them are chemically treated or contain hazardous chemicals, usage of which is hazardous and which could result in legal liability, damage our reputation and adversely affect our business prospects and consequently our financial performance.***

We are an agro-based Company, involved primarily in the business of trading of pesticides, weedicides and other allied agro products. We may be subject to risks affecting the agro-based industry, including risks posed by the following:

- contamination/ spoilage of raw materials;
- product tampering;
- product labelling errors;
- consumer product liability claims and expense, and possible unavailability of product liability insurance; and
- the potential cost and disruption of product recalls.

Any actual or alleged contamination or deterioration of our products, even if accidental, could result in legal liability, damage to our reputation and may adversely affect our business prospects and consequently our results of operation and financial performance.

While we follow stringent quality control processes and quality standards at each stage, there can be no assurance that our products will not be contaminated or suffer deterioration. Further, there can be no assurance that contamination of our raw materials or products will not occur during the transportation, production, distribution and sales processes due to reasons unknown to us or beyond our control. If our products or raw materials are found to be spoilt, contaminated, tampered with, incorrectly labeled reported to be associated with any such incidents, we may be forced to recall our products from the market and we could be subject to product liability claims, adverse government scrutiny, investigation or intervention, product returns, resulting in increased costs and incur criminal or civil liability including for any adverse medical conditions suffered by our consumers resulting from consumption of such products.

Currently the Company trades in various Agricultural Products including but not limited to pesticides, weedicides etc. which are chemically prepared and are harmful to human health and animal health. Usage of such products in Farm / land may create severe risk to humans using or getting exposed to these products and also to stray cattle and animals. Trading in such products might require more stringent compliance and permissions from Authorities, which we may not be able to maintain or qualify for, which may effect our business revenues and margins.

9. ***Lack of awareness and knowledge among farmers is the basic reason for them not opting for hybrid seeds and choosing naturally grown seeds over them which could affect our financial performance***

All the major developments and the inventions are not able to reach the people at the grassroot level like farmers, who are the main human resource for agriculture, thus lack of knowledge and awareness among them is the basic reason for them not opting for hybrid seeds and choosing naturally grown seeds over them. We undertake awareness initiative like Farmer Welfare Programme, Krishi Mela etc. to spread awareness about our products.

10. ***The use of pesticides and other hazardous substance in our operations may lead to loss of nutrients in the seeds produced and also may lead to environmental damage and result in increased costs.***

Hybrid seed, weedicides and other products contain high usage of pesticides and other hazardous substance.

We may also have to pay for the costs or damages associated with the improper application, accidental release or the use or misuse of these substances. In these cases, payment of costs or damages could have a material adverse effect on our business, results of operations and financial condition. Usage of our products such as an increased quantity could lead to loss of nutrients in the seeds which makes them less attractive from that of organic seeds produced.

11. *Our inability to maintain the stability of our distribution network and attract additional high quality dealers may have an adverse effect on our result of operations and financial conditions*

The challenge in the agri-inputs business lies in reaching a geographically dispersed end-user at the right time at the right place with the right product. We rely on our distribution network and dealerships to reach the end customer, that is the farmer, and distribute market and sell our agri-input products in each of the regions in which we operate. Competition for seed and other agri-inputs dealers is intense. Hence, our business is dependent on maintaining good relationships with our distributors and dealers and ensuring that our distributors and dealers find our products to be commercially remunerative and have continuing demand from farmers.

Furthermore, our growth as a business depends on our ability to attract additional high-quality dealerships to our distribution network. There can be no assurance that our current distributors and dealers will continue to do business with us, or that we can continue to attract additional distributors and dealers to our network. If we do not succeed in maintaining the stability of our distribution network and attracting additional high-quality dealers to our distribution network, our market share may decline and our products may not reach the end customers, materially adversely affecting our results of operations and financial condition.

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

Our future ability to pay dividends will depend on our future earnings, financial condition and capital requirements. Dividends may be distributed by us will attract dividend distribution tax at rates applicable from time to time. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the shareholders. Our ability to pay dividends will also depend on our expansion plans. We may be unable to pay dividends in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition and results of operations.

13. *Our business is subject to seasonal volatility, which may contribute to fluctuations in our results of operations and financial condition*

As an agro-based company, our businesses are sensitive to weather conditions, including extremes such as drought, excessive rainfall, floods and natural disasters. There is growing concern that carbon dioxide and other greenhouse gases in the atmosphere may have an adverse impact on global temperatures, weather patterns and the frequency and severity of extreme weather and natural disasters. Adverse weather conditions may also cause volatility in the prices of commodities, which may affect growers' decisions about the types and quantum of crops to plant and may consequently affect the sales of our products. Consequently, the occurrence of any such unfavorable weather patterns may adversely affect our business, results of operations and financial condition.

Due to dependency on seasonality of agro crops in which our business is based, results of one reporting period (quarter/half year/year) may not be necessarily comparable with preceding or succeeding reporting periods. We are impacted by seasonal variations in sales volumes, which may cause our revenues to vary significantly between different quarters in a Fiscal. Accordingly, our revenue in one quarter/half year may not accurately reflect the revenue trend for the whole Financial Year.

14. *Our business operations are majorly concentrated in certain geographical regions and any adverse developments affecting our operations in these regions could have a significant impact on our revenue and results of operations.*

The operations of the Company are carried in the state of Gujarat. Due to the geographical concentration of our major clients, our operations are susceptible to local, regional and environmental factors, such as social and civil unrest, regional conflicts, civil disturbances, economic and weather conditions, natural disasters, demographic and population changes, and other unforeseen events and circumstances.

Such disruptions could result in the damage or destruction of a significant portion of our manufacturing abilities, significant delays in the transport of our products and raw materials, loss of key managerial personnel, and/or otherwise adversely affect our business, financial condition and results of operations.

In addition, we generate major domestic sales through our customers situated in, Gujarat. Such geographical concentration of our business in this region heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in this region, which may adversely affect our business prospects, financial conditions and result of operations.

Further, as we enter into new markets and geographical areas, we are likely to compete with not only national players, but also the local players, who might have an established local presence, and are more familiar with local business practices and have stronger relationships with local distributors, dealers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into other areas may adversely affect our business prospects, financial conditions and results of operations. While our management believes that the Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we face and should not rely on our results of operations for any prior periods as an indication of our future performance.

15. ***We are subject to competition from both organized and unorganized players in the market, which may significantly affect the fixation and realisation of the price for our product, which may adversely affect our business operation and financial condition.***

The market for our products is competitive on account of existence of both the organized and unorganized players. Competition occurs generally on the key attributes such as quality of products, distribution network, pricing and timely delivery. Some of our competitors have longer industry experience and greater financial, technical and other resources, which may enable them to adopt faster in changing market scenario and remain competitive. Moreover, the unorganized sector can offer their products at highly competitive prices which may not be matched by us and consequently affect our volume of sales and growth prospects. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition.

We operate in a rapidly consolidating industry. The strength of combined companies could affect our competitive position in all of our business areas. Furthermore, if one of our competitors or their customers acquires any of our customers or suppliers, we may lose business from the customer or lose a supplier, which may adversely affect our business, results of operations and financial condition.

16. ***Dependence upon transportation services for supply and transportation of our products are subject to various uncertainties and risks, and delays may result in rejection of products by customer.***

We do not have an in-house transportation facility and we rely on third party transportation and other logistic facilities at every stage of our business activity including for procurement of products from our suppliers and for transportation of our finished products to our customers. For this purpose, we hire services of various transportation companies. However, we have not entered into any definitive agreements with any third-party transport service providers and engage them on a need basis and we are exposed to the risks associated with the transportation, including but not limited to accidents, government actions, theft etc. The cost of our goods carried by such third-party transporters is typically much higher than the consideration paid for transportation, due to which it may be difficult for us to recover compensation for damaged, delayed or lost goods. We do not have any transit insurance to safeguard against this.

17. ***The success of our business depends on our ability to attract and retain customers and maintain consistency in customer service.***

Our ability to offer products in line with customer preferences, demand and fashion trends to our customers and maintain our standards of customer service in our stores is critical to attract and retain customers. We undertake regular advertising and marketing activities to create visibility, stimulate demand and promote our stores, through various mediums of mass communication. Our ability to attract customers and provide high standards of customer service further depends on our ability to attract and hire the right personnel and also train the personnel

in the implementation of our business processes. We cannot assure you that we will be able to recruit and retain the right personnel or our advertising and marketing campaign will be successful in meeting its objectives and provide returns commensurate to the investments made. Any failure to attract new customers or expand our customer base, may materially affect our growth and financial performance.

We incur significant expenses on a variety of different production and marketing efforts designed to expand production. We also aim to increase the sale of our products through marketing channels such as print advertisement as well as digital advertising and social media outreach. Our production and marketing activities may not result in the levels of sales that we anticipate. While production is a key component of reinforcing the relevance of our brand, we view production as a discretionary expenditure and may vary the level of production from time to time.

18. *Our actual results could differ from the estimates and projections used to prepare our financial statements.*

The estimates and projections are based on and reflect our current expectations, assumptions and/ or projections as well as our perception of historical trends and current conditions, as well as other factors that we believe are appropriate and reasonable under the circumstances. There can be no assurance that our expectations, estimates, assumptions and/or projections, including with respect to the future earnings and performance will prove to be correct or that any of our expectations, estimates or projections will be achieved.

19. *Statistical and industry data in this Letter of Offer may be inaccurate, incomplete or unreliable.*

We have not independently verified data obtained from industry publications and other sources referred to in this Letter of Offer. This Letter of Offer includes information that is derived from relevant sources. Neither we nor any other person connected with the Issue has verified the information in the website of relevant sources. This information does not guarantee the accuracy, adequacy or completeness of the information and disclaims responsibility for any errors or omissions in the Information or for the results obtained from the use of the Information. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that information from website of relevant sources are correct or will not change and, accordingly, our position in the market may differ from that presented in this Letter of Offer. Further, Prospective investors are advised not to unduly rely on the information of relevant sources or extracts thereof as included in this Letter of Offer, when making their investment decisions.

20. *A failure of our internal controls over financial reporting may have an adverse effect on our business and results of operations.*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting for external purposes, including with respect to record keeping and transaction authorization. Because of our inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected. Any failure to maintain an effective system of internal control over financial reporting could limit our ability to report its financial results accurately and in a timely manner, or to detect and prevent fraud.

21. *We may not be able to implement our growth strategy successfully*

Our Company intends to utilize part of the proceeds for acquisition of Equity shares of Benchmark Entertainment Private Limited for an aggregate estimated amount of Rs. 50,00,000/- to become a Holding Company and Mirakrishna Enterprise Private Limited for an aggregate estimated amount of Rs. 2,00,00,000/- to become a Holding Company.

Benchmark Entertainment Private Limited is in the business of film and motion picture industry i.e. Film production, cinematography, etc. and Mirakrishna Enterprise Private Limited is in business of Information Technology i.e. Software designing, web development, etc.

We may not be able to achieve our planned growth of expansion by way of diversify our business through Acquisition of Equity shares in Benchmark Entertainment Private Limited and Mirakrishna Enterprise Private Limited. Our growth strategies, our future growth in income and profits may be adversely affected due to

diversify our business and investment in other Companies. There can be no assurance that we will be able to achieve our goals, in a timely manner, or at all, or that our investments will be profitable.

EXTERNAL RISK FACTORS:

22. ***The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs.***

The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital, disclosures in Letter of Offer, corporate governance norms, audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian Company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on Director(s) and Key Managerial Personnel(s) from engaging in forward dealing. Further, Companies meeting certain financial thresholds are also required to constitute a committee of the Board of Directors for corporate social responsibility activities and ensure that at least 2% of the average net profits of the company during three immediately preceding financial years are utilized for corporate social responsibility activities. Penalties for instances of non-compliance have been prescribed under the Companies Act, 2013, which may result in inter alia, our Company, Director(s) and Key Managerial Personnel(s) being subject to such penalties and formal actions as prescribed under the Companies Act, 2013, should we not be able to comply with the provisions of the New Companies Act within the prescribed timelines, and this could also affect our reputation.

To ensure compliance with the requirements of the Companies Act, 2013 within the prescribed timelines, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. While we shall endeavour to comply with the prescribed framework and procedures, we may not be in a position to do so in a timely manner.

23. ***Political, economic, or other factors that are beyond our control may have adversely affect our business and results of operations.***

The Indian economy is influenced by economic developments in other countries. These factors could depress economic activity which could have an adverse effect on our business, financial condition, and results of operations. Any financial disruption could have an adverse effect on our business and future financial performance.

We are dependent on domestic, regional, and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our services may be adversely affected by an economic downturn in domestic, regional, and global economies.

Economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, and volatility in exchange currency rates, and annual rainfall which affects agricultural production.

Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

24. ***24. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, prospects, and results of operations.***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result

in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

Any increase in taxes and levies, or the imposition of new taxes and levies in the future, could increase the cost of production and operating expenses. Taxes and other levies imposed by the central or state governments in India that affect our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. The central and state tax scheme in India is extensive and subject to change from time to time. Any adverse changes in any of the taxes levied by the central or state governments may adversely affect our competitive position and profitability.

25. ***Financial instability in both Indian and international financial markets could adversely affect our results of operations and financial condition.***

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition and results of operations. The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections.

There are concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance, and the trading price of the Equity Shares.

26. ***Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.***

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

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

Further, the GOI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

27. ***Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance.***

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

28. ***Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.***

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and Pakistan might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares.

India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact on the value of share prices generally as well as the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

29. ***Any further downgrading of our debt ratings or of India's sovereign debt rating may adversely affect our business.***

Any downgrading of our credit ratings may increase interest rates on our outstanding debt, increase interest rates for refinancing our outstanding debt, which would increase our financing costs, and materially and adversely affect our ability to raise new capital on a competitive basis, which may adversely affect our profitability and future growth. In addition, any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available. This may materially and adversely affect our capital expenditure plans, business and future financial performance and our ability to fund our growth in future.

30. ***The ability of Indian companies 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, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

31. ***A slowdown in economic growth in India could cause our business to suffer.***

We are incorporated in India, and all of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. A slowdown in the Indian economy could adversely affect our business, including our ability to grow our assets, the quality of our assets, and our ability to implement our strategy.

Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- i. any increase in Indian interest rates or inflation;
- ii. any scarcity of credit or other financing in India;

- iii. prevailing income conditions among Indian consumers and Indian corporations;
- iv. changes in India's tax, trade, fiscal or monetary policies;
- v. political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries;
- vi. prevailing regional or global economic conditions; and
- vii. other significant regulatory or economic developments in or affecting India

Any slowdown in the Indian economy or in the growth of the sectors we participate in or future volatility in global commodity prices could adversely affect our borrowers and contractual counterparties. This in turn could adversely affect our business and financial performance and the price of our Equity Shares.

32. ***Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.***

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

33. ***Natural calamities could have a negative impact on the Indian economy and cause our Company's business to suffer.***

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

B. RISK FACTORS RELATED TO ISSUE:

1. ***Our Company will not distribute this Letter of Offer, the Abridged Letter of Offer and Application Form to overseas Shareholders who have not provided an address in India for service of documents.***

Our Company will dispatch this, the Abridged Letter of Offer, Rights Entitlement Letter and Application Form (the "Issuing Materials") to such Eligible Shareholders as on Record Date to be determined by the Board of Directors whose Email Address are not available in record of the Depositories. The Issuing Materials shall not be distributed to addresses outside India on account of restrictions that apply to the circulation of such materials in various overseas jurisdictions.

2. ***The Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form ("Physical Shareholder") may lapse in case they fail to furnish the details of their de-mat account to the Registrar.***

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. [•] and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar to the Issue or our Company, in the manner provided on the website of the Registrar to the Issue at <https://cameoindia.com/> at least two working days prior to the Issue Closing Date i.e. [•], to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date i.e. [•]. They may also communicate with the Registrar to the Issue with the help of the helpline number +91-44-40020710/0706/0741 and their email address.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date, i.e. [•], desirous of subscribing to Rights

Equity Shares may also apply in this Issue during the Issue Period. Such Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in Section Terms of the Issue-“Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form” and “Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner” on pages 152 and 170 respectively.

3. *Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.*

Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements. For details, please refer to "Terms of the Issue" beginning on page 146 of this Letter of Offer.

4. *You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.*

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian Company are generally taxable in India. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on gains made upon the sale of the Equity Shares.

5. *You may not receive the Equity Shares that you subscribe to in the Issue until fifteen days after the date on which this Issue closes, which will subject you to market risk.*

The Equity Shares that you subscribe to in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

6. *There is no guarantee that our Equity Shares will be listed in a timely manner or at all, which may adversely affect the trading price of our Equity Shares.*

In accordance with Indian law and practice, approval for listing and trading of the Equity Shares will not be granted by the Stock Exchanges until after those Equity Shares have been issued and allotted. Approval will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on Stock Exchanges. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, therefore, may not be indicative of the prices at which the Equity Shares will trade in the future which may adversely impact the ability of our shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at that point of time.

7. *No market for the Rights Entitlements may develop and the price of the Rights Entitlements may be volatile.*

No assurance can be given that an active trading market for the Rights Entitlements will develop on the Stock Exchanges during the Renunciation Period or that there will be sufficient liquidity in Rights Entitlements trading during this period. The trading price of the Rights will not only depend on supply and demand for the Rights Entitlements, which may be affected by factors unrelated to the trading in the Equity Shares, but also on the Equity

Share price. Factors affecting the volatility of the Share price, as described herein, may magnify the volatility of the trading price of the Rights Entitlements, and a decline in the Equity Share price will have an adverse impact on the trading price of the Rights Entitlements. The trading price of the Rights Entitlements may be subject to greater price fluctuations than that of the Equity Shares.

8. *Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.*

In terms of the SEBI ICDR Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation or financial condition, or other events affecting the Applicant's decision to invest in our Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Rights Equity Shares at a price that will be higher than the actual market price for the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

9. *The Rights Entitlements may not be credited into your demat account on time and you may not be able to trade such Rights Entitlements on the platform of the Stock Exchange.*

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. The Rights Entitlements that you may be entitled to may not be credited into your demat account in a timely manner. In relation to the SEBI Rights Issue circular, the Eligible Equity Shareholders can trade in such Rights Entitlements on the platform of the Stock Exchanges after the Issue Opening Date and such trading shall be closed at least three working days prior to the Issue Closing Date. We cannot assure that the Rights Entitlements allocated to you will be credited to your demat account in a timely manner or at all, which will impact your ability to trade in the Rights Entitlements.

10. *We have evolved a mechanism for credit of the Rights Equity Shares in respect of the Eligible Equity Shareholders holding Equity Shares in physical form ("Physical Shareholder") who have not furnished the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date. However, this mechanism may entail a risk that the sale of such shares by the Company on the open market subsequently may not be at a price acceptable to such shareholders. Further, the Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form ("Physical Shareholder") may lapse in case they fail to furnish the details of their demat account to the Registrar.*

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. [•] and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar to the Issue or our Company in the manner provided on the website of the Registrar to the Issue at <https://cameoindia.com/> at least two working days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date i.e. [•] They may also communicate with the Registrar with the help of the helpline number +91-44-40020710/0706/0741 and their email address investor@cameoindia.com.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar to the Issue, shall be credited in a demat suspense escrow account opened by our Company.

In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical

form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date, i.e [•], desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Such Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in Section Terms of the Issue- ***“Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form” and “Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner” on pages 152 and 170 respectively.***

11. Investors will be subject to market risks until our Equity Shares credited to the investor’s demat account are listed and permitted to trade.

Investors can start trading our Equity Shares allotted to them only after they have been credited to an investor’s demat account, are listed and permitted to trade. Since our Equity Shares are currently traded on the Stock Exchanges, investors will be subject to market risk from the date they pay for our Equity Shares to the date when trading approval is granted for the same. Further, there can be no assurance that our Equity Shares allocated to an investor will be credited to the investor’s demat account or that trading in such Equity Shares will commence in a timely manner.

12. There is no monitoring agency appointed by our Company to monitor the utilization of the Issue proceeds.

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above Rs. 10,000.00 Lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

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

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

SECTION –IV INTRODUCTION

This Issue has been authorized through a resolution passed by our Board at its meeting held on 23rd September, 2023 pursuant to Section 62(1) (a) of the Companies Act. The following is a summary of this Issue and should be read in conjunction with and is qualified entirely by the information detailed in the chapter titled “Terms of the Issue” on page 146 of this Letter of Offer.

SUMMARY OF THE ISSUE

Equity shares offered through the Issue	[•] Equity Shares
Rights Entitlement	Upto [•] Equity Share for every [•] fully paid-up Equity Share held on the Record Date i.e. [•]
Record Date	[•]
Face Value per Equity Shares	Rs. 10/-
Issue Price per Equity Share	Rs. [•]
Issue Size	Equity Shares face value of Rs. 10.00/- each for cash at an Issue Price of Rs. [•] per Equity Share aggregating to Rs. 5,37,80,800/-
Voting Rights and Dividend	The Equity Shares issued pursuant to this Issue shall rank pari passu in all respects with the Equity Shares of our Company.
Equity Shares issued, subscribed and paid up prior to the Issue	3,36,13,000 Equity Shares
Equity Shares subscribed and paid-up after the Issue (assuming full subscription for and allotment of the Rights Entitlement)	Upto [•] Equity Shares
Scrip Details	ISIN: INE958C01017 BSE: 530249
Terms of the Issue	Please refer to the section titled “ <i>Terms of the Issue</i> ” on page 146 of this Letter of Offer
Use of Issue Proceeds	Please refer to the section titled “ <i>Objects of the Issue</i> ” on page 47 of this Letter of Offer.
Fractional Entitlement	For details in relation fractional entitlements, see “ <i>Terms of the Issue - Fractional Entitlements</i> ” beginning on page 146 of this Letter of Offer

Please refer to the chapter titled “*Terms of the Issue*” on page 146 of this Letter of Offer.

GENERAL INFORMATION

Pursuant to the resolution passed by our Board at its meeting held on 23rd September, 2023, our Company has been authorized to make the following Rights Issue to the Equity Shareholders of our Company.

Issue of [•] Equity Shares face value of Rs. 10.00/- each for cash at an Issue Price of Rs. [•] per Equity Share aggregating to Rs. 5,37,80,800/- (Rupees Five Crores Thirty-Seven Lakhs Eighty Thousand Eight Hundred Only) on a rights basis to the existing Equity Shareholders of our Company, in the ratio of [•] Equity Share for every [•] Equity Share Held by The Eligible Equity Shareholders on the Record Date, i.e. [•]. The Issue Price is equal to face value of the Equity Share.

For further details, please refer to the chapter titled “Terms of the Issue” on page 146 of this Letter of Offer.

REGISTERED OFFICE OF OUR COMPANY

Bridge Securities Limited

286 Shukan Mall, Near Panchamrut Bhunglow-1, Science City
Road, Sola, Ahmedabad, Gujarat, India, 380 060

Contact No.: + 099 99989 93993

Email id: Securitiesbridge@gmail.com

BOARD OF DIRECTORS

The following table sets out the current details regarding our Board of Directors as on the date of filing of this Letter of Offer:

Name of the Director	Designation	DIN	Address
Mr. Harshad Amrutlal Panchal	Whole-time Director	03274760	C-4, Kavita Flat Sarda Circle, Kalol Gandhinagar Gujarat, India - 382 721.
Mr. Vishal Pragneshbhai Shah	Executive Director	08043698	Haveli Shreeji Park Society, Near Ramji Mandir Gollimda, Punit Marg, Maninagar, Ahmedabad, Gujarat, India – 380 008
Mr. Ashvinkumar Babulal Thakkar	Non-Executive Independent Director	10330482	12 A Siddheshwar Bunglow Nr, Stanza Flat, Shela, Sanand, Gujarat India – 380 058
Ms. Shah Urvi Rajnikant	Non-Executive Independent Director	10329378	H-2 Krushna Appartment Nava Vadaj Near Kiran Park, Ahmdabad, Gujarat, India – 380 013
Mr. Yogendra Baldevbhai Prajapati	Non-Executive Director	03578728	G-2, Akar Flat, Nr. Sarvoday Hospital, Shri Nagar, Kalol, Gujarat, India – 382 721
Mr. Manish Shrichand Bachani	Non-Executive Independent Director	08013906	13/A Shyamal Society, Chakaliya Road, Opp. Kanya Ashram, Dahod, Gujarat, India – 389 151

For further details of our Board of Directors, see “Our Management” on page 86 of this Letter of Offer.

ADDRESS OF THE REGISTRAR OF COMPANIES

Our Company is registered with the ROC, Ahmedabad, Gujarat which is situated at the following Address:

Registrar of Companies, Gujarat

ROC Bhavan, Opp Rupal Park Society,
Behind Ankur Bus Stop, Naranpura,
Ahmedabad – 380 013, Gujarat

Contact No.: + 079-27438531 **Fax:** +91079-27438371

Email id: roc.ahmedabad@mca.gov.in

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Ashish Kailashnath Sharda

Address: 286 Shukan Mall, Near Panchamrut Bhunglow-1, Science City Road, Sola, Ahmedabad, Gujarat, India, 380 060

Email: Securitiesbridge@gmail.com

Investors may contact Compliance Officer or Registrar to the Issue for any pre-issue / post-issue related matters such as non-receipt of letters of allotment / share certificates / refund orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs for grievances related to ASBA, giving full details such as name, address of the applicant, e-mail id of the first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process), ASBA account number and the Designated Branch of the SCSBs where the plain paper application was submitted by the ASBA Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For further details on the ASBA process, please refer to the section titled “Terms of the Issue” beginning on page 146 of this Letter of Offer.

REGISTRAR TO THE COMPANY

Link Intime India Private Limited

5th floor, 506 to 508 Amarnath Business Centre - I (ABC - I), Beside Gala Business Centre, Nr. St. Xavier's College Corner Off C G Road, Navarangpura, Ahmedabad, Gujarat, 380 009

Tel: 079 - 26465179

Email: ahmedabad@linkintime.co.in

Website: www.linkintime.co.in

Contact Person: Mr. Vijay Surana

SEBI Registration No: INR000004058

REGISTRAR TO THE ISSUE

CAMEO CORPORATE SERVICES LIMITED

Subramanian Building, 1 Club House Road, Chennai - 600 002

Tel : +91 - 44 4002 0700

Email: rights@cameoindia.com

Investor Grievance Email id: investor@cameoindia.com

Website: <https://cameoindia.com/>

Contact Person: Ms. K. Sreepriya

SEBI Registration No: INR000003753

CIN: U67120TN1998PLC041613

STATUTORY AUDITORS OF OUR COMPANY

M/s. Mitali Modi & Co.

Chartered Accountants

D-1107, Titanium City Centre, Besides Sachin Tower, Nr Shyamal Cross Roads, 100 Ft. Ring Road, Satellite, Ahmedabad – 380 015

Contact No.: +079 40051313

Email: Mitali.modi@gmail.com

Contact Person: Ms. Mitali Hemant Modi

Membership Number: 140890

Firm Registration No.: 133096W

BANKERS TO THE COMPANY

RBL Bank Limited

Viva Complex, Parimal Garden,
Chimanlal Girdharlal Rd,
Shanti Sadan Society, Ellisbridge,
Ahmedabad, Gujarat 380 006
Phone: 079 4014 6902
Website: www.rblbank.com
CIN: L65191PN1943PLC007308

BANKERS TO THE ISSUE

Name: [•]
Address: [•]
Tel No: +91[•]
FaxNo: [•]
Email: [•]
Website: [•]
Contact Persons: [•]

Experts

Except for the reports of the Auditor of our Company on the Audited Financial Information and Statement of Tax Benefits, included in the Letter of Offer, our Company has not obtained any expert opinions.

Designated Intermediaries

Self-Certified Syndicate Bankers

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. On Allotment, the amount will be unblocked and the account will be debited only to the extent required to pay for the Rights Equity Shares Allotted.

For further details on the ASBA process, please refer to the details given in ASBA form and to the chapter titled “Terms of the Issue” starting on page 146 of this Letter of Offer.

Investor grievances

Investors may contact the Compliance Officer for any pre-issue/post-issue related matters such as non-receipt of Letters of Allotment/share certificates/demat credit/Refund Orders, etc.

Investors are advised to contact the Registrar to the Issue or Compliance Officer for any pre-issue or post-issue related problems such as non-receipt of Abridged Letter of Offer/Application Form and Rights Entitlement Letter/Letter of Allotment, Split Application Forms, Share Certificate(s) or Refund orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the applicant, ASBA Account number and the Designated Branch of the SCSBs, number of Equity Shares applied for, amount blocked, where the Application Form and Rights Entitlement Letter or the plain paper application, in case of Eligible Equity Shareholder, was submitted by the ASBA Investors through ASBA process.

Credit Rating

This being an Issue of Equity shares, no credit rating is required.

Inter-se allocation of Responsibilities for the Issue

The Company has not appointed any merchant banker to the Issue (except for the purpose of obtaining pricing certificate, as may be required,) and hence there is no inter-se allocation of responsibilities.

Debenture Trustees

This being an issue of Equity Shares, the appointment of Debenture Trustees is not required.

Monitoring Agency

As the Issue size is less than Rs. 10,000 lakhs, under the SEBI ICDR Regulations, the Company is not required to appoint a Monitoring Agency pertaining to this Issue.

Underwriting Agreement

This Issue is not underwritten and our Company has not entered into any underwriting arrangement.

Appraising Entity

None of the purposes for which the Issue Proceeds are proposed to be utilized have been financially appraised by any Bank or Financial Institution.

Minimum Subscription

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020, our Company is not required to achieve minimum subscription for the Rights Issue on account of the following reason:

- (i) Object of the Issue being other than capital expenditure for a project; and
- (ii) Our Promoter and Promoter Group have confirmed that they will subscribe to their right entitlement and will not renounce rights except to the extent of renunciation within the promoter group.

Mr. Pragnesh Shah, our Promoter, on behalf of the Promoter and Promoter Group has vide letter dated 23rd September, 2023 confirmed that all the members of the Promoter Group intend to fully subscribe, jointly and / or severally, to their Rights Entitlements and reserve the right to subscribe to their Entitlement in the Issue by subscribing for renunciation if any made in their favour. The Promoters may also apply for additional Equity Shares in the Issue. Further, in case of under-subscription of part of issue, the Promoters and members of Promoter Group shall subscribe the under-subscribed portion of shares. Accordingly, in terms of the SEBI ICDR Regulations, the requirement of minimum subscription in the Issue shall not be applicable.

Changes in Auditors during the last three years

- a. M/s. Mitali Modi & Co., Chartered Accountants, (FRN. 133096W) had been appointed as the Statutory Auditors of the Company from the Financial Year 2023-24 to the Financial Year 2027-28 through the Shareholders Resolution in Annual General Meeting held on 5th August, 2023 at a remuneration to be decided by any Director of the Company in consultation with the Audit Committee and Auditor, in addition to reimbursement of all out-of-pocket expenses as may be incurred by them for the purpose of audit.
- b. Due to pre occupation in other work and assignments M/s. Bhaumik Shah & Co., Chartered Accountants, (FRN.137162W) had been resigned as Statutory Auditor w.e.f 30th June, 2023.
- c. M/s. Bhaumik Shah & Co., Chartered Accountants, (FRN.137162W) had been appointed as the Statutory Auditors of the Company from the Financial Year 2022-23 to the Financial Year 2026-27 through the Shareholders Resolution in Annual General Meeting held on 22nd September, 2022 at a remuneration to be decided by any Director of the Company in consultation with the Audit Committee and Auditor, in addition to reimbursement of all out-of-pocket expenses as may be incurred by them for the purpose of audit.
- d. M/s. Bhaumik Shah & Co., Chartered Accountants, (FRN.137162W) had been appointed as the Statutory Auditors of the Company for the Financial Year 2021-22 through the Shareholders Resolution in Annual General Meeting held on 27th September, 2021 at a remuneration to be decided by any Director of the Company in consultation with the Audit Committee and Auditor, in addition to reimbursement of all out-of-pocket expenses as may be incurred by them for the purpose of audit.
- e. M/s. Bhaumik Shah & Co., Chartered Accountants, (FRN.137162W) had been appointed as the Statutory Auditors of the Company for the Financial Year 2020-21 through the Shareholders Resolution in Annual General Meeting held on 21st December, 2020 at a remuneration to be decided by any Director of the Company in consultation with the Audit Committee and Auditor, in addition to reimbursement of all out-of-pocket expenses as may be incurred by them for the purpose of audit.

Issue Schedule

Last date for credit of Rights Entitlements	[•]
Issue Opening Date	[•]
Last date for On-market renunciation of rights/Date of closure of trading of Rights Entitlements [#]	[•]
Issue Closing Date*	[•]
Finalising the basis of allotment with the Designated Stock Exchange (on or about)	[•]
Date of Allotment (on or about)	[•]
Date of Credit (on or about)	[•]
Date of Listing (on or about)	[•]

[#]Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further,

no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

***Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company and/or the Registrar to the Issue will not be liable for any loss on account of non-submission of Application Forms or on before the Issue Closing Date.*

Filing

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees Ten Crores to Rupees Fifty Crores. Since the size of this Issue falls below this threshold, the Letter of Offer has been filed with BSE Limited and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with BSE Limited.

CAPITAL STRUCTURE

Our Company's share capital, as on the date of this Letter of Offer, is set forth below:

(Amount in Rs. except share data)

	Particulars	Aggregate value at Face Value	Aggregate value at Issue Price
A	AUTHORISED SHARE CAPITAL		
	1,10,00,000 Equity Shares of face value of Rs. 10/- each	11,00,00,000	--
B	ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL BEFORE THE ISSUE		
	33,61,300 Equity Shares of face value of Rs. 10/- each	3,36,13,000	--
C	PRESENT ISSUE BEING OFFERED TO THE EXISTING EQUITY SHAREHOLDERS THROUGH THIS LETTER OF OFFER		
	[•] Rights Equity Shares at an Issue Price of Rs. [•]/- per Rights Equity Share	[•]	[•]
D	ISSUED SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE¹		
	[•] Equity Shares of Rs. 10/- each fully paid-up	[•]	[•]
E	SECURITIES PREMIUM ACCOUNT		
	Before the Offer		0.00
	After the Offer		[•]

¹Assuming full subscription for and allotment of the Rights Entitlements.

Notes to the Capital Structure:

- Our Company does not have any employee stock option scheme or employee stock purchase scheme.
- Our Company does not have any outstanding warrants, options, convertible loans, debentures or any other securities convertible at a later date into Equity Shares, as on the date of this Letter of Offer, which would entitle the holders to acquire further Equity Shares.
- All the Equity Shares of our Company are fully paid-up and there are no partly paid-up Equity Shares outstanding as on the date of this Letter of Offer. For further details on the terms of the Issue, please see the chapter titled "Terms of the Issue" on page 146 of this Letter of Offer.

1. Shareholding of Promoter and Promoter Group:

The details of Equity Shares held by the Promoter and Promoter Group including the details of lock-in, pledge and encumbrance on such Equity Shares as on 30th September, 2023 are set forth below:

Sr. No.	Name of the Promoter & Promoter Group	Number of fully paid-up Equity Shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Details of Equity Shares pledged / encumber		Details of Equity Shares locked-in	
				No. of Equity Shares	% of total shares held	No. of Equity Shares	% of total shares held
1.	Pragnesh R Shah HUF	15,100	0.45	-	-	-	-
2.	Pragnesh Ratilal Shah	500	0.01	-	-	-	-
3.	Vishal Pragneshbhai Shah	500	0.01	-	-	-	-
	Total	16,100	0.00	-	-	-	-

None of the Equity Shares held by our Promoter and Promoter Group are pledged with any bank or institution, or otherwise encumbered.

2. Details of Equity Shares acquired by Promoter or Promoter Group in the last one year

None of the Equity Shares are acquired by our Promoter and Promoter Group in the last one year.

3. Intention and extent of participation in the Issue by the Promoter and Promoter Group

The Promoter and members of the Promoter Group of our Company vide their letters dated 23rd September, 2023, indicated their intention to subscribe, jointly and / or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement renounced in their favour by any other Promoter(s) or member(s) of the Promoter Group of our Company. Further, in case of under-subscription of part of issue, the Promoters and members of Promoter Group shall subscribe the under-subscribed portion of shares.

For further details, please see the chapter titled “Capital Structure” beginning on page 45 of this Letter of Offer.

4. The ex-rights price per Equity Share arrived in accordance with Regulation 10(4)(b) of the SEBI Takeover Regulations is [●].
5. At any given time, there shall be only one denomination of the Equity Shares.
6. The details of the promoter and promoter group shareholders holding of the Company as on 30th September, 2023 are as under:

Sr. No.	Name of Promoters and Promoter Group	No. of Equity Shares held	% of total share capital
1.	Pragnesh R Shah HUF	15,100	0.45
2.	Pragnesh Ratilal Shah	500	0.01
3.	Vishal Pragneshbhai Shah	500	0.01
	Total	140	0.00

7. Shareholding Pattern of our Company as per the last filing with the Stock Exchanges in compliance with the provisions of the SEBI Listing Regulations:

- Shareholding Pattern of the Equity Shares of our Company as per the last filing with the Stock Exchange, i.e., as on 30th September, 2023 is available on the website of BSE <https://www.bseindia.com/stock-share-price/bridge-securities-ltd/bridgese/530249/qtrid/119.00/shareholding-pattern/Sep-2023/>
- Statement showing holding of the Equity Shares of the Promoters and Promoter Group including details of lock-in, pledge of and encumbrance thereon, as on 30th September, 2023 can be accessed on the website of BSE at <https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=530249&qtrid=119.00&QtrName=Sep-23>
- The statement showing holding of Equity Shares belonging to the category “Public” including the details of lock-in, pledge of and encumbrance thereon as on 30th September, 2023, can be accessed on the BSE website at <https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=530249&qtrid=119.00&QtrName=Sep-23>
- Statement showing shareholding pattern of the Non Promoter - Non Public shareholder of our Company as on 30th September, 2023 can be accessed on the website of BSE at <https://www.bseindia.com/corporates/shpNonProPublic.aspx?scripcd=530249&qtrid=119.00&QtrName=Sep-23>

SECTION – V PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

Our Company intends to utilize the proceeds raised through the Issue (“**Gross Proceeds**”) after deducting the Issue related expenses (“**Net Proceeds**”) for the following objects (collectively, referred to as the “**Objects**”):

1. Acquisition of Equity shares in Benchmark Entertainment Private Limited and Mira Krishna Enterprise Private Limited
2. Incremental working capital requirements.
3. General Corporate Purpose

The main objects clause and objects incidental or ancillary to the main objects as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Issue.

ISSUE PROCEEDS

The Details of Issue proceeds and its utilization are as under:

Particulars	Estimated Amount (in Lakhs)
Gross Proceeds to be raised through the Issue*	537.808
Less: Issue related expenses	20.00
Net Proceeds to be raised through the issue	517.808
Utilization of the net proceeds	
(a) Acquisition of Equity shares in Benchmark Entertainment Private Limited, Mira Krishna Enterprise Private Limited	250.00
(b) Incremental working capital requirements	212.00
(c) General Corporate Purpose**	55.808
Net Proceeds	517.808

*Assuming full subscription and allotment & receipt of all call monies with respect to the Rights Equity Shares.

**The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

UTILISATION OF NET ISSUE PROCEEDS

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

Sr. No.	Particulars	Amount to be financed from Net Proceeds of the Issue (Rs. in Lakhs)	Estimated deployment in FY 2023-24 (Rs. in Lakhs)	Estimated deployment in FY 2024-25 (Rs. in Lakhs)
1.	Acquisition of Equity Shares in Benchmark Entertainment Private Limited, Mira Krishna Enterprise Private Limited	250.00	250.00	-
2.	Incremental Working Capital	212.00	212.00	-
3.	General Corporate Purpose**	55.808	55.808	-
	Net Proceeds*	517.808	517.808	-

*Any portion of the Net Proceeds not deployed for the stated Objects in FY 2023-24 will be deployed by our Company in FY 2024-25.

*Assuming full subscription and allotment & receipt of all call monies with respect to the Rights Equity Shares.

**The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

The above fund requirements are based on our current business plan, internal management estimates and have not been appraised by any Bank or Financial Institution. The deployment of funds raised through this Issue is at the discretion of the Management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. In view of the competitive environment of the industry in which we operate, we may have

to revise our business plan from time to time and consequently, our funding requirements may also change. Our historical funding requirements may not be reflective of our future funding plans. We may have to revise our funding requirements, and deployment from time to time on account of various factors such as economic and business conditions, increased competition and other external factors which may not be within our control. This may entail rescheduling the proposed utilization 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.

In case of any increase in the actual utilization of funds earmarked for any of the Objects of the Issue or a shortfall in raising requisite capital from the Net Proceeds, such additional funds for a particular activity will be met by means available to us, including by way of incremental debt and/or internal accruals. If the actual utilization towards any of the objects is lower than the proposed deployment, such balance will be used towards general corporate purposes to the extent that the total amount to be utilized towards general corporate purpose will not exceed 25% of the Gross Proceeds from the Issue in accordance with applicable law.

Means of Finance

The fund requirements set out above are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance under Regulation 62(1)(c) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised to be issue and through existing identifiable accruals.

DETAILS OF USE OF ISSUE PROCEEDS

1. Acquisition of Equity shares in

A. Benchmark Entertainment Private Limited,

M/s. Benchmark Entertainment Private Limited, incorporated on 18th June, 2020, having its Registered Office 4th Floor-A/411, Stellar, Sindhu Bhavan Road, Nr. Pakwan Cross Road, Bodakdev, Ahmedabad, Gujarat, India - 380 059.

The Company is in the business of presenting, producing, arranging, managing, organizing, conducting, sponsoring, composing, editing, planning, designing, exhibiting, demonstrating, promoting, operating, participating, collaborating and run at national and international level all sorts of shows and modeling, films, programmes of song, music, dance, film star, pop star, T.V. channels, entertainment web-sites and for the purpose to engage, book or hire artists, authors, story writers, musicians, models, performers, and other persons and agencies and production, distribution or exhibition of films and motion pictures and the running of theatres, cinemas, studios, and cinematographic shows and exhibition.

The Financial Statement for the Financial Year ending 31st March, 2023, 31st March, 2022 and 31st March, 2021, List of Shareholders as on 31st March, 2023 and Valuation Report are enclosed herewith as Annexure and shall be available on the website of the Company in rights issue tab under investor relations at www.bridgesecurities.in.

The Investment by M/s. Bridge Securities Limited is proposed to be undertaken by way of acquisition of Equity shares of M/s. Benchmark Entertainment Private Limited for an aggregate estimated amount of Rs. 50,00,000/-. Investment in M/s. Benchmark Entertainment Private Limited will be in the form of new acquisition of 5,00,000 Equity shares (i.e. 71.43 %) at Rs.10.00/- per share.

➤ Additional disclosures for one of the objects being investment in nature

Sr. No.	Particulars	Status
1.	Name of Entity	Benchmark Entertainment Private Limited,
2.	Details of form of Investment	Investment in M/s. Benchmark Entertainment Private Limited will be in the form of new acquisition of 5,00,000 Equity shares (i.e. 71.43 %) at Rs. 10.00/- per share.
3.	If form of Investment has not been decided, a statement to that effect	Not applicable

4.	If Investment is in debt instrument, complete details regarding rate of interest, whether secured or unsecured	Not applicable
5.	If Investment is in Equity, whether any dividends are assured	No
7.	Whether the said parties are related to promoters / promoter Group / group companies in any manner, if yes, nature of relationship.	No
8.	Whether the transactions would fall within related party transactions?	Yes

B. Mirakrishna Enterprise Private Limited

M/s. Mirakrishna Enterprise Private Limited, incorporated on 4th July, 2022, having its Registered Office 2/Udit Apartment, Nr. Tulip Bunglow, Nr. Surdhara Circle, B/h Drive in Cinema, Thaltej Road Thaltej Road, Ahmedabad, Gujarat, India – 380 054

The Company is in business of information Technology (IT) as software designing, web development, application developments, customization, implementation, maintenance, testing, benchmarking, designing, developing and dealing in computer software and/or mobile software, solutions and to import, export, sell, purchase, distribute, host (in data centres or over the web) and to develop, provide, undertake, design, import, export, distribute and deal in Systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, ecommerce, value added products and to design and develop such systems, application software for and on behalf of manufacturers owners and users of computer, telecom, digital, electronic equipments in India or elsewhere in the world.

The Company also carry on the business of to produce, treat, process, prepare, alter, develop, expose, edit, exhibit, make, remake, display, print, shoot, reprint, convert, duplicate, finish, buy, sell, run, import, export cine films, TV serials, advertising films, media, telefilms, documentary films, Motion picture, short videos or films, entrainments, picture and to act as agent, broker, distributor, proprietor, owners of copy rights, audio rights, theatres, cinema halls, dubbing rights, cinema studio and film processing labs owners and to do all other incidental acts for the attainment of entertainments and motion picture related business of company in India or abroad.

The Financial Statement for the Financial Year ending 31st March, 2023, List of Shareholders as on 31st March, 2023 and Valuation Report are enclosed herewith as Annexure and shall be available on the website of the Company in rights issue tab under investor relations at www.bridgesecurities.in.

The Investment by M/s. Bridge Securities Limited is proposed to be undertaken by way of acquisition of Equity shares of M/s. Mirakrishna Enterprise Private Limited for an aggregate estimated amount of Rs. 2,00,00,000/-. Investment in M/s. Mirakrishna Enterprise Private Limited will be in the form of new acquisition of 20,00,000 Equity shares (i.e. 97.56 %) at Rs. 10.00/- per share.

➤ Additional disclosures for one of the objects being investment in nature

Sr. No.	Particulars	Status
1.	Name of Entity	Mirakrishna Enterprise Private Limited

2.	Details of form of Investment	Investment in M/s. Mirakrishna Enterprise Private Limited will be in the form of new acquisition of 20,00,000 Equity shares (i.e. 97.56 %) at Rs. 10.00/- per share.
3.	If form of Investment has not been decided, a statement to that effect	Not applicable
4.	If Investment is in debt instrument, complete details regarding rate of interest, whether secured or unsecured	Not applicable
5.	If Investment is in Equity, whether any dividends are assured	No
7.	Whether the said parties are related to promoters/ promoter Group/ group companies in any manner, if yes, nature of relationship.	No
8.	Whether the transactions would fall within related party transactions?	Yes

M/s. Benchmark Entertainment Private Limited and M/s. Mira Krishna Enterprise Private Limited shall become Subsidiary Companies of M/s. Bridge Securities Limited pursuant to acquisition of Equity shares

Rational for acquisition of Equity shares

Background of entertainment Industry

As per the latest report by the EY, India's Media and entertainment Industry is expected to reach Rs. 2.34 trillion (US\$ 29.2 billion), then grow at a CAGR of 10% to reach Rs. 2.83 trillion (US\$ 35.4 billion) by 2025. Advertising revenue in India is projected to reach Rs. 394 billion (US\$ 5.42 billion) by 2024. The share of traditional media (television, print, filmed entertainment, OOH, music, radio) stood at 58% of the media and entertainment sector revenues in 2022.

The country's entertainment and media industry is expected to see a growth of 9.7% annually in revenues to reach US\$ 73.6 billion by 2027.

Revenue of the Indian video OTT market that is dominated by players such as Amazon Prime Video, Netflix and Disney+ Hotstar is set to double from US\$ 1.8 billion in 2022 to US\$ 3.5 billion by 2027.

The Indian media and entertainment sector posted a robust 19.9% growth in 2022 and crossed the Rs. 2 trillion (US\$ 24 billion) mark in annual revenue for the first time led by a sharp jump in the digital advertising mop-up.

Indian digital industry is expected to grow at 29% to reach a market size of Rs. 35,809 crore (US\$ 4.35 billion) by the end of 2023. It is expected to contribute 38% to the overall advertising industry in India, on par with television.

The OTT segment is likely to grow at a remarkable CAGR of 14.1% to reach Rs. 21,032 crore (US\$ 2.55 billion) in 2026. Subscription services, which accounted for 90.5% of revenue in 2021, are projected to account for 95% of revenue by 2026.

Within the M&E sector, Animation, Visual Effects, Gaming and Comic (AVGC) sector is growing at a rate of ~29%, while the audio-visual sector and services is rising at the rate ~25%; is recognised as of one of the champion sectors by the Government of India. The AVGC sector is estimated to grow at ~9% to reach ~Rs. 3 lakh crore (US\$ 43.93 billion) by 2024, stated Union Minister of Commerce & Industry, Consumer Affairs & Food & Public Distribution and Textiles, Mr. Piyush Goyal.

In Q3 of CY23, eight deals were recorded in the media and entertainment sector of India at US\$ 269 million. FDI inflows in the information and broadcasting sector (including print media) stood at US\$ 10.87 billion between April 2000-September 2023.

Indian Over-The-Top (OTT) platforms have demonstrated significant growth in the global market, witnessing a 194% increase in revenue from international viewers over the last two years.

According to CRISIL, print media's revenue is anticipated to increase by 13-15% this year as a result of increased government and corporate advertising spending. In FY24, the revenue of print media is predicted to reach Rs. 30,000 crore (US\$ 3.63 billion).

The Indian OTT audience universe currently stands at 424 million people, according to The Ormax OTT Audience Sizing Report 2022. Of these, 119 million are active paid OTT subscriptions in India.

India's Direct-To-Home (DTH) Services market is expected to expand to US\$ 7.59 billion in 2029 from US\$ 6.48 billion in 2023, growing at a CAGR of 2.8%.

India's SVOD subscriptions reached 130.2 million in 2022 compared to 110.5 million in 2021.

As per GroupM's TYN report 2023, India was ranked 8th by global ad spend, and will continue as the fastest growing market among the top 10 ad markets in 2023.

Advertising revenue in India is projected to reach Rs. 394 billion (US\$ 5.42 billion) by 2024. India's subscription revenue is projected to grow at a CAGR of 2% and reach Rs. 432 billion (US\$ 4.94 billion).

Key growth drivers included rising demand for content among users and affordable subscription packages.

India's media and entertainment industry is the fifth largest market globally and is growing at the rate of 20% annually, according to Union Information and Broadcasting Minister Mr. Anurag Thakur.

The Indian mobile gaming market is growing at a pace in tandem with the global trend and is expected to reach US\$ 7 billion in 2025. The online gaming market in India is projected to reach US\$ 2.81 billion by 2025, from Rs. 76 billion (US\$ 1.08 billion) in 2020, due to rapid increase in consumption.

The music industry is expected to reach US\$ 400 million by 2025 from US\$ 199 million in 2019. According to a study conducted by Kantar and VTION, an audience measurement and analytics company, Gaana, the streaming service owned by Times Internet Ltd., had 30% market share, followed by JioSaavn (24%), Wynk Music (15%), Spotify (15%), Google Play Music (10%), and others (6%) in 2020.

The Ficci EY media and entertainment report 2023 said that in 2022, music streaming in India had an audience of approximately 208 million of which the paid subscriber base was just around 4-5 million.

About 1 million music streams were played every 3 minutes in FY23, totalling 460 million streams per day, according to a report by Redseer Strategy Consultants. Spotify led India's music and audio streaming market in FY23 with a 26% share, as compared to just 11% share in FY20.

Growth of the sector is attributable to the trend of platform such as YouTube that continues to offer recent and video content-linked music for free, which is expected to drive the paid OTT music sector reaching ~5 million end-users by 2023, generating revenue of ~Rs. 2 billion (US\$ 27 million).

By 2025, the number of connected smart televisions are expected to reach ~40-50 million. 30% of the content viewed on these screens will be gaming, social media, short video and content items produced exclusively for this audience by television, print and radio brands. In the third quarter of 2022, smart TV shipments from India increased by 38% YoY, due to rising expansion activities adopted by original equipment manufacturers (OEMs) for their smart TV portfolios. By 2025, ~600-650 million Indians, will consume short-form videos, with active users spending up to 55 to 60 minutes per day.

According to the FICCI-EY media and entertainment industry survey, those who watch online videos through bundled packages (online video services bundled with mobile and broadband connections) will account for half of all online video viewers (399 million) by 2023, up from 284 million in 2020.

As of 2022, India registered ~527 million online video viewers, including streaming services and videos on free platforms such as YouTube. Mobile video viewers stood at 356 million in 2020, driven by rising number of users preferring video content over the last few years.

OTT video services market (video-on-demand and live) in India is likely to post a CAGR of 29.52% to reach US\$ 5.12 billion by FY26, driven by rapid developments in online platforms and increased demand for quality content among users.

Source :- <https://www.ibef.org/industry/media-entertainment-india>

Considering the growth and opportunities in Entertainment Sector in India, the Board of Directors of the company decided to invest / acquire equity shares of Benchmark Entertainment Private Limited and Mira Krishna Enterprise Private Limited

2. Incremental working capital requirements

Our business is working capital intensive. We finance our working capital requirement from our internal accruals, and bank finance. Considering the existing and future growth, the incremental working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach ₹ 226.50 Lakhs.

We intend to meet our working capital requirements to the extent of ₹ 226.50 Lakhs from the Net Proceeds of this Issue and the balance will be met from internal accruals at an appropriate time as per the requirement.

Basis of estimation of working capital

Particulars	Projected amount (in lakhs)
(A) Current Assets	
Current Investment	
Closing stock	150.00
Debtors	43.00
Advance paid to creditors and advances	
Other current assets	
Cash & cash equivalents	19.00
Total Current Assets (A)	212
(B) Current Liabilities	
Sundry Creditors	0
Advances from customers and other current liabilities	0
Statutory Liabilities	0
Total Current Liabilities (B)	0
Working Capital requirement (A-B)	212

A. Detailed Assessment of Working Capital:

The details of our Company's composition of working capital as at March 31, 2024 and March 31, 2025 based on the Financial Statements. Further, the source of funding of the same are as set out in the table below:

(Rs. in Lakhs)

Particulars	2021-22 (Aud)	2022-23 (Aud)	2023-24 (Proj.)	2024-25 (Proj.)
1. Income				
(i) Sales-Domestic	260.86	96.53	459	867
(ii) Other Operating Income		0	100	100
(iii) Other Income	5.88	0.05	10	12
TOTAL	266.74	96.58	569	979
2. Net Income	266.74	96.58	569	979
3. Percentage of rise / fall in Net income		-64%	489%	72%
4. Cost of Sales				
(i) Purchase	78.11	85.27	600	950
(ii) Power and Fuel				
(iii) Labour				
(iv) Other Direct Expenses			2	5
(v) Depreciation			0	
(vi) Sub-total (i to vi)	78.11	85.27	602	955
(vii) Cost of Production		0	0	
(viii) Add : Op. stocks of F.G.	84.39	2.63	0	150
Sub-Total	84.39	2.63	0	150
(ix) Deduct: Closing stocks of F.G.	2.63	2.63	150	250
(x) Cost of Sales	159.87	85.27	452	855
5. Selling, General and Adm. Expenses	197.58	92.82	47	30
6. Subtotal (4 + 5)	357.45	178.09	499	885
7. Operating Profit before Interest (3 - 6)	-90.71	-81.51	70	94
8. Other Financial Charges.	0	0	0	
Total Financial Charges			0	
9. Operating Profit after Interest (7 - 8)	-90.71	-81.51	70	94
10. Profit before Tax / Loss	-90.71	-81.51	70	94
11. Statutory Liabilities	-0.63	-13.28	0	0

12. Net Profit [10 – 11]	-90.08	-68.23	70	94
13. Retained Profit	0	0	70	94
14. Retained Profit / Net Profit (% age)			100%	100%
Current Liabilities:				
01 Short Term Borrowings from Banks				
(i) From Inter Corporates				
(ii) From related parties	14.39			0
Sub - Total (A)	14.39	0	0	0
02 Sundry Creditors	3.01	29.62	0	12
03 Statutory Liabilities	0	3.25	0	0
04 Advance from customers				
05 Other C.L. & Provisions (Specify Major Items)	0.57	0.64	0.64	1
Sub - Total (B)	3.58	33.51	0.64	13
06 Total Current Liabilities	17.97	33.51	0.64	13
07 Unsecured Loans from Banks / Directors	0	0	0	0
08 Secured borrowings	0	0	0	0
09 Other Term Liabilities (Q.E.)	0	0	0	0
10 Total Term Liabilities (Total of 07 to 09)	0	0	0	0
11 Total outside Liabilities (06 + 10)	17.97	33.51	0.64	13
12 Paid-Up Capital	336.13	336.13	873.13	873.13
13 Reserves and Surplus	-225.67	-293.08	-223.08	-129.08
14 Surplus (+) or Deficit (-) in Profit and Loss account	0	0	0	
15 Net Worth (Total of 12 to 14)	110.46	43.05	650.05	744.05
16 Total Liabilities (11 + 15)	128.43	76.56	650.69	757.05

17 Cash and Bank Balances	2.54	5.67	25	40.64
18 (I) Receivables other than deferred & Exports including B.P./B.D. by Bank)	1.2	34.05	76.5	127.5
(iii) Finished Goods			150	250
19 Advances to suppliers of Raw mate. stores/spares	0	0	0	
20 Other Current Assets	36.18	36.84	15	10
(i) Current Investment	2.63		0	
(ii) Loans & advances			0	
(iii) Others	33.55	36.84	15	10
21 Total Current Assets	39.92	76.56	266.5	428.14
22 Gross Block (incl. work in progress)	93.99	0	85.19	85.19
23 Depreciation to-date	5.5	0	1	5
24 Net Block (22 - 23)	88.49	0	84.19	80.19
(a) Investment in group Cos.	0	0		
(b) Others	0	0	250	250
(c) Loans & advances	0	0	50	0
25 Total Other Non-Current Assets (a + b)	0	0	384.19	330.19
26 Total Assets (Total of 21, 24 & 25)	128.41	76.56	650.69	758.33
27 Tangible Net Worth	110.46	43.05	650.05	744.05
28 Net Working Capital	21.95	43.05	265.86	415.14
29 Current Ratio C.R. (Excluding Term Loan Instalment)	2.22	2.28	416.41	32.93
30 Total outside Liabilities / Tangible Net Worth (TOL / TNW)	0.16	0.78	0.00	0.02

3. General Corporate Purpose

We intend to deploy Rs. [•] from Gross Proceeds of the Rights Issue towards General Corporate purposes. The General Corporate purposes for which our Company proposes to utilize issue proceeds include but not restricted to entering into brand building exercises and strengthening our marketing capabilities, general maintenance,

partnerships, tie-ups or contingencies in ordinary course of business which may not be foreseen or any other purposes as approved by our Board of Directors. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for General Corporate purposes. Further, the amount for General Corporate purposes, as mentioned in this Letter of Offer, shall not exceed 25% of the amount raised by our Company through this Issue.

ISSUE EXPENSES

The total expenses of the Issue are estimated to be approximately [•]*. The expenses of the Issue include, among others, fees of the Registrar to the Issue, fees of the other advisors, printing and stationery expenses, advertising, marketing expenses and other expenses.

The estimated Issue expenses are as under:

Particulars	Expenses (in Lakhs)	% of Estimated Issue Size	% of the Issue Expenses
Fees of Banker to the Issue, Registrar to the Issue, Auditor's Fees, etc. including out of pocket expenses	[•]	[•]	[•]
Regulatory fees, filing fees, listing fees and other miscellaneous expenses	[•]	[•]	[•]
Advertising, Printing and Distribution	[•]	[•]	[•]
Other expenses (including miscellaneous expenses and stamp duty)	[•]	[•]	[•]
Total	[•]	[•]	[•]

* Subject to finalization of Basis of Allotment and actual Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards Issue Expenses/general corporate purpose. All Issue related expenses will be paid out of the Gross Proceeds from the Issue.

APPRAISAL OF THE OBJECTS

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

INTERIM USE OF FUNDS

Pending utilization for the purposes described above, we intend to deposit the Net Proceeds only in scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934 or in any such other manner as permitted under the SEBI ICDR Regulations or as may be permitted by SEBI. We confirm that pending utilization of the Net Proceeds for the objects of the Issue, our Company shall not utilize the Net Proceeds for any investment in the equity markets, real estate or related products.

BRIDGE LOAN

Our Company has not raised any bridge loans from any Bank or Financial Institution as on the date of this Letter of Offer, which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities, including through secured or unsecured loans or any short-term instrument pending receipt of the Net Proceeds.

MONITORING UTILIZATION OF FUNDS FROM ISSUE

As this is an Issue for an amount less than ₹10,000 Lakhs, there is no requirement for the appointment of a monitoring agency. The Board or its duly authorized committees will monitor the utilization of the proceeds of the Issue. Our Company will disclose the utilization of the Issue Proceeds, including interim use, under a separate head along with details, for all such Issue Proceeds that have not been utilized. Our Company will indicate investments, if any, of unutilized Issue Proceeds in the balance sheet of our Company for the relevant Financial Years subsequent to the listing.

We will also on an annual basis, prepare a statement of the funds which have been utilized for purposes other than those stated in this Letter of Offer, if any, and place it before the Audit Committee and the Board. Such disclosure will be made only until all the Issue Proceeds have been utilized in full. The statement shall be certified by our Statutory Auditor. Further, in accordance with Regulation 32 of the SEBI Listing Regulations, we will furnish to the Stock Exchange on a quarterly basis, a statement including deviations and variations, if any, in the utilization of the Issue Proceeds from the Objects of the Issue as stated above.

STRATEGIC AND FINANCIAL PARTNERS TO THE OBJECTS OF THE ISSUE

There are no strategic or financial partners to the Objects of the Issue.

KEY INDUSTRY REGULATIONS FOR THE OBJECTS OF THE ISSUE

No additional provisions of any acts, regulations, rules and other laws are or will be applicable to the Company for the proposed Objects of the Issue.

OTHER CONFIRMATIONS

No part of the Net Proceeds will be paid by us as consideration to our Promoters and Promoter Group, our Directors, associates or Key Managerial Personnel, and in the normal course of business and in compliance with the applicable laws.

VARIATION IN OBJECTS

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

To
The Board of Directors,
Bridge Securities Limited
Ahmedabad
17, Suhas Nagar Society,
Nr. Dinesh Hall, Ashram Road,
Ahmedabad - 380 009

Dear Sir,

Reference – Rights Offer of Equity Shares by Bridge Securities Limited

Subject - Statement of possible tax benefits (“the statement”) available to Bridge Securities Limited (“the Company”) and its shareholders.

We hereby confirm that the enclosed Annexure 1 and 2 (together "the Annexures"), prepared by **Bridge Securities Limited** ('the Company'), provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income tax Act, 1961 ('the Act') as amended by the Finance Act 2023, circular and notifications issued from time to time, i.e. applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25. the Central Goods and Services Tax Act, 2017 and the Integrated Goods and Services Tax Act, 2017, circular and notifications issued from time to time, i.e., applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25 ('the Indirect Tax Act'), presently in force in India (together, the "Tax Laws") Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

1. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.
2. We do not express any opinion or provide any assurance as to whether:
 - i. the Company or its shareholders will continue to obtain these benefits in future;
 - ii. the conditions prescribed for availing the benefits have been/ would be met with; and
 - iii. the revenue authorities' courts will concur with the views expressed herein.
3. The Content of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the company.
4. No assurance is given that the revenue authorities / Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.
5. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.
6. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Letter of Offer / Offer Documents in connection with the proposed issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

**For, Mitali Modi & Co.,
Chartered Accountants
(FRN: 133096W)**

**Ms. Mitali Hemant Modi
(Proprietor)
Membership No.: 140890
UDIN: 23140890BGXJPQ7722**

**Date: 23-09-2023
Place: Ahmedabad**

ANNEXURE 1 TO THE STATEMENT OF TAX BENEFITS

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

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

A. Special Tax Benefits to The Company

The Company is not entitled to any special tax benefits under the Direct Tax Act.

B. Special Tax Benefits to The Shareholder

The Shareholders of the Company are not entitled to any special tax benefits under Direct Tax Act.

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

**For, Mitali Modi & Co.,
Chartered Accountants
(FRN: 133096W)**

**Ms. Mitali Hemant Modi
(Proprietor)
Membership No.: 140890
UDIN:23140890BGXJPQ7722**

**Date: 23-09-2023
Place: Ahmedabad**

ANNEXURE 2 TO THE STATEMENT OF TAX BENEFITS

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

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

A. Special Tax Benefits to The Company

The Company is not entitled to any special tax benefits under the Indirect Tax Act.

B. Special Tax Benefits to The Shareholder

The Shareholders of the Company are not entitled to any special tax benefits under the Indirect Tax Act.

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant indirect tax law benefits and does not cover any direct tax law benefits or benefit under any other law.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Letter of Offer/Offer Documents.

**For, Mitali Modi & Co.,
Chartered Accountants
(FRN: 133096W)**

**Ms. Mitali Hemant Modi
(Proprietor)
Membership No.: 140890
UDIN: 23140890BGXJPQ7722**

**Date: 23-09-2023
Place: Ahmedabad**

SECTION VI - ABOUT THE COMPANY

INDUSTRY OVERVIEW

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

GLOBAL ECONOMIC OUTLOOK:

- Global growth is projected to fall from an estimated 3.5 percent in 2022 to 3.0 percent in both 2023 and 2024. While the forecast for 2023 is modestly higher than predicted in the April 2023 World Economic Outlook (WEO), it remains weak by historical standards. The rise in central bank policy rates to fight inflation continues to weigh on economic activity. Global headline inflation is expected to fall from 8.7 percent in 2022 to 6.8 percent in 2023 and 5.2 percent in 2024. Underlying (core) inflation is projected to decline more gradually, and forecasts for inflation in 2024 have been revised upward.
- The recent resolution of the US debt ceiling standoff and, earlier this year, strong action by authorities to contain turbulence in US and Swiss banking, reduced the immediate risks of financial sector turmoil. This moderated adverse risks to the outlook. However, the balance of risks to global growth remains tilted to the downside. Inflation could remain high and even rise if further shocks occur, including those from an intensification of the war in Ukraine and extreme weather-related events, triggering more restrictive monetary policy. Financial sector turbulence could resume as markets adjust to further policy tightening by central banks. China's recovery could slow, in part as a result of unresolved real estate problems, with negative cross-border spillovers. Sovereign debt distress could spread to a wider group of economies. On the upside, inflation could fall faster than expected, reducing the need for tight monetary policy, and domestic demand could again prove more resilient.
- In most economies, the priority remains achieving sustained disinflation while ensuring financial stability. Therefore, central banks should remain focused on restoring price stability and strengthening financial supervision and risk monitoring. Should market strains materialize, countries should provide liquidity promptly while mitigating the possibility of moral hazard. They should also build fiscal buffers, with the composition of fiscal adjustment ensuring targeted support for the most vulnerable. Improvements to the supply side of the economy would facilitate fiscal consolidation and a smoother decline of inflation toward target levels.

➤ **FORCES SHAPING THE OUTLOOK**

- The global recovery from the COVID-19 pandemic and Russia's invasion of Ukraine is slowing amid widening divergences among economic sectors and regions.
- The World Health Organization (WHO) announced in May that it no longer considers COVID-19 to be a "global health emergency." Supply chains have largely recovered, and shipping costs and suppliers' delivery times are back to pre-pandemic levels. But forces that hindered growth in 2022 persist. Inflation remains high and continues to erode household purchasing power. Policy tightening by central banks in response to inflation has raised the cost of borrowing, constraining economic activity. Immediate concerns about the health of the banking sector have subsided, but high interest rates are filtering through the financial system, and banks in advanced economies have significantly tightened lending standards, curtailing the supply of credit. The impact of higher interest rates extends to public finances, especially in poorer countries grappling with elevated debt costs, constraining room for priority investments. As a result, output losses compared with pre-pandemic forecasts remain large, especially for the world's poorest nations.
- Despite these headwinds, global economic activity was resilient in the first quarter of 2023, with that resilience driven mainly by the services sector. The post-pandemic rotation of consumption back toward services is approaching completion in advanced economies (including in tourism-dependent economies of southern Europe), and it accelerated in a number of emerging market and developing economies in the first quarter (Figure 1). However, as mobility returns to pre-pandemic levels, the scope for further acceleration appears more limited.
- At the same time, nonservices sectors, including manufacturing, have shown weakness, and high-frequency indicators for the second quarter point to a broader slowdown in activity. Amid softening consumption of goods, heightened uncertainties regarding the future geoeconomic landscape, weak productivity growth, and a more challenging financial environment, firms have scaled back investment in productive capacity. Gross fixed capital formation and industrial production have slowed sharply or contracted in major advanced economies, dragging

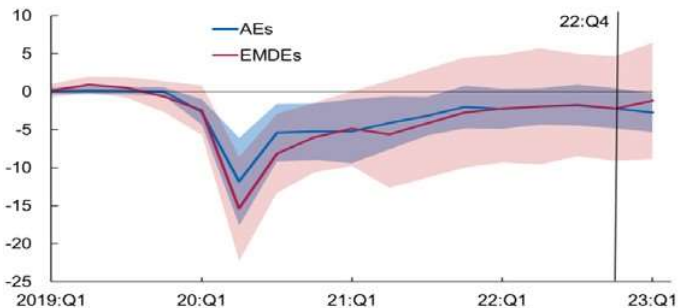
international trade and manufacturing in emerging markets with them. International trade and indicators of demand and production in manufacturing all point to further weakness. Excess savings built up during the pandemic are declining in advanced economies, especially in the United States, implying a slimmer buffer to protect against shocks, including those to the cost of living and those from more restricted credit availability.

- *The fight against inflation continues.*

Inflation is easing in most countries but remains high, with divergences across economies and inflation measures. Following the buildup of gas inventories in Europe and weaker-than-expected demand in China, energy and food prices have dropped substantially from their 2022 peaks, although food prices remain elevated. Together with the normalization of supply chains, these developments have contributed to a rapid decline in headline inflation in most countries. Core inflation, however, has on average declined more gradually and remains well above most central banks' targets. Its persistence reflects, depending on the particular economy considered, pass-through of past shocks to headline inflation into core inflation, corporate profits remaining high, and tight labor markets with strong wage growth, especially in the context of weak

productivity growth that lifts unit labor costs. However, to date, wage-price spirals—wherein prices and wages accelerate together for a sustained period—do not appear to have taken hold in the average advanced economy, and longer-term inflation expectations remain anchored. In response to the persistence of core inflation, major central banks have communicated that they will need to tighten monetary policy further. The Federal Reserve paused rate hikes at its June meeting but signaled further ones ahead, and the Reserve Bank of Australia, Bank of Canada, Bank of England, and European Central Bank have continued to raise rates. At the same time, in some other economies, particularly in East Asia, where mobility curbs during the pandemic restricted demand for services longer than elsewhere, core inflation has remained low. In China, where inflation is well below target, the central bank recently cut policy interest rates. The Bank of Japan has kept interest rates near zero under the quantitative and qualitative monetary easing with yield curve control policy.

Figure 1. Value Added in the Services Sector: Distance to Pre-Pandemic Trends (Percent)



Sources: Haver Analytics; and IMF staff calculations.

Note: The lines denote means and the bands represent one standard deviation around the means. For 18 AEs, the sample comprises AUS, CAN, CHE, CZE, DEU, DNK, ESP, FRA, GBR, ISR, ITA, KOR, NOR, NZL, SGP, SWE, TWN, and USA. For 16 EMDEs, the sample comprises ARG, BRA, CHL, CHN, COL, HUN, IDN, IND, MEX, MYS, PER, PHL, RUS, THA, TUR, and ZAF. Economy list uses International Organization for Standardization (ISO) country codes. AEs = advanced economies; EMDEs = emerging market and developing economies.

Acute stress in the banking sector has receded, but credit availability is tight. Thanks to the authorities' swift reaction, the March 2023 banking scare remained contained and limited to problematic regional banks in the United States and Credit Suisse in Switzerland. Accordingly, since the April 2023 WEO, global financial conditions have eased (Box 1), a sign that financial markets may have become less concerned about risks to financial stability coming from the banking sector. But tight monetary policy continues to put some banks under pressure, both directly (through higher costs of funding) and indirectly (by increasing credit risk). Bank lending surveys in the United States and Europe suggest that banks restricted access to credit considerably in the first quarter of 2023, and they are expected to continue to do so in coming months. Corporate loans have been declining lately, as has commercial real estate lending.

Following a reopening boost, China's recovery is losing steam. Manufacturing activity and consumption of services in China rebounded at the beginning of the year when Chinese authorities abandoned their strict lockdown policies; net exports contributed strongly to sequential growth in February and March as supply chains normalized and firms swiftly put backlogs of orders into production. Nonetheless, continued weakness in the real estate sector is weighing on investment, foreign demand remains weak, and rising and elevated youth unemployment (at 20.8 percent in May 2023) indicates labor market weakness. High-frequency data through June confirm a softening in momentum into the second quarter of 2023.

➤ **GROWTH SLOWING, WITH SHIFTING COMPOSITION**

Global growth is projected to fall from 3.5 percent in 2022 to 3.0 percent in both 2023 and 2024 on an annual average basis (Table 1). Compared with projections in the April 2023 WEO, growth has been upgraded by 0.2 percentage point for 2023, with no change for 2024. The forecast for 2023–24 remains well below the historical (2000–19) annual average of 3.8 percent. It is also below the historical average across broad income groups, in overall GDP as well as per capita GDP terms. Advanced economies continue to drive the decline in growth from 2022 to 2023, with weaker manufacturing, as well as idiosyncratic factors, offsetting stronger services activity. In emerging market and developing economies, the growth outlook is broadly stable for 2023 and 2024, although with notable shifts across

regions. On a year-over-year basis, global growth bottomed out in the fourth quarter of 2022. However, in some major economies, it is not expected to bottom out before the second half of 2023.

World trade growth is expected to decline from 5.2 percent in 2022 to 2.0 percent in 2023, before rising to 3.7 percent in 2024, well below the 2000–19 average of 4.9 percent. The decline in 2023 reflects not only the path of global demand, but also shifts in its composition toward domestic services, lagged effects of US dollar appreciation—which slows trade owing to the widespread invoicing of products in US dollars—and rising trade barriers.

These forecasts are based on a number of assumptions, including those regarding fuel and nonfuel commodity prices and interest rates. Oil prices rose by 39 percent in 2022 and are projected to fall by about 21 percent in 2023, reflecting the slowdown in global economic activity. Assumptions regarding global interest rates have been revised upward, reflecting actual and signaled policy tightening by major central banks since April. The Federal Reserve and Bank of England are now expected to raise rates by more than assumed in the April 2023 WEO—to a peak of about 5.6 percent in the case of the Federal Reserve—before reducing them in 2024. The European Central Bank is assumed to raise its policy rate to a peak of 3¾ percent in 2023 and to ease gradually in 2024. Moreover, with near-term inflation expectations falling, real interest rates are likely to stay up even after nominal rates start to fall.

For *advanced economies*, the growth slowdown projected for 2023 remains significant: from 2.7 percent in 2022 to 1.5 percent in 2023, with a 0.2 percentage point upward revision from the April 2023 WEO. About 93 percent of advanced economies are projected to have lower growth in 2023, and growth in 2024 among this group of economies is projected to remain at 1.4 percent.

- In the *United States*, growth is projected to slow from 2.1 percent in 2022 to 1.8 percent in 2023, then slow further to 1.0 percent in 2024. For 2023, the forecast has been revised upward by 0.2 percentage point, on account of resilient consumption growth in the first quarter, a reflection of a still-tight labor market that has supported gains in real income and a rebound in vehicle purchases. However, this consumption growth momentum is not expected to last: Consumers have largely depleted excess savings accumulated during the pandemic, and the Federal Reserve is expected to raise rates further.
- Growth in the *euro area* is projected to fall from 3.5 percent in 2022 to 0.9 percent in 2023, before rising to 1.5 percent in 2024. The forecast is broadly unchanged, but with a change in composition for 2023. Given stronger services and tourism, growth has been revised upward by 0.4 percentage point for *Italy* and by 1.0 percentage point for *Spain*. However, for *Germany*, weakness in manufacturing output and economic contraction in the first quarter of 2023 means that growth has been revised downward by 0.2 percentage point, to –0.3 percent.
- Growth in the *United Kingdom* is projected to decline from 4.1 percent in 2022 to 0.4 percent in 2023, then to rise to 1.0 percent in 2024. This is an upward revision of 0.7 percentage point for 2023, reflecting stronger-than-expected consumption and investment from the confidence effects of falling energy prices, lower post-Brexit uncertainty (following the Windsor Framework agreement), and a resilient financial sector as the March global banking stress dissipates.
- Growth in *Japan* is projected to rise from 1.0 percent in 2022 to 1.4 percent in 2023, reflecting a modest upward revision, buoyed by pent-up demand and accommodative policies, then slow to 1.0 percent in 2024, as the effects of past stimuli dissipate.
- For emerging market and developing economies, growth is projected to be broadly stable at 4.0 percent in 2023 and 4.1 percent 2024, with modest revisions of 0.1 percentage point for 2023 and –0.1 percentage point for 2024. However, this stable average masks divergences, with about 61 percent of the economies in this group growing faster in 2023 and the rest—including low-income countries and three of the five geographic regions described in what follows—growing more slowly.
- Growth in emerging and developing Asia is on track to rise to 5.3 percent in 2023, then to moderate to 5.0 percent in 2024, reflecting a modest (0.1 percentage point) downward revision for 2024. The forecast for China is unchanged at 5.2 percent for 2023 and 4.5 percent for 2024, but with a change in composition: Consumption growth has evolved broadly in line with April 2023 WEO projections, but investment has underperformed due to the ongoing real estate downturn in that country. Stronger-than-expected net exports have offset some of the investment weakness, although their contribution is declining as the global economy slows. Growth in India is projected at 6.1 percent in 2023, a 0.2 percentage point upward revision compared with the April projection, reflecting momentum from stronger-than-expected growth in the fourth quarter of 2022 as a result of stronger domestic investment.
- Growth in emerging and developing Europe is projected to rise to 1.8 percent in 2023, reflecting a 0.6 percentage point upward revision since April, and to rise further to 2.2 percent in 2024. The forecast for Russia in 2023 has been revised upward by 0.8 percentage point to 1.5 percent, reflecting hard data (on retail trade, construction, and industrial production) that point to a strong first half of the year, with a large fiscal stimulus driving that strength.

- Latin America and the Caribbean is expected to see growth decline from 3.9 percent in 2022 to 1.9 percent in 2023, although this reflects an upward revision of 0.3 percentage point since April, and to reach 2.2 percent in 2024. The decline from 2022 to 2023 reflects the recent fading of rapid growth during 2022 after pandemic reopening, as well as lower commodity prices; the upward revision for 2023 reflects stronger-than-expected growth in *Brazil*—marked up by 1.2 percentage points to 2.1 percent since the April WEO—given the surge in agricultural production in the first quarter of 2023, with positive spillovers to activity in services. It also reflects stronger growth in *Mexico*, revised upward by 0.8 percentage point to 2.6 percent, with a delayed post-pandemic recovery in services taking hold and spillovers from resilient US demand.
- Growth in the Middle East and Central Asia is projected to decline from 5.4 percent in 2022 to 2.5 percent in 2023, with a downward revision of 0.4 percentage point, mainly attributable to a steeper-than-expected growth slowdown in Saudi Arabia, from 8.7 percent in 2022 to 1.9 percent in 2023, a negative revision of 1.2 percentage points. The downgrade for Saudi Arabia for 2023 reflects production cuts announced in April and June in line with an agreement through OPEC+ (the Organization of the Petroleum Exporting Countries, including Russia and other non-OPEC oil exporters), whereas private investment, including from “giga-project” implementation, continues to support strong non-oil GDP growth.
- In sub-Saharan Africa, growth is projected to decline to 3.5 percent in 2023 before picking up to 4.1 percent in 2024. Growth in Nigeria in 2023 and 2024 is projected to gradually decline, in line with April projections, reflecting security issues in the oil sector. In South Africa, growth is expected to decline to 0.3 percent in 2023, with the decline reflecting power shortages, although the forecast has been revised upward by 0.2 percentage point since the April 2023 WEO, on account of resilience in services activity in the first quarter.

➤ **CORE INFLATION DECLINING MORE GRADUALLY THAN HEADLINE INFLATION**

Global headline inflation is set to fall from an annual average of 8.7 percent in 2022 to 6.8 percent in 2023 and 5.2 percent in 2024, broadly as projected in April, but above pre-pandemic (2017–19) levels of about 3.5 percent. About three-quarters of the world’s economies are expected to see lower annual average headline inflation in 2023. Monetary policy tightening is expected to gradually dampen inflation, but a central driver of the disinflation projected for 2023 is declining international commodity prices. Differences in the pace of disinflation across countries reflect such factors as different exposures to movements in commodity prices and currencies and different degrees of economic overheating. The forecast for 2023 is revised down by 0.2 percentage point, largely on account of subdued inflation in China. The forecast for 2024 has been revised upward by 0.3 percentage point, with the upgrade reflecting higher-than-expected core inflation.

Core inflation is generally declining more gradually. Globally, it is set to decline from an annual average of 6.5 percent in 2022 to 6.0 percent in 2023 and 4.7 percent in 2024. It is proving more persistent than projected, mainly for advanced economies, for which forecasts have been revised upward by 0.3 percentage point for 2023 and by 0.4 percentage point for 2024 compared with the April 2023 WEO. Global core inflation is revised down by 0.2 percentage point in 2023, reflecting lower-than-expected core inflation in China, and up by 0.4 percentage point in 2024. On an annual average basis, about half of economies are expected to see no decline in core inflation in 2023, although on a fourth-quarter-over-fourth-quarter basis, about 88 percent of economies for which quarterly data are available are projected to see a decline. Overall, inflation is projected to remain above target in 2023 in 96 percent of economies with inflation targets and in 89 percent of those economies in 2024.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2023/07/10/world-economic-outlook-update-july-2023>)

INDIAN ECONOMIC OUTLOOK:

This year began with the anticipation that runaway inflation, aggressive policy rate hikes, and high commodity prices might topple a few major economies into recession in 2023. We are halfway past 2023 and, while the world is still in the woods, the probability of a recession this year has trimmed. Labor markets in several advanced countries remain tight, while the largest economy, the United States, is seeing a rebound in consumer confidence and spending. Risk spreads are declining on both sides of the Atlantic after the recent banking crisis in the United States.

India, meanwhile, enjoys a Goldilocks moment as it sees its economic activity gaining momentum amid continuing global uncertainties. The last quarter's GDP data was pleasantly surprising but not completely unexpected. The GDP growth in the fourth quarter has pushed up the full-year GDP growth of FY2022–23 to 7.2%, 200 basis points (bps) higher than the earlier estimate. The recently released Annual Economic Review for the month of May 2023 highlighted that the postpandemic quarterly trajectories of consumption and investment have crossed prepandemic levels.

Evidently, economists and analysts are bullish about the Indian economy. Our growth forecasts for FY2023–24 remain similar to our April forecast, although higher-than-expected growth in FY2022–23 has raised our base for comparison. That said, we have raised our lower limit of the range given the buoyancy of the economy. We expect India to grow between 6% and 6.3% in FY2023–24 and have a stronger outlook thereafter. In fact, if global uncertainties recede, we expect growth to surpass 7% over the next two years.

There are multiple downside risks to our forecasts, but we find the uncertainties around the actions of the central banks of major economies and the oil price movements this past quarter particularly interesting. In this edition, we highlight the significance of these developments and their future implications for India

➤ *Indian economy enters a Goldilocks period—not too good, not bad either*

India grew by 6.1% in the last quarter, which is approximately ~100 bps higher than what the market had anticipated. While the overall growth was broad-based, many sectors such as construction and agriculture experienced more-than-expected growth. In fact, strong growth in manufacturing proved to be a reassuring development as modest growth in the sector in previous quarters had been a concern for policymakers.

On the expenditure side, exports performed well despite global headwinds, while imports recorded their slowest growth since December 2020, primarily because of easing crude oil prices bringing down India's import bills. Private consumption, the largest component of India's final demand, with a modest growth of 7.5% in FY2022–23, emerged as the weakest link in overall growth. The share of private consumption in GDP fell in the last quarter and was the lowest in the past seven quarters, dragged down by weak rural demand. However, things might be changing on that front as well.

Urban demand conditions have remained resilient, as evidenced by the sales of mid- to high-end segments of automobiles, the number of UPI transactions, and domestic air passenger traffic data. Rural demand, which was lagging, has also been rising lately, as seen in the sales of tractors, IIP nondurable goods, and Mahatma Gandhi National Rural Employment Guarantee Act data.

Overall, the first-quarter data of FY2024 instils confidence in the improving health of the economy. Inflation in the first quarter was 4.5%, the lowest since the quarter of September 2019. Goods and Services Tax collections remain strong, suggesting that revenue buoyancy will aid in improving the budgeted fiscal deficit ratio to GDP. At the same time, India's external account has been improving, thanks to the falling import bills as oil prices ease.

Interestingly, the credit-deposit ratio has continued to improve strongly from the lows of the pandemic despite the rising interest rates (figure 1). A deeper dive reveals that most of the lending is happening in the industry and services sector. This points to improving investment, which means that the supply side is gearing up to meet the rising demand.

➤ *Adelante (step forward) and Atras (step backward)—the salsa of central banks*

Central banks around the world are frantically dancing to the tune of inflation, which seems to be coming under control, although is still far from being tamed completely. Between the three major central banks—the US Federal Reserve (Fed), the European Central Bank (ECB), and the Bank of England (BoE)—the policy rates have been raised by 1440 bps within a span of 18 months. Yet, the 12-month average inflation after the first policy rate hike is significantly higher than the 12-month average inflation prior to the hike in these countries. Instead, liquidity conditions have tightened too quickly in countries that had ultra-loose monetary policies for over a decade. Since

these countries also host a large share of global investors, such an aggressive measure has unnerved the sentiments, leading to capital outflows from emerging countries.

Comparatively, India has had better success in taming inflation with relatively lesser policy tightening. The Reserve Bank of India (RBI) intervened in May 2022 and has increased the policy rate six times in 11 months since, increasing the repo rate by 250 bps. The inflation in June 2023 was 4.8%, considerably lower than the last fiscal year.

The only major country that has defied the global trend of raising or pausing policy rates is China, which cut its key policy rate (a much-awaited action) in response to low inflation (again an exception) and a weaker economic economy. It also increased liquidity in the market by injecting CNY 2 billion into the market through short-term bonds.

For those who may seek reassurance about the declining inflation in the United States and the European Union in the past few months, here is a spoiler: The headline inflation levels remain above the central bank's target level of 2%. Moreover, core inflation (after adjusting for food and fuel prices) remains resilient, suggesting there isn't enough tangible evidence of a stabilizing or declining inflation.

➤ *Atras seems unlikely for central banks, but Adelante may also be challenging*

The US Fed's aggressive policy-rate hikes have had a significant impact on the US banking sector. In the first five months of 2023, the sector saw 18 defaults worth US\$21 billion. This number and volume of defaults are higher than all of 2021 and 2022 combined. Also, higher policy rates translate into higher mortgage rates, which is a source of concern for the US real estate sector. House prices and demand have been moderating in the United States lately. That does not bode well for an economy where housing (investment and services) accounts for 15% to 18% of GDP.

In addition to this, the recent resolution of the debt-ceiling crisis will also have added repercussions. Due to the resolution of the debt-ceiling crisis, the US Treasury will issue more bonds worth US\$1.1 trillion in short-dated Treasury securities by the end of 2023. This will drive up the bond yields and squeeze cash out of banks, which in turn will compel banks to raise their deposit rates. Besides, cheaper Treasury securities will put further pressure on banks' assets as they hold these securities.

➤ *India to be in sync?*

A moderation in the rate hikes by the United States after a spree of rate hikes since February 2022 is a positive news for India. It has reduced the pressures on the RBI to maintain an interest differential needed for the currency carry trade (leveraging the interest-rate arbitrage) and to attract foreign investment (which has declined due to tighter global liquidity conditions).

China's easing of monetary policy has led to a depreciation of the Renminbi against the US dollars. A depreciated CNY will surely benefit Indian importers, who now pay a lesser amount for the same quantity of imports. However, cheaper products are likely to increase India's dependence on China for critical inputs. This is likely to adversely impact the overall trade deficit with China, which is already a concern for India. For a nation that has seen its trade deficit with China go up sharply, a depreciating INR against the Chinese currency could make the deficit worse.

➤ *Are oil prices on a slippery slope?*

Global crude oil prices have been trending down over the past few weeks owing to increased oil flows from Russia into the global markets, rising US production, and concerns over oil demand amid a weak economic outlook this year. This is despite the two cuts in oil production by the Organization of the Petroleum Exporting Countries (OPEC) nations since October 2022. Crude prices have been shed more than 40% as of June 2023 since the Russian invasion of Ukraine in February 2022. While WTI fell below US\$70 per barrel this week (US\$67.1 per barrel on June 12) before going up again, Brent prices have hovered around US\$75 per barrel.

To reverse this trend, Saudi Arabia, the top producer in the OPEC cartel, has recently unanimously decided to cut production by another one million barrels per day from July and further limit the supply in 2024. These measures will likely keep prices volatile for a while, although the short-term outlook seems to be bearish.

Since India is a heavy importer of oil and oil products, lower oil prices will reduce import bills and aid in decreasing input costs for products that depend on crude oil or its derivatives, thereby reducing inflationary pressures.

➤ *What lies ahead*

The first-quarter data points to further building on the positive momentum in the economic data. We continue to remain optimistic about the economy this year and expect India to grow between 6.0% and 6.3% during FY2023–24 in our baseline scenario, followed by 6.6% and 7.2% over the next two years as the global economy turns buoyant. However, if downside risks weigh on the economic fundamentals and outlook, we may see a substantial economic slowdown. For more on our optimistic and pessimistic scenarios, read “Key assumptions.”

Our worry regarding inflation persists. Despite the recent easing of prices, core prices have not moderated yet. Besides, the risk of El Niño and a below-normal monsoon can bring back the pressure on food prices. We expect the fall in prices to be short-lived as demand picks up along with food prices and the uncertainties around prices remain high (hence, the broad range for forecasts over the next 1.5 years). However, the supply side will probably improve and may help the rebounding economy keep prices under check in the long run (with greater certainties). In any case, we expect inflation to remain in the upper range of the RBI’s inflation target band over the entire forecast period.

➤ **KEY ASSUMPTIONS**

Optimistic scenario: The Russia-Ukraine crisis does not escalate but prolongs for a long time. The bank crises remain contained and do not have a meaningful global impact. Growth in the United States and the European Union slows down over a tighter monetary policy this year but rebounds in 2024.

- The US Fed pauses policy-rate hikes till later this year, as inflation seems to be slowing.
- Crude oil prices remain range-bound within US\$75–80 per barrel, thus easing pressure on global inflation.
- The RBI balances growth, inflation, and depreciating currency against the US dollar, and capital flight by maintaining a tighter policy stance. It goes for one more hike before it halts any further hike.
- Government’s efforts toward consolidation of expenses continue, supported by buoyant revenues.
- Inflation eases but remains vulnerable to food prices.
- Investors factor in uncertainties and focus on growth potential. Consequently, investments pick up robustly over the next two years.

Pessimistic scenario: The Russia-Ukraine crisis continues for a prolonged period. Tensions escalate with several nations getting directly involved in the war. The United States and Europe enter a recession. The crisis in the banking system raises significant tail risks for economic activity.

- Prolonged crisis has second-order implications for financial stability and supply-chain disruptions.
- Crude oil prices will breach US\$110 per barrel.
- Inflation spirals up globally, impeding growth in investments.
- The RBI makes further hikes but retracts later as growth tumbles.

(Source: <https://www2.deloitte.com/us/en/insights/economy/asia-pacific/india-economic-outlook.html>)



India is one of the major players in the agriculture sector worldwide and it is the primary source of livelihood for about 58% of India's population. India has the world's largest cattle herd (buffaloes); largest area planted to wheat, rice, and cotton, and is the largest producer of milk, pulses, and spices in the world. It is the second-largest producer of fruit, vegetables, tea, farmed fish, cotton, sugarcane, wheat, rice, cotton, and sugar. Agriculture sector in India holds the record for second-largest agricultural land in the world generating employment for about half of the country's population. Thus, farmers become an integral part of the sector to provide us with means of sustenance.

The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year due to its immense potential for value addition, particularly within the food processing industry. The Indian food processing industry accounts for 32% of the country's total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth.

According to Inc42, the Indian agricultural sector is predicted to increase to US\$ 24 billion by 2025. Indian food and grocery market is the world's sixth largest, with retail contributing 70% of the sales. As per First Advance Estimates for FY 2022-23 (Kharif only), total foodgrain production in the country is estimated at 149.92 million tonnes. Rapid population expansion in India is the main factor driving the industry. The rising income levels in rural and urban areas, which have contributed to an increase in the demand for agricultural products across the nation, provide additional support for this. In accordance with this, the market is being stimulated by the growing adoption of cutting-edge techniques including block 73 chain, artificial intelligence (AI), geographic information systems (GIS), drones, and remote sensing technologies, as well as the release of various e-farming applications.

Agriculture and allied activities recorded a growth rate of 3.9% in FY 2021-22 (until 31 January, 2022). Gross Value Added by the agriculture and allied sector is 18.8% in FY2021-22 (until 31 January, 2022). As per the Budget 2022-23, Rs. 1.24 Lakh Crore (US\$ 15.9 billion) has been allocated to Department of Agriculture, Cooperation and Farmers' Welfare. Between April 2020-February 2021 and April 2021-February 2022, agricultural & processed food product exports stood at US\$ 22.07 billion. Between April 2000-March 2022, FDI in agriculture services stood at US\$ 2.55 billion. In the Rabi marketing season 2021-22, the government purchased a record 43.33 MT of wheat. As of October 27, 2021, the total Rabi area stood at 0.53 Lakh hectares.

Source: IBEF (<https://www.ibef.org/industry/agriculture-india>)

Growth Drivers of Indian Agriculture:

1) Demand-side drivers

- a) Population and income growth
- b) Increasing exports
- c) Favourable demographics

2) Supply-side drivers

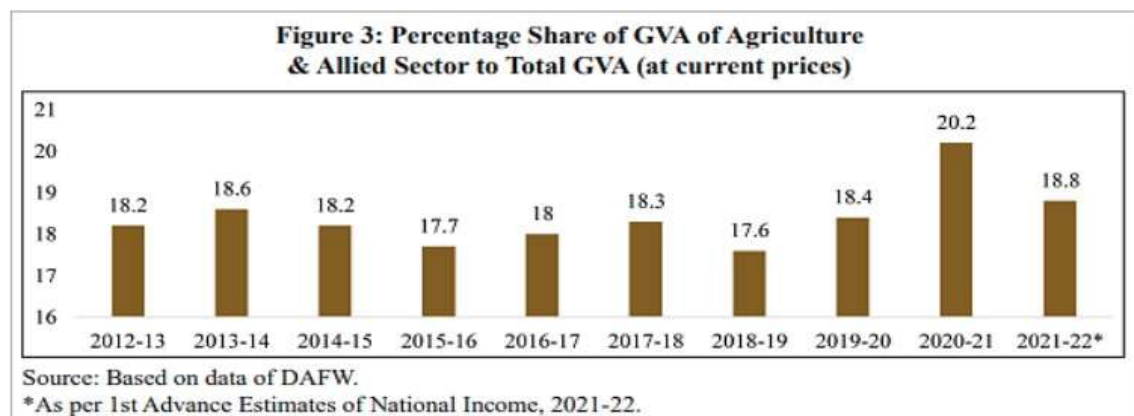
- a) Hybrid and genetically modified seeds
- b) Favourable climate for agriculture and wide variety of crops
- c) Mechanisation
- d) Irrigational facilities
- e) Green revolution in Eastern India

3) Policy support

- a) Growing institutional credit
- b) Increasing MSP
- c) Introduction of new schemes like Paramparagat Krishi Vikas Yojana, Pradhanmantri Gram Sinchai Yojana, and Sansad Adarsh Gram Yojana
- d) Opening exports of wheat and rice
- e) Approval of National Mission on Food Processing

Source: <https://www.ibef.org/industry/agriculture-india>

Gross Value Added (GVA) In Agriculture



The share of the sector in total GVA of the economy has a long-term trend of around 18 per cent. The share of the agriculture & allied sector in total GVA, however, improved to 20.2 per cent in the year 2020-21 and 18.8 per cent in 2021-22.

Source: https://www.indiabudget.gov.in/economicsurvey/ebook_es2022/files/basic-html/page262.html

Government Initiatives Some of the recent major government initiatives in the sector are as follows:

- 1) In the Union Budget 2022-23: o Rs. 1.24 Lakh Crore (US\$ 15.9 billion) has been allocated to Department of Agriculture, Cooperation and Farmers' Welfare. o Rs. 8,514 Crore (US\$ 1.1 billion) has been allocated to the Department of Agricultural Research and Education.
- 2) The Indian government is planning to launch Kisan Drones for crop assessment, digitization of land records, spraying of insecticides and nutrients.
- 3) Ministry of Civil Aviation launched the Krishi UDAN 2.0 scheme in October 2021. The scheme proposes assistance and incentive for movement of agri-produce by air transport. The KrishiDAN 2.0 will be implemented at 53 airports across the country, largely focusing on Northeast and tribal regions, and is expected to benefit farmers, freight forwarders and airlines.
- 4) Government plans to triple the capacity of food processing sector in India from the current 10% of agriculture produce and has also committed Rs. 6,000 Crore (US\$ 936.38 billion) as investments for mega food parks in the country, as a part of the Scheme for Agro-Marine Processing and Development of Agro-Processing Clusters (SAMPADA)
- 5) Prime Minister of India launched the Pradhan Mantri Kisan Samman Nidhi Yojana (PM-Kisan) and transferred Rs. 2,021 Crore (US\$ 284.48 million) to bank accounts of more than 10 million beneficiaries on February 24, 2019. As per the Union Budget 2021-22, Rs. 65,000 Crore (US\$ 8.9 billion) was allocated to Pradhan Mantri Kisan Samman Nidhi (PM-Kisan).
- 6) The Indian government has initiated Digital Agriculture Mission for 2021-25 for agriculture projects based on new technologies such as artificial intelligence, block chain, remote sensing and GIS technology, drones, robots and others.
- 7) The Government of India has allowed 100% FDI in marketing of food products and in food product E-commerce under the automatic route.

Source: <https://www.ibef.org/industry/agriculture-india>

Wheat

Wheat cultivation in India has traditionally been dominated by the northern region of India. The northern states of Punjab and Haryana Plains in India have been prolific wheat producers. While this cereal grass has been studied carefully in the past, recent years of painstaking research by India's finest scientific talent have paid off with the development of distinctly superior varieties of Durum Wheat. The main varieties of wheat grown in India are as follows VL-832, VL-804, HS-365, HS-240 , HD2687, WH-147, WH-542, PBW-343, WH-896(d), PDW-233(d), UP-2338, PBW502, Shresth (HD 2687), Aditya (HD 2781), HW-2044, HW-1085, NP-200(di), HW-741. Major wheat-growing states in India are Uttar Pradesh, Punjab, Haryana, Madhya Pradesh, Rajasthan, Bihar and Gujarat.

Source: https://apeda.gov.in/apedawebsite/SubHead_Products/Wheat.htm

Wheat Market Year Begins India	2020/2021		2021/2022		2022/2023	
	Apr 2020		Apr 2021		Apr 2022	
	USDA Official	New Post	USDA Official	New Post	USDA Official	New Post
Area Harvested (1000 HA)	31357	31357	31125	31125	31000	31000
Beginning Stocks (1000 MT)	24700	24700	27800	27800	21350	19500
Production (1000 MT)	107860	107860	109586	109586	108500	99000
MY Imports (1000 MT)	18	18	25	25	25	25
TY Imports (1000 MT)	18	18	25	25	25	25
TY Imp. from U.S. (1000 MT)	0	0	0	0	0	0
Total Supply (1000 MT)	132578	132578	137411	137411	129875	118525
MY Exports (1000 MT)	2561	2561	8150	8150	8500	6000
TY Exports (1000 MT)	3597	3597	10000	9500	8000	3000
Feed and Residual (1000 MT)	6500	6500	7000	7000	7000	6000
FSI Consumption (1000 MT)	95717	95717	100911	102761	98000	98000
Total Consumption (1000 MT)	102217	102217	107911	109761	105000	104000
Ending Stocks (1000 MT)	27800	27800	21350	19500	16375	8525
Total Distribution (1000 MT)	132578	132578	137411	137411	129875	118525
Yield (MT/HA)	3.4397	3.4397	3.5208	3.5208	3.5	3.1935

(1000 HA), (1000 MT), (MT/HA).
MY = Marketing Year, begins with the month listed at the top of each column.
TY = Trade Year, which for Wheat begins in July for all countries. TY 2022/2023 = July 2022 - June 2023.

Source: <https://www.fas.usda.gov/data/india-grain-and-feed-update-30>

With the lower than initially expected harvest, now coupled with strong export demand resulting from ongoing global market developments (including production and distribution disruptions in the Black Sea region), domestic market prices have increased by 10 percent above last year's from the beginning of MY 22/23



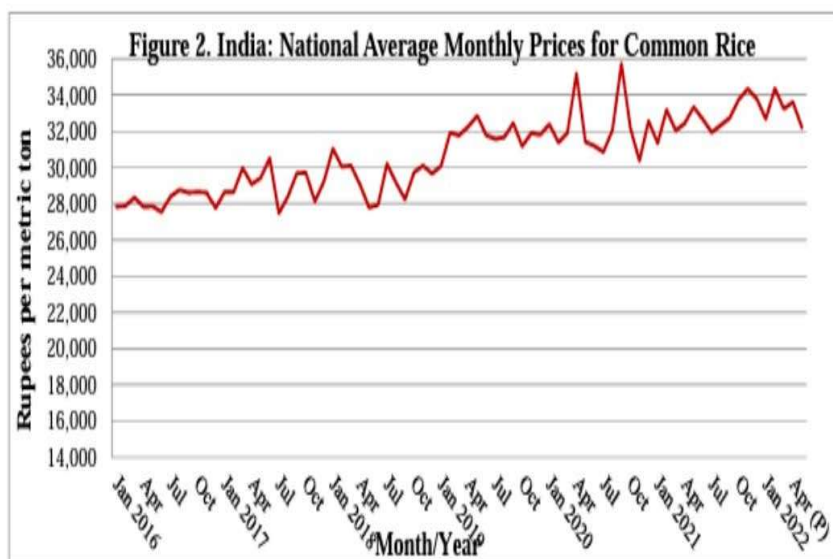
Source: [AgMarketNet](https://www.agmarketnet.in/), Ministry of Agriculture and Farmers Welfare, FAS New Delhi office research.

Rice

Post's MY 21/22 (October-September) rice production estimate is raised to 129.5 MMT based on the estimated higher fall harvested production from the official third advance estimate. Increased government procurement and market prices support the higher official rice production estimates. India's MY 21/22 government rice MSP procurement through May 19, 2022, is estimated at 53.2 MMT compared to 50.9 MMT in May 2021. Higher procurement numbers are coming out of the central/peninsular states of Chhattisgarh, Madhya Pradesh, Telangana, and Tamil Nadu. With additional procurement of summer planted rice likely to continue in the eastern and southern states, government rice procurement in MY 21/22 is likely to reach 62 MMT, about 2 MMT higher from last year's record 60.1 MMT.

Record production, government procurement and rice off take under food security programs are keeping domestic market prices stable during MY 21/22. Average spot prices for common grade coarse rice in May 2022 ranged from INR 25,380/MT (\$334) to INR 29,370/MT (\$386) in the major production states. Prices will remain steady this season on an expected good kharif rice harvest and higher off take of subsidized government rice. However, international price

movements and performance of the 2022 monsoon, and MY 22/23 plantings may affect prices in the last quarter of MY 21/22.



India's MY 21/22 consumption estimate is raised to 109.5 MMT on higher use of government rice in May-September 2022 under the PMGKY and other food security programs (~6 MMT per month). Average monthly off take of rice under food security programs in the first half of MY 21/22 is 4.65 MMT/month. Increased allocations of rice will drive MY 21/22 consumption to 109.5 MMT. The MY 22/23 consumption forecast stays unchanged at 107 MMT.

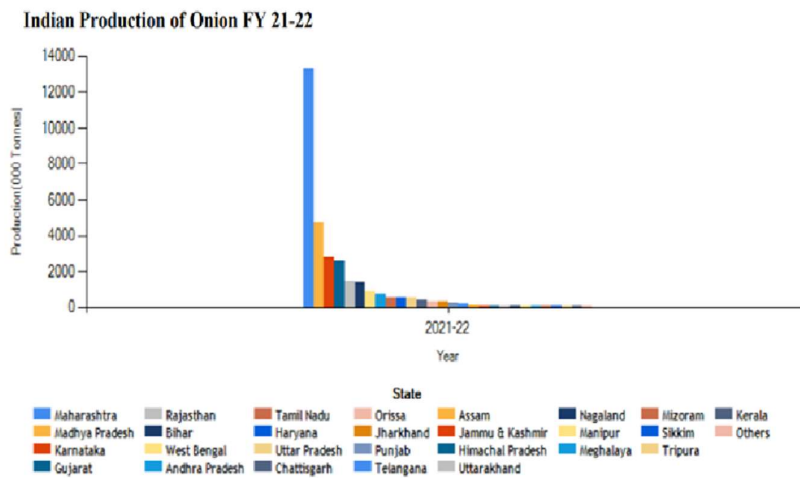
Source: <https://www.fas.usda.gov/data/india-grain-and-feed-update>

Onions:

India is the second-largest onion-growing country in the world. The Major Onion producing states are Maharashtra, Karnataka, Madhya Pradesh, Gujarat, Bihar, Andhra Pradesh, Rajasthan, Haryana and Telangana. Maharashtra ranks first in Onion production with a share of 39% followed by Madhya Pradesh with a share of 17% in 2020-21. There is a lot of demand for Indian Onion in the world, the country has exported 1,537,496.89 MT of fresh onion to the world for the worth Rs. 3,432.14 crores/ 460.52 USD Millions during the year 2021-22.

Modern pack houses for sorting, grading and packing the quality onions are available at production zones. Guidelines have been framed to determine the compliance with maximum residue levels (MRLs) for the identified pesticides. Grade designation and quality development parameters have been set up.

Source: https://apeda.gov.in/apedawebsite/SubHead_Products/Onions.htm



Source: National Horticulture Board (NHB)

Castor Seeds

State-wise Area, Production and Yield of Castor Seeds in India

District	Estimated Area * Under Crop ('000 ha.)			Estimated Production * ('000 tonnes)			Estimated Yield * (Kg / ha.)		
	2021-22	2020-21	2019-20	2021-22	2020-21	2019-20	2021-22	2020-21	2019-20
Gujarat	652	638	741	1547	1494	1659	2371	2342	2239
Rajasthan	120	126	154	203	224	245	1690	1780	1591
A.P. & Telangana	23	38	57	35	56	33	1500	1454	579
Other State #	16	24	21	10	15	24	650	630	600
Total	811	826	973	1795	1789	1962	2228	2166	2016

* SEA Estimates; # other states Maharashtra, Karnataka, Tamil Nadu, Orissa

Source: <https://seaofindia.com/category/statistical-update/export-of-castor-oil-castor-seed-area-production-and-yield/>

Pulses

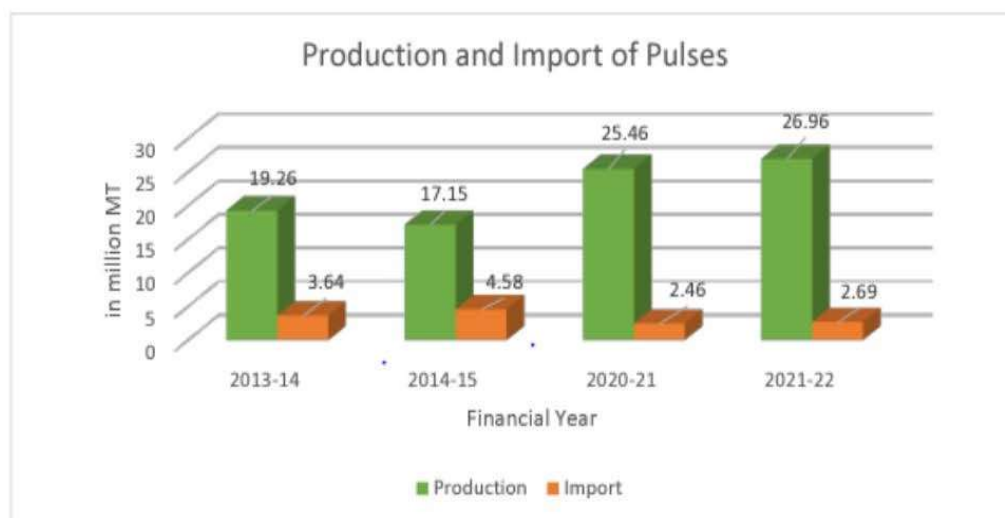
Pulses are one of the important food crops globally due to their higher protein content. Pulses are an important group of crops in India, which is also responsible for yielding large financial gains by amounting for a large part of the exports. Pulses are the major sources of protein in the diet. Of all categories of people, pulses form an integral part of the Indian diet, providing much-needed protein to the carbohydrate-rich diet. India is the largest producer of pulses in the world. Pulses are 20 to 25 percent protein by weight which is double the protein content of wheat and three times that of rice.

Varieties:

Major pulses which are grown in India are chickpeas (gram), pigeon pea (tur or arhar), moong beans, urd (black matpe), masur (lentil), peas and various kinds of beans. Areas of Cultivation: The main regions with high productivity are Punjab, Haryana, Western Uttar Pradesh, West Bengal delta region, coastal Andhra Pradesh, Tamil Nadu, Kerala, coastal and eastern Karnataka and some parts of Maharashtra.

Production and Import of Pulses:

India is inching towards 'Aatmanirbharta' through sustained efforts by the Government. India is the leading producer, consumer, and importer of Pulses in the world. In recent years, the Government has initiated a number of measures for boosting pulses production in the country with the aim of reducing the dependence on imports.



As a result, the pulses production is steadily growing. The production which was in the range of around 16-19 Million Metric Tonnes (MMT) during 2010 to 2016 has increased remarkably to 25-27 MMT during the last two years. The pulses production which was 18.24 MMT during 2010-11 rose to the record level of 26.96 MMT during 2021-22, an increase of about 48 percent. The increase in production of pulses is supplemented by declining imports during the last few years. During 2010 to 2015, the pulse import was in the range of 2-5 MMT valuing Rs. 750017,000 Crore per annum. The imports reached a peak at 6.66 MMT valuing Rs. 28,750 crores in 2016-17. During the last five years, an overall declining trend in the import of pulses has been witnessed. The volume of imports fell to the lowest level of around 2.46 MMT in 2020-21, which is the lowest in the last ten years. During 2021-22 (April-March) also, import is well within 2.7 MMT.

Source: <https://static.pib.gov.in/WriteReadData/specificdocs/documents/2022/jun/doc202261565201>

Fresh Vegetables

India grows the largest number of vegetables from temperate to humid tropics and from sea level to the snowline. Major vegetables grown in India are Potato, Onion, Tomato, Cauliflower, Cabbage, Beans, Egg Plants, Cucumber and Garkin, Frozen Peas, Garlic and Okra. The major areas producing Fresh Vegetables are West Bengal, Uttar Pradesh, Bihar, Andhra Pradesh, Madhya Pradesh, Gujarat, Orissa, Tamil Nadu, Maharashtra, Karnataka, Haryana, Chhattisgarh and Jharkhand. The area under cultivation of Vegetable products was 10859 Thousand Ha with a production of 200.45 million tonnes in the year 2020-21. India is also a prominent exporter of Fresh Vegetables in the world. The country has exported 770,233.19 MT of Fresh Vegetables other than Onion to the world for the worth of Rs. 2,160.72 crores/ 290.09 USD Millions during the year 2021-22. Nepal, United Arab EMTs, U.K, Bangladesh, Qatar and Oman are the major export destination for 2021-2022.

Source: https://apeda.gov.in/apedawebsite/SubHead_Products/Other_Fresh_Vegetables.htm

Fresh Fruits

Mango:

The major mango-growing states are Andhra Pradesh, Uttar Pradesh, Karnataka, Bihar, Gujarat and Telangana. Uttar Pradesh ranks first in mango production with a share of 23.58 % and the highest productivity in 2021-22. India is also a prominent exporter of fresh mangoes to the world. The country has exported 27,872.78 MT of fresh mangoes to the world for the worth of Rs. 327.45 crores/ 44.05 USD Millions during the year 2021-22. United Arab EMTs, the U.K., Qatar, Oman and Kuwait are the major export destination for 2021-2022.

Source: https://apeda.gov.in/apedawebsite/SubHead_Products/Mango.htm

Grapes:

Major grape-growing states are Maharashtra, Karnataka, Tamil Nadu, and Mizoram. Maharashtra ranks first in terms of production accounting for more than 71 % of total production and the highest productivity in the country 2020- 21. Karnataka is the second largest producer of Grapes with a share of 24% in 2020-21. Grape is one of the important fruit covering an area of 155.30 thousand hectares occupying 2.24 % of the total area in 2020-21. The country is also a major exporter of fresh Grapes to the world. The country has exported 263,075.67 MT of Grapes to the world for the worth of Rs. 2,302.16 crores/ 305.66 USD Millions during the year 2021-22. Netherland, Bangladesh, Russia, the U.K., United Arab EMTs and Germany are the major export destination for 2021-2022.

Source: https://apeda.gov.in/apedawebsite/SubHead_Products/Grapes.htm

Other Fresh Fruits:

India is the largest producer of Fruits in the world and is known as the fruit basket of the world. The major fruits grown in India are Mangos, Grapes, Apples, Apricots, Oranges, Fresh Banana, Avocados, Guava, Litchi, Papaya, Sapota and Water Melons. The major production areas in the country are Maharashtra, Andhra Pradesh, Tamil Nadu, Gujarat, Karnataka, Uttar Pradesh, Bihar, Madhya Pradesh, West Bengal, Kerala, Jammu & Kashmir, Odisha and Assam. India is also a major exporter of fruits to the world. The country has exported 761,031.20 MT of fresh fruits other than Grapes and Mango to the world for the worth of Rs. 2,900.73 crores/ 388.42 USD Millions during the year 2021- 22. Bangladesh United Arab EMTs, Iran, Nepal, Oman and Qatar are the major export destination for 2021-2022.

Source: https://apeda.gov.in/apedawebsite/SubHead_Products/Other_Fresh_Fruits.htm

Road Ahead

India is expected to achieve the ambitious goal of doubling farm income by 2022. The agriculture sector in India is expected to generate better momentum in the next few years due to increased investment in agricultural infrastructure such as irrigation facilities, warehousing and cold storage. Furthermore, the growing use of genetically modified crops will likely improve the yield for Indian farmers. India is expected to be self-sufficient in pulses in the coming few years due to concerted effort of scientists to get early maturing varieties of pulses and the increase in minimum support price. In the next five years, the central government will aim US\$ 9 billion in investments in the fisheries sector under PM Matsya Sampada Yojana. The government is targeting to raise fish production to 220 Lakh tonnes by 2024-25. Going forward, the adoption of food safety and quality assurance mechanisms such as Total Quality Management (TQM) including ISO 9000, ISO 22000, Hazard Analysis and Critical Control Points (HACCP), Good Manufacturing Practices (GMP) and Good Hygienic Practices (GHP) by the food processing industry will offer several benefits. The agri export from India is likely to reach the target of US\$ 60 billion by the year 2022.

Source: <https://www.ibef.org/industry/agriculture-india>

OUR BUSINESS

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in the Letter of Offer, including the information contained in the section titled “Risk Factors” on page no. 25 of the Letter of Offer. In this chapter, unless the context requires otherwise, any reference to the terms “We”, “Us”, “Bridge Securities Limited”, “BRIDGESE” and “Our” refers to Our Company. Unless stated otherwise, the financial data in this section is as per our financial statements prepared in accordance with Indian Accounting Policies set forth in the Letter of Offer.

COMPANY’S BACKGROUND

Our Company was originally incorporated as “Bridge Securities Limited” on December 06, 1994 under the Companies Act, 1956 with a Certificate of Incorporation issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. The Corporate Identification Number of our Company is L67120GJ1994PLC023772.

Our Company is engaged in the business of trading of products like seeds, agricultural produces mainly Rice, Wheat, Onions, Potato, Tomato, Isabgol, and Pulses.

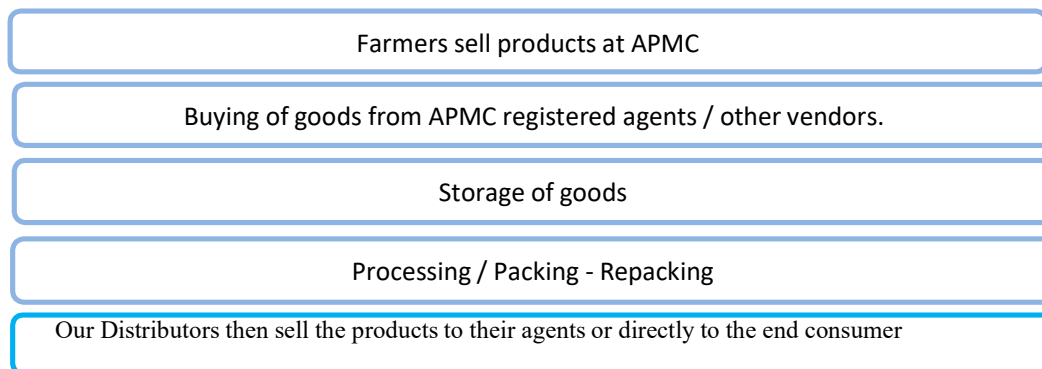
Our Company sources the agricultural products from the manufacturers by paying an advance payment with our labeling and then these products are sold to our network of distributors. Owing to our presence in the market for decades, we have built strong relationships with both the farmers as well as with the wholesaler/retailers’ community.

In contract manufacturing, our Company leases an agricultural land on lease and cultivate Cucumber, Onion and Castor for meeting the demand in the market. This gives the Company control over the entire process and getting the agricultural produces at better rates as compared to the market. A part of the yield is shared with the farmers working on contractual basis on the leased land, which further helps the local farmers’ community.

Our company believes in creating a strong consumer facing front end and invests heavily in grains, pulses, vegetables and fruits. As our Company deals in trading of Food Grains, sales and marketing play a key role in ensuring that the corporate and products brands communicate and reach out to the customers in proper way; helping the Company in selling its strong value proposition of purity, quality and healthy grains. As part of its sales and marketing efforts, Company regularly communicates with the consumer on various platforms to increase awareness of our Products.

Our Promoters have been instrumental in the growth of the business and actively advised on corporate strategy and planning. With a collective experience of over a decade in the agricultural industry, our promoters with their vast experience have handled various areas of business including strategic planning and implementation, procurement, storage, marketing and has led institutions across business development, strategy as well as operations over the period of years.

OUR PROCESS



OUR COMPETITIVE STRENGTHS:

1. Organizational stability along with management expertise:

The Company’s ability to endure economic and business cycles is demonstrated by our group’s established track record of more than 22 years, and qualified promoters have more than 20 years of relevant expertise. This indicates our ability to maintain business viability and steer the business through operational hurdles. Our promoters are the

guiding force behind the operational and financial decision of our company. Our promoters are responsible for the entire business operations of the company along with an experienced team of professionals who assist them.

2. Smooth flow of operations:

We have maintained good relationship with our major customers. We are successful in building a strong client base for our business. Our existing relationships help us to get repeat business from our customers. This has helped us to maintain a long-term working relationship with our customers and improve our customer retention strategy. We believe that our existing relationship with our clients represents a competitive advantage in gaining new clients and increasing our business.

3. Well-defined organizational structure:

The Company has a qualified and experienced management that has decision making powers. It is expected to benefit from the management's ability to ensure smooth flow of operations. Our Company is managed by a team of competent personnel having knowledge of core aspects of our Business. We have an experienced management team having vast experience in the industry. We believe that our senior management has pioneered our growth and fostered a culture of innovation, entrepreneurship and teamwork within our organization. We believe that a motivated and empowered employee base is key to our competitive advantage. Our personnel policies are aimed towards recruiting talented employees and facilitating their integration into our organization and encouraging the development of their skills and expertise. We believe that our experience, knowledge and human resources will enable us to drive the business in a successful and profitable manner. We are dedicated to the development of expertise and know-how of our employees and continue to invest in them through training and skills.

4. Existing Supplier Relationship:

Our existing supplier relationship protects the business with terms of supply and pricing of the products, the quality of the products offered etc. We, being a small and medium size organization, rely on personal relationship with our suppliers. Our company enjoys existing relationship with our suppliers. Further we also leverage the past experience of our management in maintaining effective supplier relationship.

5. Wide range of Products:

We provide a broad range of products to our customers which increases the scope of our customers and our ability to cater to a diversified clientele base.

OUR BUSINESS STRATEGY:

1. Quality Assurance:

We will continue to maintain quality of our existing services to cater to various customers in the market. We endeavor to maintain the quality of our service, and follow strict procedures to ensure timely delivery and competitive prices. The Company intends to strengthen its product development effort by leveraging skills of its employees which will help to increase the sales of the Company and retain customers.

2. Increase geographical presence:

Going forward we plan to establish our presence in the more geographical potential regions. Our emphasis is on expanding the scale of our operations as well as growing our supply chain network, which we believe will provide attractive opportunities to grow our client base and revenues.

3. Improving operational efficiencies:

In order to reduce costs and gain a competitive advantage over our peers, Our Company aims to improve operational efficiency. We will be addressing the increase in operational output through continuous process improvements, quality check and technology development. Our employees are regularly motivated to increase efficiency with error free exercise. We believe that this can be done through continuous process improvements. Further we believe that this can be done through domestic presence and economies of scale. We believe in strong in-house management to control the entire process. It controls costs by eliminating unnecessary intermediaries for procuring products in cost efficient manner.

4. Leveraging our Market skills and Relationships:

This is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer satisfaction. We plan to increase our customer base by meeting contracts in hand on time, maintaining our customer relationship and renewing our relationship with existing buyers.

5. Increasing the customer reach:

In order to meet the needs of each consumer profile, we intend to segregate the market into business and influencer tiers.

SWOT ANALYSIS

Strengths <ul style="list-style-type: none">○ Established operations and proven track record○ Quality Assurance and Standards○ Experienced Management Team○ Satisfied customer with quality and service○ Smooth flow of operations○ Strong business model	Weakness <ul style="list-style-type: none">○ Insufficient market reach○ Heavy dependence on suppliers○ High working capital requirement○ Limited pricing power due to fragmentation in the industry
Opportunities <ul style="list-style-type: none">○ Potential to provide other value added services○ Expanding new geographical area○ Opportunities in Indian Market○ Government thrust for infrastructure development will boost in rise in demand	Threats <ul style="list-style-type: none">○ Increased Competition from Big Players○ Change in Government Policies○ Rising labor wages○ Margins may be constrained in the future○ There are no entry barriers in our industry which puts us to the threat of competition from new entrants

COMPETITION:

We operate in the highly competitive industry. There are no entry barriers in our industry which puts us to the threat of competition from new entrants. There are numerous players operating in the industry. We face tough competition in our business from a large number of unorganized and a few organized players. Our aim is to provide the branded, standardized and uniform quality products at competitive prices to our consumers. We compete with our competitors on a regional or product line basis. Many of our competitors have substantially large capital base and resources than we do and offer broader range products. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the services and products. We believe that our ability to compete effectively is primarily dependent on ensuring consistent product quality and timely delivery at competitive prices, thereby strengthening our brand over the years. We believe that our cost effective and integrated offerings, our focus on customer satisfaction and our reliability combined with our quality consciousness provides us with competitive advantage in our business. We believe that our technical capabilities, experience in this business and quality assurance will be key to overcome competition posed by such organized and unorganized players.

SALES & MARKETING

Our company is having an Experienced & Customer Centric Business Development Team right from the Top Management till the on-field executive, whose main aim is to bring the business for the organization in a right full way.

The efficiency of the sales and marketing network is critical to success of our Company. Our success lies in the strength of our relationship with the clients who have been associated with our Company. Our team through their experience and good rapport with these clients owing to timely and quality delivery of products plays an instrumental role in creating and expanding a work platform for our Company. To get repeat orders from our customers, our team having adequate experience and competencies, regularly interact with them and focus on gaining an insight into the additional needs of customers.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the few relevant regulations and policies as prescribed by the Government of India, and the respective bye laws framed by the local bodies, and others incorporated under the laws of India. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain.

The statements produced below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions and may not be exhaustive, and are only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional legal advice.

We are subject to a number of Central and State legislations which regulate substantive and procedural aspects of the business. Additionally, the business activities of our Company require sanctions, approval, license, registration etc. from the concerned authorities, under the relevant Central and State legislations and local bye-laws. For details of Government and Other Approvals obtained by the Company in compliance with these regulations, see section titled “Government and Other Approvals” beginning on page no. 148 of this Letter of Offer. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business as a player in the field of value added wax based Performance Additives.

STATUTORY LEGISLATIONS

The Companies Act, 1956

The Act deals with laws relating to companies and certain other associations. It was enacted by the parliament in 1956. The Companies Act primarily regulates the financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational and financial aspects of companies. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

The Companies Act, 2013

The consolidation and amendment in law relating to Companies Act, 1956 made a way to enactment of Companies Act, 2013. The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner.

The Ministry of Corporate Affairs has vide its notification dated September 12, 2013 has notified 98 Sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. A further 183 Sections 110 have been notified on March 26, 2014 and have become applicable from April 1, 2014. The Companies (Amendment) Act, 2015 has inter-alia amended various Sections of the Companies Act, 2013 to take effect from May 29, 2015. Further, vide the Companies (Amendment) Act, 2015, Section 11 of the Companies Act, 2013 has been omitted and Section 76A has been inserted in the Companies Act, 2013. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

The act deals with incorporation of companies and the procedure for incorporation and post incorporation. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force.

Further, Schedule V (read with sections 196 and 197), Part I lay down conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of acts under which if a person is prosecuted he cannot be appointed as the director or Managing Director or Manager of the firm. The provisions relating to remuneration payable to the directors by the companies is provided under Part II of the said schedule.

Regulation of Foreign Investment in India

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999 ("FEMA") and the rules and regulations promulgated there under. The RBI, in exercise of its powers under FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") which prohibit, restrict and regulate, transfer or issue of securities to a person resident outside India. Pursuant to the FEMA Regulations, no prior consent or approval is required from the RBI for foreign direct investment under the "automatic route" within the specified sectorial caps prescribed for various industrial sectors. In respect of all industries not specified under the automatic route, and in respect of investments in excess of the specified sectorial limits provided under the automatic route, approval for such investment may be required from the FIPB and/or the RBI. Further, FIIs may purchase shares and convertible debentures of an Indian company under the portfolio investment scheme through registered brokers on recognized stock exchanges in India. Regulation 1 (4) of Schedule II of the FEMA Regulations provides that the total holding by each FII or SEBI approved sub-account of an FII shall not exceed 10% of the total paid-up equity capital of an Indian company or 10% of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all FIIs and sub accounts of FIIs added together shall not exceed 24% of the paid-up equity capital or paid-up value of each series of convertible debentures. However, this limit of 24% may be increased up to the statutory ceiling as applicable, by the Indian company concerned passing a resolution by its board of directors followed by the passing of a special resolution to the same effect by its shareholders.

TAX RELATED LEGISLATIONS

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its "Residential Status" and "Type of Income" involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Fringe Benefit Tax, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

Professional Tax

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

Customs Regulations

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administrated by Central Board of Excise and Customs under the Ministry of Finance.

Goods and Service Tax (GST)

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as the Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. A destination based consumption tax GST would be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services

Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made there under.

Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen digit registration numbers known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple locations in a state, a separate application will be made for registration of each and every location. The registered assessee is then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon.

GST has replaced the following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise – goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling. It is applicable on all goods except for alcohol for human consumption and five petroleum products.

GST council has mandated the implementation of e way bill under GST from April 1, 2018 for interstate movement and from 1st June 2018 for Intra- state Movement of Goods. The E-Way Bill under the GST Regime replaces the Way Bill which was required under the VAT Regime for the movement of Goods. The way bill under the VAT Regime was a physical document which was required to be generated for the movement of goods. The physical document under the VAT Regime has now been replaced with an electronically generated document in the GST Regime.

Eway Bill is an electronic way bill for movement of goods which can be generated on the Eway Bill Portal. Transport of goods of more than ` 50,000 (Single Invoice/bill/delivery challan) in value in a vehicle cannot be made by a registered person without an eway bill. When an eway bill is generated a unique eway bill number (EBN) is allocated and is available to the supplier, recipient, and the transporter.

A Registered person or the transporter may choose to generate and carry eway bill even if the value of goods is less than Rs 50,000.

The requirement of e-way bills for movement of goods within the States /UT will start from 15th April 2018 in a phased manner by grouping the States/UT into four lots. GST Council in the coming days shall announce this arrangement.

Value Added Tax (“VAT”)

The levy of Sales Tax within the state is governed by the Value Added Tax Act and Rules 2008 (“the VAT Act”) of the respective states. The VAT Act has addressed the problem of Cascading effect (double taxation) that were being levied under the hitherto system of sales tax. Under the current regime of VAT the trader of goods has to pay the tax (VAT) only on the Value added on the goods sold. Hence VAT is a multi-point levy on each of the entities in the supply chain with the facility of set-off of input tax- that is the tax paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. Only the value addition in the hands of each of the entities is subject to tax. Periodical returns are required to be filed with the VAT Department of the respective States by the Company.

Central Sales Tax Act, 1956

In accordance with the Central Sales Tax Act, every dealer registered under the Act shall be required to furnish a return in Form I (Monthly/ Quarterly/ Annually) as required by the State sale Tax laws of the assessee authority together with treasury challan or bank receipt in token of the payment of taxes due.

BUSINESS / TRADE RELATED LAWS/REGULATIONS

Standards of Weights and Measures Enforcement Act, 1985:

The Standards of Weights and Measures Enforcement Act, 1985 regulates the classes of weights and measures manufactured, sold, distributed, marketed, transferred, repaired or used and the classes of users of weights and measures. The Act was passed with a view to regulating and modernizing the standards used in India based on the metric system. The units of weight which are sought to be used in day to day trade are required to be periodically inspected and certified by the designated authorities under this act for their accuracy.

Bureau of Indian Standards Act, 2016 (the “BIS Act”):

BIS Act was notified on March 22, 2016 and came into effect from October 12, 2017. The BIS Act establishes the Bureau of Indian Standards (BIS) as the National Standards Body of India. It has broadened BIS’s ambit and allows Central Government to make it mandatory for certain notified goods, articles, processes etc. to carry standard mark.

Prevention of Black Marketing and Maintenance of Supplies Act, 1980:

Prevention of Black Marketing and Maintenance of Supplies Act, 1980. It is an Act for detention in certain cases or the purpose of prevention of black marketing and maintenance of supplies of commodities essential to the community and formatters concerned therewith.

The Competition Act 2002 (the “Competition Act”)

The Competition Act is an act to prevent practices having an adverse effect on competition, to promote and sustain competition in markets, to protect the interests of consumers and to ensure freedom of trade in India. The act deals with the prohibition of

(i) certain agreements such as anti-competitive agreements and (ii) abuse of dominant position and regulation of combinations. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act. The prima facie duty of the Competition Commission of India (“Commission”) is to eliminate practices having an adverse effect on competition, promote and sustain competition, protect the interests of consumers and ensure freedom of trade. The Commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General (as appointed under Section 16(1) of the Competition Act), he shall be punishable with a fine which may extend to ₹100,000 for each day during such failure subject to a maximum of ₹10,000,000, as the Commission may determine.

Laws relating to sale of goods:

The Sale of Goods Act, 1930 (the “Sale of Goods Act”) governs contracts relating to sale of goods in India. The Contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

The Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”):

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion;

(b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

Shops and Establishments:

Legislations under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. Our stores, distribution and packing centers have to be registered under the shops and establishments legislations of the states where they are located.

Consumer Protection Act, 2019 (“COPRA, 2019”):

COPRA, 2019 came into force on August 9, 2019, replacing the Consumer Protection Act, 1986. It has been enacted with an intent to protect the interests of consumers and to establish competent authorities in order to timely and effectively administer and settle consumer disputes. COPRA, 2019 provides for establishment of a Central Consumer Protection Authority to regulate, among other things, matters relating to violation of rights of consumers, unfair trade practices and false or misleading advertisements which are prejudicial to the interests of public and consumers. In order to address the consumer disputes ‘redressal mechanism’, it provides a mechanism (three tier consumer redressal mechanism at national, state and district levels) for the consumers to file a complaint against a trader or service provider. COPRA, 2019 provides for penalty for, among others, manufacturing for sale or storing, selling or distributing or importing products containing adulterants and for publishing false or misleading advertisements. The scope of the punitive restraint measures employed by the act include both – monetary penalties for amounts as high as Rs.5.00 million to imprisonment which may extend to life sentences, for distinct offences under the act.

Labour Laws

Regulation of Foreign Investment

Foreign investment in Indian securities is governed by the provisions of the Foreign Exchange Management Act, 1999, as amended (“FEMA”) read with the applicable FEMA Rules.

Foreign Direct Investment (“FDI”) Policy consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the Department of Industrial Policy and Promotion (“DIPP”). Consolidated FDI Policy will be valid until the DIPP issues an updated circular. Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route, where approval from the Government or the Reserve Bank of India (“RBI”) is required, depending upon the sector in which foreign investment is sought to be made.

Under the automatic route, the foreign investor or the Indian company does not require any approval of the RBI or Government for investments. Where FDI is allowed on an automatic basis without the approval of the Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. Subject to the provisions of the Consolidated FDI Policy, FDI is allowed under the automatic route in the greenfield pharmaceutical projects up to 100% and in the brownfield pharmaceutical projects up to 74% under the automatic route and beyond 74% under the approval route.

EMPLOYMENT AND LABOUR LAWS:

The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013:

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an “Internal Complaints Committee” and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

OTHER LAWS

Municipality Laws:

Pursuant to the Seventy Fourth Amendment Act, 1992, the respective State Legislatures in India have the power to endow the Municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the Municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

The Indian Contract Act, 1872:

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as 'void' or 'voidable'. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated on December 06, 1994, as “Bridge Securities Limited” as a Public Limited Company under the provisions of the Indian Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. A certificate of incorporation was issued on December 06, 1994 by Registrar of Companies, Gujarat, Dadra and Nagar Haveli. The Corporate Identification Number of our Company is L67120GJ1994PLC023772. Registered office of our Company has been changed from 16, Suhashnagar Society, Nr. Dinesh Hall, Ashram Road, Ahmedabad – 380009 to 17, Suhas Nagar Society, Nr. Dinesh Hall, Ashram Road, Ahmedabad – 380 009 on August 27, 2008 and further changed to 286 Shukan Mall, Near Panchamrut Bhunglow-1, Science City Road, Sola, Ahmedabad, Gujarat, India, 380 060 on 25th October, 2023. For further details of our Company, please refer to the chapter titled “General Information” on page 39 of this Letter of Offer.

The Company is a Public Limited Company and its equity shares are listed on Main Board of BSE Limited (*Formerly known as Bombay Stock Exchange Limited*) (“BSE”) on May 22, 1995. The Company has adopted a corporate governance policy and believes in ensuring transparency in all its operations and complies with various laws and regulations. At present, the Board of Directors of the Company has 6 directors. Shri. Harshad Amrutlal Panchal, Whole-time Director, is in charge of the affairs of the Company.

Our Company remained focused on providing distinctive, high quality and trusted products to consumers at right price. Our Company is an Entrepreneur driven and well managed organization focused on meeting our consumer requirements for meeting their requirements by offering products and services with the finest quality.

Wherever applicable please refer to chapter titled “*Our Business*”, “*Industry Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 74, 59 and 132 respectively of this Letter of Offer.

REGISTERED OFFICE*:

Registered Office of the Company is presently situated at 17, Suhas Nagar Society, Nr. Dinesh Hall, Ashram Road, Ahmedabad – 380 009

The Registered office of our Company has been changed from time to time since incorporation, details of which are given hereunder:

Date of Change of Registered office	Registered Office	
On Incorporation	16, Suhashnagar Society, Nr. Dinesh Hall, Ashram Road, Ahmedabad - 380009	
	Changed from	Changed to
August 27, 2008	16, Suhashnagar Society, Nr. Dinesh Hall, Ashram Road, Ahmedabad - 380009	17, Suhas Nagar Society, Nr. Dinesh Hall, Ashram Road, Ahmedabad – 380 009
October 25, 2023	17, Suhas Nagar Society, Nr. Dinesh Hall, Ashram Road, Ahmedabad – 380 009	286 Shukan Mall, Near Panchamrut Bhunglow-1, Science City Road, Sola, Ahmedabad, Gujarat, India, 380 060

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

1. Change of Name

The name of the Company has not been changed since its inception.

2. Authorized Share Capital

The following changes have been made in the Memorandum of Association of our Company since its inception:

Date of Amendment	Particulars
September 30, 2009	Increase in authorized share capital from Rs. 3.5.00 Crore to Rs. 11.00 Crores.

3. Object Clause

The following changes have been made in the Memorandum of Association of our Company since its inception

Date of Amendment	Particulars
September 27, 2021	<p>Following sub-clause under Part - A of Clause III, after the existing sub-clause 1 and the remaining sub-clauses be re-numbered accordingly:</p> <ol style="list-style-type: none">1. To carry on the business of film manufacturers, film apparatus manufacturers, film producers, both sound and silent, hippodrome and circus proprietors, picture places and studios and to build, construct and erect Studios, Theaters, Cinema Halls Music Halls, Open air Theatres and other places of entertainment and to carry on all or any of the business of Theatres, Music Halls, Cinema, Picture Palace, Film producing Studio and to promote, produce, represent, conducting, performance and exhibition of cinematograph or stereoscopic or coloured or bio-scope, pictures, films, operate as & stage plays and other entertainment as the Company may from time to time think fit and to permit the Company's premises to be used for all or any of the above purpose and such other purposes as may be deemed expedient.2. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.3. To act as consultants or advisors and to undertake part in the management supervision or control of the business or operation of any person, firm, body corporate, association or other undertaking and, if necessary, for such purpose or purpose to appoint and remunerate any offices of the company, accountants or other experts or agents.

Major Events

The major events of the company since its inception in the particular year are as under:

Financial Year	Events
1994-95	Our Company was incorporated as Bridge Securities Limited on December 06, 1994.
1995-96	Our Company was listed on Main Borad of BSE Limited (<i>Formerly known as Bombay Stock Exchange Limited</i>) ('BSE') on May 22, 1995.

Holding / Subsidiary / Associate Company and Joint Venture of the Company

Our Company does not have any Holding / Subsidiary / Associate Company and Joint Venture.

Raising of Capital in form of Equity

For details of increase in Equity Share Capital of our company please refer section "Capital Structure" on page 45 of this Letter of Offer.

Injunction and restraining order

Our Company is not under any injunction or restraining order, as on date of filing of this Letter of Offer.

Managerial Competence

For managerial Competence please refer to the section "Our management" on Page 86 of this Letter of Offer.

Total number of Shareholders of Our Company

As on the date of filing of this Letter of Offer, the total number of Equity shareholders are 10,393. For more details, on the shareholding of the Members, please see the section titled “Capital Structure” at page 45 of this Letter of Offer.

Main Objects as set out in the Memorandum of Association of the Company

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. The objects for which our Company is established are:

1. To carry on the business of the business of an Investment Company and to Invest in and acquire and hold and otherwise deal in shares, stocks, debentures, debenture-stocks, bonds, obligations and securities and to carry on the business of a Merchant Banking, Underwriting and Share-broking.
2. To carry on the business of film manufacturers, film apparatus manufacturers, film producers, both sound and silent, hippodrome and circus proprietors, picture places and studios and to build, construct and erect Studios, Theaters, Cinema Halls Music Halls, Open air Theatres and other places of entertainment and to carry on all or any of the business of Theatres, Music Halls, Cinema, Picture Palace, Film producing Studio and to promote, produce, represent, conducting, performance and exhibition of cinematograph or stereoscopic or coloured or bioscope, pictures, films, operate as & stage plays and other entertainment as the Company may from time to time think fit and to permit the Company’s premises to be used for all or any of the above purpose and such other purposes as may be deemed expedient.
3. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.
4. To act as consultants or advisors and to undertake part in the management supervision or control of the business or operation of any person, firm, body corporate, association or other undertaking and, if necessary, for such purpose or purpose to appoint and remunerate any offices of the company, accountants or other experts or agents.

Shareholders’ Agreements

Our Company has not entered into any shareholders agreement as on the date of filing this Letter of Offer.

OUR MANAGEMENT

BOARD OF DIRECTORS

The Articles of Association require our Board to have at least 3 (Three) Directors and not more than 15 (Fifteen) Directors. Our Board presently comprises of 6 (Six) Directors, which consists of 2 (Two) Executive Director, 1 (One) Non-Executive and Non-Independent Directors and 3 (Three) Non-Executive and Independent Directors.

The following table sets forth details regarding the Board of Directors of our Company as on the date of filing the Letter of Offer:

Name of the Director	Designation	DIN	Address
Mr. Harshad Amrutlal Panchal	Whole-time Director	03274760	C-4, Kavita Flat Sarda Circle, Kalol, Gandhinagar, Gujarat India - 382 721
Mr. Vishal Pragneshbhai Shah	Executive Director	08043698	Haveli Shreeji Park Society, Near Ramji Mandir Gollimda, Punit Marg, Maninagar, Ahmedabad, Gujarat, India - 380 008
Mr. Yogendra Baldevbhai Prajapati	Non-Executive Director	03578728	G-2, Akar Flat, Nr. Sarvoday Hospital, Shri Nagar, Kalol, Gujarat, India – 382 721
Mr. Ashvinkumar Babulal Thakkar	Non-Executive Independent Director	10330482	12 A Siddheshwar Bunglow Nr, Stanza Flat, Shela, Sanand, Gujarat India – 380 058
Ms. Shah Urvi Rajnikant	Non-Executive Independent Director	10329378	H-2 Krushna Appartment Nava Vadaj Near Kiran Park, Ahmadabad, Gujarat, India – 380 013
Mr. Manish Shrichand Bachani	Non-Executive and Independent Director	08013906	13/A Shyamal Society, Chakaliya Road, Opp. Kanya Ashram, Dahod, Gujarat, India - 389 151

Family Relationship between our Directors

None of the Directors are related to each other.

Promoter And Promoter Group


The following are Promoters and Members of Promoter Group as on date of this Letter of Offer:


A. Individual Promoters:

Mr. Pragnesh Ratilal Shah
Mr. Vishal Pragneshbhai Shah

B. Individual Members of Promoter Group:

Pragnesh R. Shah HUF

	<p>Mr. Pragnesh Ratilal Shah, aged 67 years, has an experience of over Forty years in the field of Management and Accounting. He is also the Director and Promoter of Hemil Finstock Private Company.</p> <p>He has degree of Bachelor of Commerce.</p>
Date of Birth	30 th July, 1956
Address	Haveli Shreeji Park Society, Near Ramji Mandir Gollimda, Punit Marg, Maninagar, Ahmedabad, Gujarat, India – 380 008.
Qualification	Bachelor of Commerce (B. Com)
Experience	Mr. Pragnesh Ratilal Shah, aged 67 years, has an experience of over Forty years in the field of Management and Accounting. Apart from our Company, he is also the Director and Promoter of Hemil Finstock Private Company.
Occupation	Business
Permanent Account Number	AMTPS9994A
Voter Identification Card Number	MBG6968846
Driving License Number	GJ0119790235473
Passport Number	P6984438
Aadhaar Number	5174 4308 0974
No. of Equity Shares held in [% of Shareholding]	500 Equity Shares representing 0.01% of the Paid-up Capital
Other Interests	<p><u>Directorships:</u></p> <p>Public Limited Company: Nil</p> <p>Private Limited: Hemil Finstock Private Limited</p> <p>Partnerships: Nil</p> <p>HUF: Nil</p>

	<p>Mr. Vishal Pragneshbhai Shah, aged 34 years, has an experience of over Fifteen years in the field of Marketing and Management. Apart from our Company, he is also the Director and Promoter of Hemil Finstock Private Limited and Indietaf Productions Private Limited. He has been instrumental in taking major policy decisions for the Company. He is playing vital role in formulating business strategies and effective implementation of the same.</p> <p>He has degree of Master of Commerce and also cleared CA Intermediate.</p>
Date of Birth	28 th July, 1989
Address	Haveli Shreeji Park Society, Near Ramji Mandir Gollimda, Punit Marg, Maninagar, Ahmedabad, Gujarat, India – 380 008.
Qualification	He has degree of Master of Commerce and also cleared CA Intermediate.
Experience	Mr. Vishal Pragneshbhai Shah, aged 34 years, has an experience of over Fifteen years in the field of Marketing and Management. Apart from our Company, he is also the Director and Promoter of Hemil Finstock Private Limited and Indietaf Productions Private Limited
Occupation	Business
Permanent Account Number	BQHPS2982P
Voter Identification Card Number	MBG6962401
Driving License Number	GJ0115155207
Passport Number	U6493409
Aadhaar Number	8708 1358 1452
No. of Equity Shares held in [% of Shareholding]	500 Equity Shares representing 0.01% of the Paid-up Capital
Other Interests	<p><u>Directorships:</u></p> <p>Public Limited Company: Nil</p> <p>Private Limited: Hemil Finstock Private Limited and Indietaf Productions Private Limited</p> <p>Partnerships: Nil</p> <p>HUF: Nil</p>

Interest of our Promoters

1. Our Promoter, Mr. Pragnesh Shah is interested to the extent of their shareholding in M/s. Hemil Finstock Private Limited being 500 Equity Shares constituting 50% of the Issued and Paid-up Equity Share Capital of M/s Hemil Finstock Private Limited.
2. Our Promoter, Mr. Vishal Shah is interested to the extent of their shareholding in M/s. Hemil Finstock Private Limited being 500 Equity Shares constituting 50% of the Issued and Paid-up Equity Share Capital of M/s Hemil Finstock Private Limited.
3. Our Promoter, Mr. Vishal Shah is interested to the extent of their shareholding in M/s. Indietaf Productions Private Limited being 9900 Equity Shares constituting 99% of the Issued and Paid-up Equity Share Capital of M/s. Indietaf Productions Private Limited.

Payment or benefit to Promoters of our Company

Except as disclosed herein and as stated in the section titled “Financial Statements – Related Party Transactions” on page no. 100 of this Letter of Offer there has been no amount paid or benefits granted by our Company to our Promoters

or any of the members of the Promoter Group in the preceding two years nor is there any intention to pay any amount or provide any benefit to our Promoters or Promoter Group as on the date of this Letter of Offer.

Other confirmations

No material guarantees have been given to third parties by our Promoter(s) with respect to Equity Shares of our Company.

Our Promoter(s) have not been declared as willful defaulters by the RBI or any other Governmental authority and there are no violations of securities laws committed by them in the past or are pending against them.

Our Promoter(s) and Members of Promoter Group have not been debarred or prohibited from accessing or operating in Capital Market under any order or direction passed by SEBI or any other regulatory or Governmental authority. Our Promoter(s) are not and have never been a Promoter, Director or Person in control of any other Company which is debarred or prohibited from accessing or operating in Capital Market under any order or direction passed by SEBI or any other regulatory or Governmental authority.

None of the Promoter Group Companies have made any public issue in the preceding three years. None of Promoter Group Companies fall under the definition of a Sick Company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1985, as amended or have been declared insolvent or bankrupt under the provisions of the Insolvency and Bankruptcy Code, 2016, as amended or have any insolvency or bankruptcy proceedings initiated against any of them and is not under winding up.

For details on litigations and disputes pending against the Promoter(s), please refer to the section titled 'Outstanding Litigations and Material Development' on page no. 137 of the Letter of Offer.

Details of current and past directorship(s) of the above Directors in Listed Companies whose shares have been/were suspended from being traded on any of the stock exchanges, during his/her tenure.

None of our Directors is or was a Director of any Company listed on any Stock Exchange, whose shares have been or were suspended from being traded during the five years preceding the date of this Letter of Offer, during the term of his/her directorship in such Company.

Details of current and past directorship(s) of the above Directors in Listed Companies which have been/were delisted from the stock exchange(s), during his/her tenure.

None of our Directors is, or was a Director of any Listed Company, which has been or was delisted from any Stock Exchange, during the term of his/her directorship in such Company.

➤ **Audit Committee**

Our Company has formed the Audit Committee as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicable upon listing of Company's Equity shares on BSE Limited (BSE). The constituted Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Ashvinkumar Babulal Thakkar	Chairperson	Independent Director
Ms. Shah Urvi Rajnikant	Member	Independent Director
Mr. Harshad Amrutlal Panchal	Member	Whole-time Director

The Company Secretary of our Company shall act as a Secretary of the Audit Committee. The Chairperson of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to financial statements. The scope and function of the Audit Committee and its terms of reference shall include the following:

- A. Tenure:** The Audit Committee shall continue to be in function as a Committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.
- B. Meetings of the Committee:** The Committee shall meet at least 4 (Four) times in a year and not more than 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the Committee, whichever is higher but there shall be presence of at least one Independent Director at each meeting.
- C. Role and Powers:** The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation, 2015 and Companies Act, 2013 shall be asunder:
- Recommendation for appointment, remuneration and terms of appointment of Internal and Statutory Auditors' of the Company;
 - Review and monitoring of the Auditors' independence and performance, an effectiveness of the Audit process;
 - Review and examination of the, the quarterly, half yearly and yearly financial statements and report of the Auditors' thereon;
 - Overview of the Company's financial reporting process and the disclosure of its Financial Information to ensure that financial information is correct, sufficient and credible;
 - Reviewing, with the management, financial statements before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions;
 - Qualifications in the audit report;
 - Approval or any subsequent modification of transaction of the Company with the related parties;
 - Scrutiny of Inter corporate loans and investments;
 - Valuation of the undertakings or assets of the Company, wherever it is necessary;
 - Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 - Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
 - 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;

- xii. 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;
- xiii. To recommend and review the functioning of the vigil mechanism/Whistle Blower mechanism;
- xiv. To recommend the appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
- xv. To obtain outside legal or other professional advice wherever required;
- xvi. To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

➤ **Stakeholders Relationship Committee**

Our Company has formed the Stakeholders Relationship Committee as per Section 178 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicable upon listing of Company's Equity shares on BSE Limited (BSE). The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Yogendra Baldevbhai Prajapati	Chairperson	Non-Executive Director
Mr. Ashvinkumar Babulal Thakkar	Member	Independent Director
Ms. Shah Urvi Rajnikant	Member	Independent Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

- A. **Tenure:** The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.
- B. **Meetings:** The Stakeholders Relationship Committee shall meet at least once a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be minimum 2 (Two) members, out of which at least 1 (One) shall be an Independent Director.
- C. **Scope and Terms of Reference:** Redressal of shareholders' and investors' complaints, including and in respect of:
 - i. To ensure effective and efficient system for transfer, transmission, dematerialization, re-materialization, splitting and consolidation of shares and other securities;
 - ii. To ensure effective and efficient system for time attendance and resolution to the grievances of all securities holders of the Company and resolve all the grievances of securities holders of the Company;
 - iii. To monitoring the transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of shares and other securities issued by the Company;
 - iv. To issue of duplicate/split/consolidated share and other securities certificates;
 - v. To do all such acts, things or deeds as may be necessary or incidental to the exercise of all the above powers;
 - vi. To attend to any other responsibility as may be entrusted by the Board within the terms of Reference.

➤ **Nomination and Remuneration Committee**

Our Company has formed the Nomination and Remuneration Committee as per Section 178 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicable upon listing of Company's Equity shares on BSE Limited (BSE). The Nomination and Remuneration Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Ashvinkumar Babulal Thakkar	Chairperson	Independent Director
Ms. Shah Urvi Rajnikant	Member	Independent Director
Mr. Yogendra Baldevbhai Prajapati	Member	Non-Executive Director

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

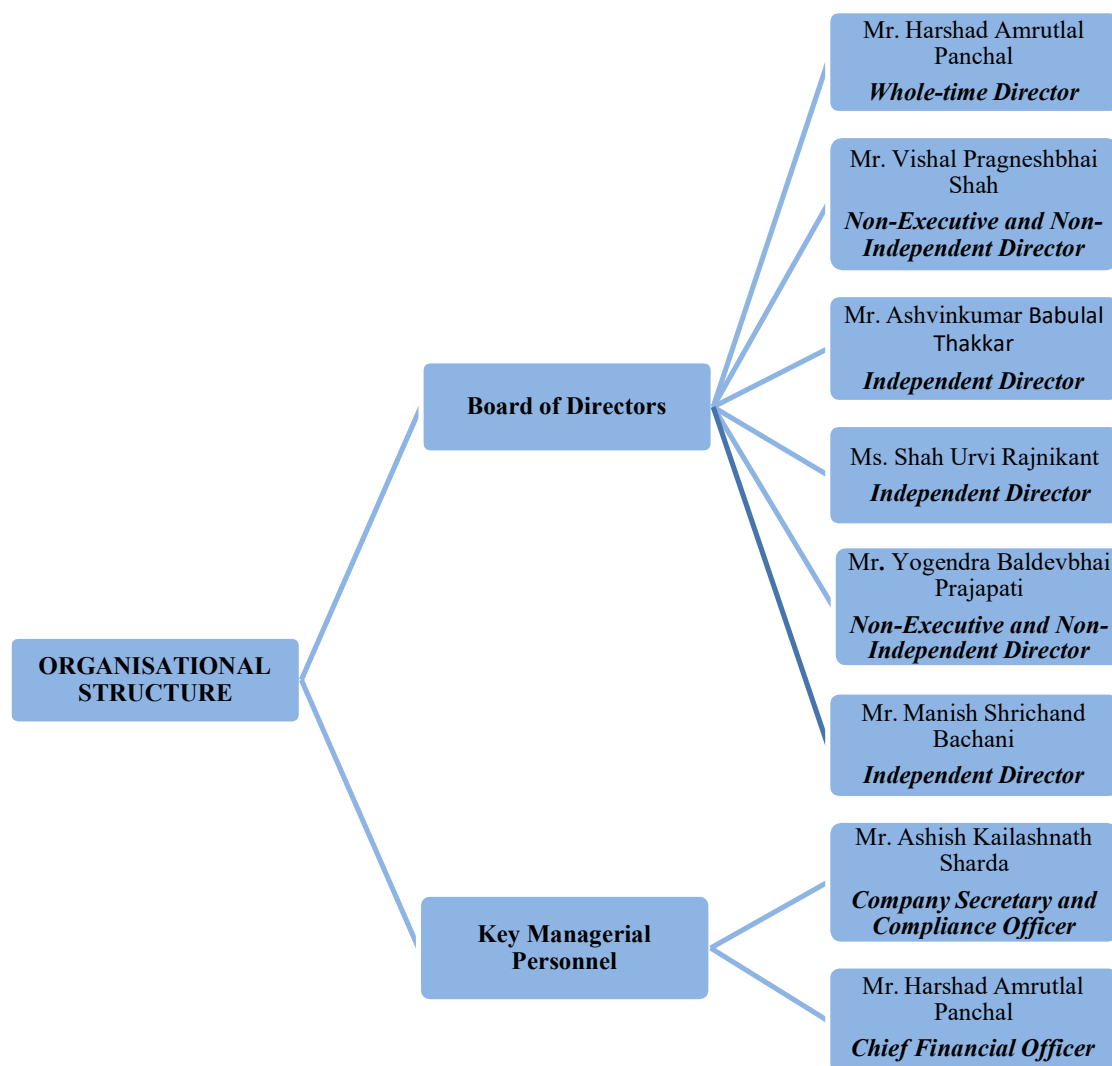
- A. Tenure:** The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.
- B. Meetings:** The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the nomination and remuneration committee may be present at the Annual General Meeting, to answer the shareholders' queries; however, it shall be up to the Chairperson to decide who shall answer the queries.
- C. Scope and Terms of Reference:**
 - i. To ensure formal and transparent procedures for the selection and appointment of new directors and succession plans;
 - ii. To identify and lay down the criteria and procedures for appointment of senior management and in accordance with the criteria laid down, recommend to the Board their appointment and removal;
 - iii. To formulate the criteria and policies for determining the qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration for Directors, KMPs and other employees;
 - iv. To recommend to the Board, the appointment and remuneration for Managing/Joint Managing/Deputy Managing/Whole-time/Executive Directors and other KMP(s) from time to time;
 - v. To implement supervise and administer any share or stock option scheme of the Company;
 - vi. To formulate and implement the policies for evaluation of the performance of the Members of the Board and other KMP(s);
 - vii. To attend to any other responsibility as may be trusted by the Board within the terms of reference.

Composition of Board of Directors

Composition of Board of Directors is set forth in the below mentioned table:

Sr. No.	Name of the Director	Designation	DIN
1.	Mr. Harshad Amrutlal Panchal	Whole-time Director	03274760
2.	Mr. Vishal Pragneshbhai Shah	Director	08043698
3.	Mr. Ashvinkumar Babulal Thakkar	Non - Executive and Independent Director	10330482
4.	Ms. Shah Urvi Rajnikant	Non - Executive and Independent Director	10329378
5.	Mr. Yogendra Baldevbhai Prajapati	Non - Executive Director	03578728
6.	Mr. Manish Shrichand Bachani	Non - Executive and Independent Director	08013906

ORGANIZATIONAL STRUCTURE



Details of Key Managerial Personnels (KMPs)

Following are the Key Managerial Personnels (KMPs) of our Company as on the date of this Letter of Offer:

Sr. No.	Name of Person	Designation
1.	Mr. Harshad Amrutlal Panchal C/o Bridge Securities Limited 286 Shukan Mall, Near Panchamrut Bhunglow-1, Science City Road, Sola, Ahmedabad, Gujarat, India, 380 060 Contact No.: +99 99989 93993	Whole-time Director (WTD) & Chief Financial Officer (CFO)
3.	Mr. Ashish Kailashnath Sharda C/o Bridge Securities Limited 286 Shukan Mall, Near Panchamrut Bhunglow-1, Science City Road, Sola, Ahmedabad, Gujarat, India, 380 060 Contact No.: +99 99989 93993	Company Secretary (CS)

Bonus or Profit-sharing plan for our Key Managerial Personnel(s) (KMPs)

Our Company does not have any bonus or profit-sharing plan for our Key Managerial Personnel(s) (KMPs).

DIVIDEND POLICY

The declaration and payment of final 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. The dividend, if any, will depend on a number of factors, including but not limited, net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings, and applicable taxes payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities.

The Board of Directors of your Company has approved and adopted the Dividend Distribution Policy of the Company on voluntary basis as per SEBI (LODR) Regulation 2015. The Dividend Distribution Policy is available on the website of the Company and our Company has not declared any Dividend in the last three financial years.


Dividends are payable within thirty days of approval by the Equity Shareholders at the Annual General Meeting of our Company and in case of interim dividend within thirty days of declaration by the Board of Directors. When dividend is declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

//SECTION VII: FINANCIAL INFORMATION

Sr. No.	Particulars	Page Nos.
1.	The limited review report and Unaudited Financial Results for the Quarter and Half Year ended period ended on 30 th September, 2023.	96 - 99
2.	The Statutory Auditor's Report and the Audited Financial Statements for the period ended 31 st March, 2023.	100 – 130

The following tables set forth financial information derived from our Audited Financial Information for the year ended on 31st March, 2023 and the limited review Unaudited Financial Statements for the Quarter and Half Year ended on 30th September, 2023 prepared in accordance with Regulation 33 of SEBI (LODR) Regulations, 2015.

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<p style="text-align: center;"> BRIDGE SECURITIES LIMITED CIN : L67120GJ1994PLC023772 17, Suhasnagar Society, Nr. Dinesh Hall, Ashram Road, Ahmedabad, 380009 Phone No :- 079-26578808 Email Id :- bridge securities@yahoo.co.in </p>						
<p style="text-align: center;">STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE 2ND QUARTER AND HALF ENDED 30TH SEPTEMBER, 2023</p>						
(Amount Rs. in Lakhs)						
Sr. No	Particulars	Quarter ended			Half Year Ended	
		Sept 30, 2023	June 30, 2023	Sept 30, 2022	Sept 30, 2023	Sept 30, 2022
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
1	Income					
	Revenue from operations					
	a. Sale of Products and Services	14.52	10.20	-	24.72	3.67
	Other Income	-	-	26.26	-	26.32
	Total Income	14.52	10.20	26.26	24.72	29.99
2	Expenses					
	a. Purchase of stock-in-trade	150.00	-	-	150.00	-
	b. Changes in inventories of finished goods, work-in-progress and stock-in-trade	(150.00)	-	-	(150.00)	(0.82)
	c. Employee benefits expense	0.14	1.19	3.34	1.33	6.87
	d. Finance costs	-	-	-	-	-
	e. Depreciation and amortization expense	-	-	5.73	-	11.46
	f. Other expenses	-	4.79	20.39	4.79	25.44
	Total Expenses	0.14	5.98	29.46	6.12	42.94
3	Profit before Exceptional items and tax (1-2)	14.38	4.22	(3.19)	18.60	(12.95)
4	Exceptional items	-	-	-	-	-
5	Profit before tax (3-4)	14.38	4.22	(3.19)	18.60	(12.95)
6	Tax expense					
	a. Current Tax	-	-	-	-	-
	b. Deferred Tax	13.28	-	(0.79)	13.28	(1.60)
	Total Tax Expense	13.28	-	(0.79)	13.28	(1.60)
7	Net profit/(Loss) for the period (5-6)	1.10	4.22	(2.40)	5.32	(11.35)
8	Other Comprehensive income					
	Item that will not be reclassified to profit or loss (net of tax)	-	-	-	-	-
9	Total Comprehensive income (after taxes) (7-8)	1.10	4.22	(2.40)	5.32	(11.35)
<p>1. Number of Investors companies received, disposed of and lying unresolved as on 30.09.2023 : NIL</p> <p>2. The above results have been reviewed by audit committee and approved by the Board of Directors at their meeting held on 25th October, 2023</p> <p>3. Previous year figures have been regrouped / reclassified wherever necessary to confirm to the current financial year figures and as per Schedule III of the Companies Act, 2013.</p> <p>4. The Company does not have any subsidiary company.</p> <p>5. Beginning April 1, 2017, the Company has, for the first time adopted IND AS with transition date of April 1, 2016 and accordingly the above unaudited Financial Results have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (IND AS) prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under.</p> <p>6. As the Company is having only one segment i.e. Commission from Agriculture activities, there are no reportable segment in accordance with the requirement of Accounting Standard (As-17) "Segment Reporting" specified under Section 133 of the Companies Act, 2013</p> <p>7. There was no adjustment in the profit & loss for Q2 (F.Y. 2023-24) under IND AS. However, reconciliation of Profit & Loss is prepared and attached herewith.</p>						
<p>Place : Ahmedabad</p> <p>Date : 25th October, 2023</p>		<p style="text-align: right;"> For, Bridge Securities Limited HARSHAD AMRUTLAL PANCHAL  Harshad Panchal Whole-time Director DIN: 03274760 </p>				

Statement of Assets & Liabilities As at September 30, 2023		
	(In Lakhs)	
Particulars	As at 30-09-2023	As at 31-03-2023
A. ASSETS		
Non- Current Assets		
Property, Plant & Equipment	-	-
Capital Work-In-Progress	-	-
Other Intangible Asset	-	-
Financial Assets :	-	-
-Trade Receivable	-	-
-Loans	-	-
-Other Financial Assets	-	-
Deferred Tax Liabilities (Net)	-	13.28
Other Non-Current Asset	-	-
	-	13.28
Current Asset		
Inventories	150.00	-
Financial Assets :	-	-
-Investments	-	-
-Trade Receivables	16.51	34.05
-Cash & Cash Equivalents	0.04	0.89
-Bank Balance other than cash & cash Equivalents	10.54	4.78
-Loans	-	-
-Balance with revenue authorities	24.80	23.56
Current Tax Assets (Net)	-	-
Other Current Assets	-	-
	201.89	63.28
TOTAL ASSETS	201.89	76.56
B. EQUITY & LIABILITIES		
EQUITY		
Equity Share Capital	336.13	336.13
Other Equity	(287.76)	(293.08)
TOTAL EQUITY	48.37	43.05
LIABILITIES		
Non-Current Liabilities		
Financial Liabilities		
-Borrowings	-	-
-Trade Payables	-	-
-Other Financial Liabilities	-	-
Other Non-Current Liabilities	-	-
Current Liabilities		
Financial Liabilities		
-Borrowings	-	-
-Trade Payables	150.26	29.62
-Other Financial Liabilities	-	-
Other Current Liabilities	2.61	3.25
Provisions	0.64	0.64
TOTAL LIABILITIES	153.51	33.51
TOTAL EQUITY & LIABILITIES	201.89	76.56
<div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div> Place : Ahmedabad Date : 25th October, 2023 </div> <div style="text-align: right;"> For, Bridge Securities Limited HARSHAD AMRUTLAL PANCHAL Harshad Panchal Whole-time Director DIN: 03274760 </div> <div style="text-align: right; font-size: small;"> Digitally signed by HARSHAD AMRUTLAL PANCHAL Date: 2023.10.25 17:49:56 +05'30' </div> </div>		

Unaudited Statement of Cash Flow for the half year ended September 30, 2023		
	(Amount in Lacs)	
Particulars	Half Year Ended on 30-09-2023 (Unaudited)	Half Year Ended on 30-09-2022 (Unaudited)
A Cash flow from operating activities		
Profit/(Loss) for the period before taxation	18.60	(12.95)
Adjustments for :		
Depreciation	0.00	11.46
Profit on Sales of Shares	0.00	0.00
Finance costs	0.00	0.00
Operating profit before working capital changes	18.60	(1.49)
Adjustments for :		
(Increase)/ decrease in inventories	(150.00)	(0.82)
(Increase)/ decrease in trade receivables	17.54	(6.36)
Increase/ (decrease) in other current assets	(1.24)	(28.41)
Increase/ (decrease) in other current liabilities	(0.64)	0.00
Increase/ (decrease) in provisions	0.00	0.00
Increase/ (decrease) in trade payables	120.64	(3.01)
Cash generated from operations	4.91	(40.10)
Direct taxes Refund/(paid)	0.00	0.00
Net Cash from Operating Activities	[A] 4.91	(40.10)
B Cash flow from investing activities		
Sale of property, plant and equipment	0.00	0.00
Sales of Shares	0.00	0.00
Profit on Sales of Shares	0.00	0.00
Interest received	0.00	0.00
Net Cash from / (used in) investing activities	[B] 0.00	0.00
C Cash flow from financing activities		
Proceeds from borrowings	0.00	38.66
Interest paid	0.00	0.00
Net cash flow from financial activities	[C] 0.00	38.66
Net Increase/(Decrease) in cash & cash equivalents	[A+B+C] 4.91	(1.44)
Cash and cash equivalents at the beginning of the year	5.68	2.54
Cash and cash equivalents at the end of the period	10.58	1.11
Components of Cash and cash equivalent		
Balances with scheduled banks	10.54	0.21
Cash in hand	0.04	0.90
	10.58	1.11
<div style="display: flex; justify-content: space-between;"> <div> <p>Place : Ahmedabad Date : 25th October, 2023</p> </div> <div style="text-align: right;"> <p>For, Bridge Securities Limited HARSHAD AMRUTLAL PANCHAL Harshad Panchal Whole-time Director DIN: 03274760</p> </div> </div>		

**Independent Auditor's Limited Review Report**


To,
The Board of Directors,
Bridge Securities Limited,
Ahmedabad.

We have reviewed the accompanying statement of Standalone Audited Financial Results of **Bridge Securities Limited** ("the company") for the Quarter ended 30th September, 2023 ("the Statement"), being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting (AS 25), prescribed under section 133 Of Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on these financial statement based on our review.

We Conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Chartered Accountants of India. This Standard requires that we plan and perform the review to Obtain moderate assurance as to whether the statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit, and, accordingly, we do not express an audit opinion.

Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, Including the manner in which it is to be disclosed, or that it contains any material misstatement.

For, MITALI MODI & CO.
Chartered Accountants


Mitali Hemant Modi
Proprietor
M. No.: 140890
FRN: 133096W
UDIN: 23140890BGXJQM7669



Date: 25/10/2023
Place: Ahmedabad

D-1107, Titanium City Centre, Besides Sachin Tower, Nr Shyamal Cross Roads,
100 Ft. Ring Road, Satellite, Ahmedabad - 380015.
M: +91-9558144665 | O: 079-40051313 | Email: mitali.modi@gmail.com

INDEPENDENT AUDITORS' REPORT

To the Members of **Bridge Securities Limited**

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the financial statements of **Bridge Securities Limited** ("the Company"), which comprises the Balance sheet as at 31st March 2023, and the Statement of Profit and Loss (Including Other Comprehensive Income), Cash Flow Statement and the Statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information for the year ended on that date (hereinafter referred to as "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its loss (including other comprehensive income) and its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on financial Statements.

Material Uncertainty Related to Going Concern

We draw attention to the Statement of Profit and Loss in the financial statements, which indicates that the Company incurred a net loss of INR 68.21 lakhs during the year ended March 31, 2023 (Previous Year INR 90.07 lakhs), and, as of that date, the Company's total assets exceeded its total liabilities by INR 29.77 lakhs. These events or conditions indicate that no uncertainty exists which may cast significant doubt on the Company's ability to continue as a going concern. As per the information and explanation given to us, the Promoters will provide whenever required financial support to the Company and accordingly financials have been prepared on the going concern assumptions.

Our opinion is not modified in respect of this matter.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report and Shareholder's Information but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of the Management for the Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that gives a true and fair view of the financial position,

financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that gives a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013 we are also responsible for expressing our opinion on whether the company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical

requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statements of Cash Flows dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the Balance sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of changes in Equity and the Statement of Cash flows comply with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act;
 - e. On the basis of the written representations received from the directors as on March 31, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of section 164 (2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act read with Schedule V to the Act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including

foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The Company has not declared and paid dividend during the year.
 - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For, BHAUMIK SHAH & CO.
Chartered Accountants

Bhaumik Saurabhbbhai Shah
Proprietor
M. No.: 156858
FRN: 137162W
UDIN: 23156858BGRHCB9901

Date: 22/05/2023
Place: Ahmedabad

Annexure -A to the Independent Auditors' Report

The Annexure referred to in our Independent Auditor's Report to the members of Bridge Securities Limited (the Company') on the Ind AS financial statements for the year ended on 31st March 2023. We report that:

- i. In respect of the Company's Property, Plant & Equipment:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.

(B) The Company has maintained proper records showing full particulars of Intangible Assets.
 - (b) The Company has a regular programme of physical verification of its Property, Plant & Equipment by which Property, Plant & Equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain Property, Plant & Equipment were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) According to information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
 - (a) The inventories have been physically verified during the year by the management at regular intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification is commensurate with the size of the Company and no material discrepancies were noticed on physical verification.
 - (b) The Company has not been sanctioned working capital limits in excess of Rs.5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable
- iii. The Company has not granted any loans, or advance in nature of loan, stood guarantee, or provided security to any other entity. Accordingly, paragraph 3(iii)(a)(A), 3(iii)(a)(B), 3(iii)(b), 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not given any loans, guarantees or security or made any investments to which provisions of sections 185 and 186 of the Companies Act, 2013 is applicable, and accordingly reporting under clause (iv) of the Order is not applicable.

- v. According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits under the provisions of Sections 73 to Section 76 of the Companies Act, 2013 during the year. Hence, the provisions of Clause (v) of the Order are not applicable to the Company.
- vi. According to the information and explanation given to us, the Central Govt. of India has not specified the maintenance of cost records under sub section (1) of section 148 of the Act for the product of the company.
- vii. According to the information and explanations given to us in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Service Tax, Sales Tax, Value Added Tax, duty of Custom, duty of Excise, Cess, and any other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 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, there are no dues of income tax, duty of customs and Goods and Service Tax which have not been deposited with the appropriate authorities on account of any dispute.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix.
 - (a) According to information and explanations given by the management, we are of the opinion that the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.
 - (b) According to information and explanations given by the management, we are of the opinion that the Company has not been declared wilful defaulter by any bank or financial institution or other lender.
 - (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
 - (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 - (e) The Company does not have any subsidiaries, associates or joint ventures. Hence reporting under clause 3(ix)(e) is not applicable.
 - (f) The Company does not have any subsidiaries, associates or joint ventures. Hence reporting under clause 3(ix)(e) is not applicable.
- x.
 - (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3(x)(a) of the Order is not applicable to the Company.

- (b) According to information and explanation given to us, the Company has made preferential allotment of Compulsory Convertible Preference Shares during the year in compliance of section 42 and section 62 of The Companies Act, 2013 and funds have been applied for the purpose for which it was raised.
- xi. (a) According to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of The Companies (Audit and Auditor) Rules, 2014 with the Central Government.
- (c) There are no whistle blower complaints received by the Company during the year (and upto the date of this report).
- xii. In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii)(a), 3(xii)(b), and 3(xii)(c) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable Indian Accounting Standards.
- xiv. (a) In our opinion and according to the information and explanation given to us, the internal audit system of the Company is commensurate with the size and nature of its business.
- (b) We have considered the reports of the Internal Auditors for the period under audit.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has incurred cash losses during the financial year under audit amounting to Rs. 1043.60 lakhs and in the immediately preceding financial year amounting to Rs. 458.30 lakhs.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. The Company's total assets exceeded its total liabilities by INR 29.77 Lakhs. There is not any events or conditions indicate that uncertainty exists which may cast significant doubt on the Company's ability to continue as a going concern. And based on explanations and representation given to us by the management and our knowledge of the Board of Directors and management plans, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. The Company does not fulfill any of the 3 eligibility conditions of Corporate Social Responsibility as mentioned in the section 135 of The Companies Act, 2013. Since the Company is exempt from Corporate Social Responsibility reporting under clause 3(xx)(a) and 3(xx)(b) is not applicable.
- xxi. The Company does not have any subsidiaries, Associates or Joint venture and as such the Company is not required to prepare consolidated financial statements. Hence, paragraph 3(xxi) of the Order is not applicable.

For, BHAUMIK SHAH & CO.
Chartered Accountants

Bhaumik Saurabhbhai Shah
Proprietor
M. No.: 156858
FRN: 137162W
UDIN: 23156858BGRHCB9901

Date: 22/05/2023
Place: Ahmedabad

ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Bridge Securities Limited** (“the Company”) as of 31 March, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for

external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, BHAUMIK SHAH & CO.
Chartered Accountants

Bhaumik Saurabhbhai Shah
Proprietor
M. No.: 156858
FRN: 137162W
UDIN: 23156858BGRHCB9901

Date: 22/05/2023
Place: Ahmedabad

Bridge Securities Limited
Balance Sheet as at 31st March, 2023

		(Amounts in Lacs)	
Particulars	Note No.	As at 31/03/2023	As at 31/03/2022
(1) ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	6	-	88.49
(b) Financial Assets			
(i) Investments	7	-	-
(ii) Loans	8	-	-
(c) Deferred tax assets (net)	5	13.28	0.01
		13.28	88.50
(2) Current assets			
(a) Inventories	9	-	-
(b) Financial Assets			
(i) Investments		-	2.63
(ii) Trade receivables	10	34.05	1.20
(iii) Cash and cash equivalents	11	0.89	2.20
(iv) Bank balances other than (iii) above	11	4.78	0.34
(v) Balance with revenue authorities	8	23.56	33.55
(c) Other current assets	12	-	-
		63.28	39.92
Total Assets		76.56	128.42
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	2	336.13	336.13
(b) Other Equity	3	(293.08)	(225.67)
		43.05	110.46
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade payables		-	-
(b) Provisions		-	-
(c) Other non-current liabilities		-	-
		-	-
Current liabilities			
Financial Liabilities			
(i) Borrowings	4.1	-	14.39
(ii) Trade payables	4.1	29.62	3.01
Provisions	4.2	0.64	0.57
Other Current Liabilities	4.2	3.25	-
		33.51	17.97
Total Equity and Liabilities		76.56	128.42

See accompanying notes to the financial statements

As per our report of even date attached herewith
For, Bhaumik Shah & Co.
Chartered Accountants
FRN No. 137162W

For and on behalf of the Board of Directors of
Bridge Securities Limited

CA Bhaumik S Shah
Proprietor
M.No. 156858

Place: Ahmedabad
Date: 22/05/2023

Pragnesh R. Shah
Director
DIN:00144888

Rajan B Shah
Chief Financial Officer

Vishal P. Shah
Director
DIN: 08043698

Ashish Sharda
Company Secretary

Bridge Securities Limited
Statement of Profit and Loss for the period ended on 31st March, 2023

(Amounts in Laes)

	Particulars	Note No.	Year ended on 31/03/2023	Year ended on 31/03/2022
I	Revenue From Operations	13	96.54	260.86
II	Other Income	14	0.05	5.88
III	Total Income (I+II)		96.59	266.74
IV	EXPENSES			
	Cost of materials consumed			
	Purchases of Stock-in-Trade	15	85.27	78.11
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	16	-	81.76
	Employee benefits expense	17	24.40	26.21
	Finance costs	18	0.00	0.01
	Depreciation and amortization expense	6	22.91	5.50
	Other expenses	19	45.51	165.86
	Total expenses (IV)		178.09	357.44
V	Profit/(loss) before exceptional items and tax (III- IV)		(81.50)	(90.70)
VI	Exceptional Items			
VII	Profit/(loss) before tax (V-VI)		(81.50)	(90.70)
VIII	Tax expense:		-	-
	(1) Current tax	5	-	-
	(2) Deferred tax		(13.28)	(0.63)
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		(68.21)	(90.07)
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII	Profit/(loss) for the period (IX+XII)		(68.21)	(90.07)
	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss			6.95
	(ii) Income tax relating to items that will not be reclassified to profit or loss		0.00	(1.45)
	B (i) Items that will be reclassified to profit or loss			
	(ii) Income tax relating to items that will be reclassified to profit or loss			
XV	Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period)		(68.21)	(84.6)
XVI	Earnings per equity share (for continuing operation):		(0.00)	(0.00)
	(1) Basic			
	(2) Diluted			
XVII	Earnings per equity share (for discontinued operation):		-	-
	(1) Basic			
	(2) Diluted			
XVIII	Earnings per equity share (for discontinued & continuing operations)		-	-
	(1) Basic			
	(2) Diluted			

See accompanying notes to the financial statements

As per our report of even date attached herewith
For, Bhaumik Shah & Co.
Chartered Accountants
FRN No. 137162W

For and on behalf of the Board of Directors of
Bridge Securities Limited

CA Bhaumik S Shah
Proprietor
M.No. 156858

Place: Ahmedabad
Date: 22/05/2023

Pragnesh R. Shah
Director
DIN:00144888

Rajan B Shah
Chief Financial Officer

Vishal P. Shah
Director
DIN: 08043698

Ashish Sharda
Company Secretary

Bridge Securities Limited
Cashflow Statement for the period ended on 31st March, 2023

(Amounts in Lacs)

Particulars	2022-23	2021-22
Cash flow from operating activities:		
Profit before tax from continuing operations	(81.50)	(90.70)
Adjustment to reconcile profit before tax to net cash flows		
Bad Debt	-	47.00
Depreciation	22.91	5.50
Loss on sale of Property, Plant and Equipment	36.33	-
Finance Cost	0.00	0.01
Operating profit before working capital changes	(22.25)	(38.20)
Movements in working capital:		
Increase/(decrease) in current liabilities & provisions	3.32	1.98
Decrease/(increase) in inventories	-	81.76
Decrease/(increase) in Trade Payables	26.61	-
Decrease/(increase) in Debtors	(32.85)	(1.20)
Decrease/(increase) in other current assets	9.99	31.89
Cash Generated from/(used in) operations	(15.17)	76.23
Direct Taxes paid (net of refunds)	0.81	-
Net cash flow from/(used in) operating activities (A)	(14.36)	76.23
Cash flow from investing activities		
Purchase of fixed assets	-	(93.99)
Sales of fixed assets	29.25	0.05
Investment	2.63	19.69
Net cash flow from/(used in) investing activities (B)	31.88	(74.24)
Cash flow from financing activities		
Proceed from Issue of share capital	-	-
Proceed from Share Premium	-	-
Increase / (Decrease) in Secured Borrowings	-	-
Increase / (Decrease) in Unsecured Borrowings	(14.39)	-
Interest Paid	(0.00)	(0.01)
Net cash flow from/(used in) financing activities (C)	(14.39)	(0.01)
Net increase/decrease in cash & cash equivalents (A+B+C)	3.13	1.98
Cash & cash equivalents at the beginning of the year	2.54	0.56
Cash & cash equivalents at the end of the year	5.68	2.54

For, Bhaumik Shah & Co.
Chartered Accountants
FRN No. 137162W

For and on behalf of the Board of Directors of
Bridge Securities Limited

CA Bhaumik S Shah
Proprietor
M.No. 156858

Pragnesh R. Shah
Director
DIN:00144888

Vishal P. Shah
Director
DIN: 08043698

Place: Ahmedabad
Date: 22/05/2023

Rajan B Shah
Chief Financial Officer

Ashish Sharda
Company Secretary

Bridge Securities Limited
Statement of Changes in Equity for the period ended on 31st March, 2023

STATEMENT OF CHANGES IN EQUITY

(Amounts in Lacs)

A. Equity Share Capital

Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
336.13	-	336.13

B. Other Equity

Particulars	Reserves and Surplus			Equity through Comprehensive Income	Instruments Other	Total
	Securities Premium Reserve	General Reserve	Retained Earnings			
Balance at the 01-04-2021	-	12.96	(151.13)	(2.94)		(141.11)
Profit for the Year	-	-	(90.07)	-		(90.07)
Total Comprehensive Income for the year (Net of Taxes)	-	-	0.00	5.51		5.51
Balance at the 31-03-2022	-	12.96	(241.20)	2.57		(225.67)
Profit for the Year	-	-				
Total Comprehensive Income for the year (Net of Taxes)	-	-				
Balance at the 31-03-2023	-	12.96	(241.20)	2.57		(225.67)

As per our report of even date attached herewith

For, Bhaumik Shah & Co.
Chartered Accountants
FRN No. 137162W

For and on behalf of the Board of Directors of
Bridge Securities Limited

CA Bhaumik S Shah
Proprietor
M.No. 156858

Pragnesh R. Shah
Director
DIN:00144888

Vishal P. Shah
Director
DIN: 08043698

Place: Ahmedabad
Date: 22/05/2023

Rajan B Shah
Chief Financial Officer

Ashish Sharda
Company Secretary

Notes to financial statements for the year ended 31 March 2023

(Amount in Lac)

2	Share Capital	As at 31/03/2023 Rs.	As at 31/03/2022 Rs.
[a] Authorised : Equity Share Capital 1,10,00,000 Equity shares of par value of Rs 10/- each with Voting Right			
		1100.00	1100.00
		1100.00	1100.00
[b] Issued, Subscribed & Paid-up Capital : 33,61,300 Equity shares of par value of Rs 10/- each fully paid with Voting Right			
		336.13	336.13
Total		336.13	336.13
2.1	The company has one class of shares referred to as Equity Shares. 1 Equity shares having face value of Rs.10/-. Each Holder of equity share is entitled to 1 vote per share.		
2.2	In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.		
2.3	The details of shareholders holding more than 5% shares as at 31/03/2023 is set out below. None of the share holder of the company holding shares more than 5% of total shares outstanding.		
2.4	Details of Shares held by promoters at the end of the year		
		As at 31/03/2023	
Promoter name		No. of Shares	% of total shares
Pragnesh Ratilal Shah		500	0.01%
Vishal Pragneshbhai Shah		500	0.01%
Pragnesh Ratilal Shah HUF		15,100	0.45%
Total		16,100	0.48%
		No. of Shares	% of total shares
		500	0.01%
		500	0.01%
		15,100	0.45%
		16,100	0.48%
		% Change during the year	% Change during the year
		0.00%	-28.14%
		0.00%	-13.19%
		0.00%	-7.45%
		0.00%	-48.78%
2.5	The Reconciliation of the number of shares outstanding and the amount of share capital is set out below.		
		As at 31/03/2023	
Particulars		No. of Shares	Amt. Rs.
Shares at the beginning		33,61,300	336.13
Add: Shares Issue during the year		-	-
Equity		-	-
Deletion		-	-
Shares at the end		33,61,300	336.13
		33,61,300	336.13
		33,61,300	336.13
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		33,61,300	336.13
		33,61,300	336.13
		33,61,300	336.13

		(Amount in Lacs)	
7	Non-Current Investment	Non-Current	Non-Current
		As at 31/03/2023 Rs.	As at 31/03/2022 Rs.
	Investment in Equity Instrument	-	-
	Total	-	-

8	Loans and Advances	As at 31/03/2023		As at 31/03/2022	
		Non Current	Current	Non Current	Current
	Balance with government authorities	-	23.56	-	33.55
	Advance to Related Party	-	-	-	-
	Other Loans & Advances	-	-	-	-
	Security Deposit	-	-	-	-
	Interest Receivable	-	-	-	-
	Advance to Suppliers	-	-	-	-
	Advance payment of Tax/ TDS	-	-	-	-
		-	23.56	-	33.55
	Less : Provision of Income Tax	-	-	-	-
	Total	-	23.56	-	33.55

9	Inventories	Current	Current
		As at 31/03/2023 Rs.	As at 31/03/2022 Rs.
	Raw Material & Packing Material	-	-
	Finished Goods (Acquired for Trading)	-	-
	Work-in-Progress	-	-
	Total	-	-

10	Trade Receivables	Current	Current
		As at 31/03/2023 Rs.	As at 31/03/2022 Rs.
	Trade Receivables	34.05	1.20
	Total	34.05	1.20

Outstanding for following periods from due date of payment as at 31-03-2023

Particulars	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	34.05	-	-	-	-	34.05
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables-considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
Total	34.05	-	-	-	-	34.05

Outstanding for following periods from due date of payment as at 31-03-2022

Particulars	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	1.20	-	-	-	-	1.20
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables-considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
Total	1.20	-	-	-	-	1.20

		(Amount in Lacs)				
4	Current Liabilities	As at 31/03/2023		As at 31/03/2022		
		Non Current	Current	Non Current	Current	
4.1	<u>a. Unsecured Loan:</u>					
	From Related Parties	-	-	-	14.39	
	Total	-	-	-	14.39	
	b. Trade Payables					
	Micro and Small Enterprise Development	-	0.23	-	-	
	Other Trade payables	-	29.39	-	3.01	
	Total	-	29.62	-	3.01	
	4.2	<u>a. Provisions</u>				
		For Consultancy Fees	-	0.29	-	-
		For Audit Fees	-	0.35	-	0.57
Total		-	0.64	-	0.57	
b. Other Current Liabilities						
TDS Payable		-	0.22	-	-	
GST Payable		-	3.03	-	-	
Total		-	3.25	-	-	
Total		-	33.51	-	17.97	

Outstanding for following periods from due date of payment as at 31-03-2023

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	0.23	-	-	-	0.23
(ii) Others	29.39	-	-	-	29.39
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
Total	29.62	-	-	-	29.62

Outstanding for following periods from due date of payment as at 31-03-2022

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	3.01	-	-	-	3.01
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
Total	3.01	-	-	-	3.01

5	Deferred Tax Liabilities / (Asset)	As at 31/03/2023	As at 31/03/2022
	Tax effect of items constituting deferred tax liability:		
	Amount allowable under Income Tax Act in subsequent Years		
	On difference between book balance and tax balance of fixed assets	-	-
	Total	-	-
	Tax effect of items constituting deferred tax assets		
	Opening Balance of Deferred Tax Liability/ (Asset)	(0.01)	(1.04)
	Unabsorbed Depreciation c/f		
	Amount allowable under Income Tax Act in subsequent Years recognized in Profit or Loss	(13.28)	0.63
	Amount allowable under Income Tax Act in subsequent Years recognized in Other Comprehensive Income	-	(1.66)
	Total	(13.29)	(1.03)
	Total	(13.28)	(0.01)

				(Amount in Laes)	
11	Cash and Bank Balance	As at 31/03/2023		As at 31/03/2022	
		Non Current	Current	Non Current	Current
A	Cash and cash equivalents				
	Cash on hand		0.89		2.20
		-	0.89	-	2.20
	Other Bank balance				
	Bank Balance	-	4.78	-	0.34
		-	4.78	-	0.34
	Total	-	5.67	-	2.54
12	Other Current Assets			Current As at 31/03/2023 Rs.	Current As at 31/03/2022 Rs.
	Deposit with the Bank			-	-
	Other Advances			-	-
	Total			-	-
13	Revenue from Operation			As at 31/03/2023 Rs.	As at 31/03/2022 Rs.
	Sale of Products				212.99
	Sale of Shares & Securities			-	47.87
	Other Services			96.54	260.86
				96.54	260.86
	Total			96.54	260.86
14	Other Income			As at 31/03/2023 Rs.	As at 31/03/2022 Rs.
	Other Income			0.05	5.88
	Total			0.05	5.88
15	Purchase of Stock in Trade			As at 31/03/2023 Rs.	As at 31/03/2022 Rs.
	Purchase			85.27	78.11
	Total			85.27	78.11
16	Change in Inventories of Finished Goods Work in Progress and Stock in Trade			For the Year ended on 31/03/2023 Rs.	For the Year ended on 31/03/2022 Rs.
	Inventory at the beginning of the year				
	Finished Goods			2.63	84.39
	WIP			-	-
				2.63	84.39
	Inventory at the end of the year				
	Finished Goods			2.63	2.63
	WIP			-	-
				2.63	2.63
	Decretion / (Accretion) to Stock			-	81.76
	Details of Finished Goods			For the Year ended on 31/03/2023 Rs.	For the Year ended on 31/03/2022 Rs.
	Shares & Securities			2.63	2.63
	Total			2.63	2.63

(Amount in Lac)			
		For the Year ended on 31/03/2023 Rs.	For the Year ended on 31/03/2022 Rs.
17	Employee Benefits Expense		
	Salary and Wages	24.40	26.21
	Staff Welfare Expense	-	-
	Total	24.40	26.21
18	Finance Cost		
	Bank Charges & Bank Interest	0.00	0.01
	Total	0.00	0.01
19	Other Cost		
	Stationery & Printing Charges	-	-
	Professional Fees	1.50	0.75
	Sub Total	1.50	0.75
	AUDITOR'S REMUNERATION:		
	Audit Fees	0.29	0.30
	TOTAL	0.29	0.30
	General Charges	43.72	164.81
	TOTAL	43.72	164.81
	Total	45.51	165.86

20 Key ratio of the company are as under:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022	% Change from 31st March 2022 to 31st March 2023
a. Current Ratio	1.89	2.22	-15.01%
b. Debt-Equity Ratio	-	-	0.00%
c. Debt Service Coverage Ratio	-	-	0.00%
d. Return on Equity Ratio *	-	-	0.00%
e. Inventory turnover ratio	-	3.67	-100.00%
f. Trade Receivables turnover ratio	5.48	435.70	-98.74%
g. Trade payables turnover ratio	5.23	51.97	-89.94%
h. Net capital turnover ratio	3.24	11.88	-72.71%
i. Net profit ratio	-	-	0.00%
j. Return on Capital employed	-	-	0.00%
k. Return on Investment	0.00%	55.54%	-100.00%

* Return on equity is not calculated due to Negative Networth of the company.

Elements of Ratio

Sr. No.	Ratios	Numerator	Denominator	Year ended March 31, 2023		Year ended March 31, 2022	
				Numerator	Denominator	Numerator	Denominator
a.	Current Ratio	Current Assets	Current Liabilities	63.28	33.51	39.92	17.97
b.	Debt-Equity Ratio	Debt (Borrowings)	Total Equity	-	43.05	-	110.46
c.	Debt Service Coverage Ratio	Earnings before interest, depreciation and taxes	Debt (Borrowings)	(58.59)	-	(85.20)	-
d.	Return on Equity Ratio	Net Profit after Tax for the period/year Less Preference Dividend	Average Equity	(68.21)	76.75	(90.07)	152.74
e.	Inventory turnover ratio	Cost of Goods Sold	Average Inventory	-	-	159.86	43.51
f.	Trade Receivables turnover ratio	Revenue from Operations	Average Trade Receivables	96.54	17.62	260.86	0.60
g.	Trade payables turnover ratio	Purchases	Average Trade Payables	85.27	16.31	78.11	1.50
h.	Net capital turnover ratio	Revenue from Operations	Working Capital	96.54	29.78	260.86	21.96
i.	Net profit ratio	Net Profit after Tax for the year	Revenue from Operations	(68.21)	96.54	(90.09)	260.86
j.	Return on Capital employed	Earnings before interest, depreciation and taxes	Equity + Debt (Borrowings)	(58.59)	43.05	(85.20)	110.46
k.	Return on Investment	Interest Income on fixed deposits, bonds and debentures + Dividend Income + Profit on sale of investments + Profit on fair valuation of investments carried at FVTPL	Current investments + Non current Investments + Other bank balances	0.05	-	6.95	12.52

Reasons for the variance more than 25% in the ratios:

- a. **Inventory turnover ratio**
Company is not having inventory at the end of the year and thus ratio can not be derived.
- b. **Trade receivable ratio**
This ratio is deteriorated due to increase in receivables during the year as compared to earlier FY
- c. **Trade payable ratio**
This ratio is deteriorated due to increase in payables during the year as compared to earlier FY
- d. **Net capital turnover ratio**
Net capital turnover ratio is deteriorated as compared to last FY and reason for the same is decrease in the revenue from operations of the company.
- e. **Net profit ratio**
Net profit ratio is deteriorated due to increase in operational expenses in the current FY in comparison with last FY and due to that NP ratio is deteriorated.
- f. **Return on Investment**
In current FY company has sold all of its investment thus this ratio is deteriorated as compared to earlier FY.

For, Bhaumik Shah & Co.
Chartered Accountants
FRN No. 137162W

For and on behalf of the Board of Directors of
Bridge Securities Limited

CA Bhaumik S Shah
Proprietor
M.No. 156858

Pragnesh R. Shah
Director
DIN:00144888

Vishal P. Shah
Director
DIN: 08043698

Place: Ahmedabad
Date: 22/05/2023

Rajan B Shah
Chief Financial Officer

Achish Sharda
Company Secretary

Bridge Securities Limited
Notes to financial statements for the year ended 31 March 2023

(Amount in Lacs)

6) Property, Plant and Equipment

Sr No	Name of Asset	Opening Balance	Additions		Disposal	Rate of Depre	Total Amount	Days	Depreciation	Closing Balance
			Date of purchase	Amount						
1	MOTOR VEHICLE	39.15			29.01	25.89%	10.14	360	10.14	-
2	FURNITURE AND FIXTURES	49.34			36.57	25.89%	12.78	360	12.78	
	TOTAL	88.49		-	65.58		22.91		22.91	-

BRIDGE SECURITIES LIMITED

Notes to financial statements for the year ended March 31, 2023

All amounts are in Lacs unless otherwise stated

1. SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED ON 31-03-2023.

a) Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013. These financial statements are prepared under the historical cost convention on the accrual basis except for Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

b) Revenue from Contract with Customer

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. The specific recognition criteria described below must also be met before revenue is recognised.

Sale of Services

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. There is no amount not recognized as revenue during the year due to lack of reasonable certainty.

Contract balances

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Refund Liabilities

A refund liability is the obligation to refund some or all the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period. Refer to above accounting policy on variable consideration.

Dividend income is recognized when the company's right to receive dividend is established.

Interest income is recognized using the effective interest method.

All other incomes are recognized on accrual basis.

c) Property, Plant & Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. The cost of Property, plant & equipment comprises of its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working

condition for its intended use. Interest and other financial charges on loans borrowed specifically for acquisition of capital assets are capitalized till the start of commercial production.

Depreciation is provided on the straight-line method over the estimated useful lives of assets and are in line with the requirements of Part C of Schedule II of the Companies Act, 2013. The estimated useful lives are as follows:

Building – 30-60 years

Plant and Machinery* – 15 years

Furniture and Fixture – 10 years

Office Equipment – 3-5 years

Vehicle – 8 years

Leasehold Land is amortised over the period of lease.

Block, Dies & Moulds (other than High-End Moulds) are depreciated @100% on prorata basis.

Depreciation methods, useful lives and residual values are reviewed at each financial year and changes in estimates, if any, are accounted for prospectively.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as Capital Advances under other Non-Current assets and the cost of assets not put to use before such date are disclosed under 'Capital Work in Progress'. The cost and related accumulated depreciation are eliminated from the Financial Statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit & Loss. The method of depreciation, useful lives and residual values are reviewed at each financial year end.

d) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets acquired in a business combination is valued at their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

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 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. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. The Company amortises intangible assets over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Software & Licenses – 3-6 years

Brand, Trademarks and Copy Rights – 5-10 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 & Loss when the asset is derecognised.

e) Research and Development Cost

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit.

During the period of development, the asset is tested for impairment annually.

f) Financial Instruments

Initial Recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

Subsequent measurement

a. Non-derivative financial instruments

(i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows

that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

(ii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

b. Derivative financial instruments

The Company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income.

Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

Fair value of financial instruments

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

g) Impairment

Impairment is recognized based on the following principles:

(i) **Financial Assets:** The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to life time ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at life time ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

(ii) **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 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 assets carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an assets fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash- generating units) Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of reporting period.

h) Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present obligation as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Contingent liabilities are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation. Provisions & Contingent Liabilities are revalued at each Balance Sheet date.

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 Company 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 the obligation or a reliable estimate of the amount cannot be made.

i) Inventories

The inventories are valued at cost or net realisable value whichever is lower. The Cost is calculated on weighted average method. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its location.

j) Foreign Currency Transactions & Translations

The functional currency of Bridge Securities Limited is Indian Rupee. These Financial Statements are presented in Indian Rupee.

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction. Gains & losses arising on account of realisation are accounted for in Statement of Profit & Loss.

Monetary Assets & Liabilities in foreign currency that are outstanding at the year-end are translated at the year-end exchange rates and the resultant gain/loss is accounted for in the Statement of Profit & Loss.

k) Employee Benefits

Defined Contribution Plan

The Company makes contributions towards provident fund and superannuation fund to the regulatory authorities to a defined contribution retirement benefit plan for qualifying employees, where the Company has no further obligations. Both the employees and the Company make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee's salary.

Defined Benefit Plan

The Company operates a defined benefit gratuity plan in India. The Company's liability is actuarially determined using the Projected Unit Credit method at the end of the year in accordance with the provision of Ind AS 19 - Employee Benefits. The Company recognizes the net obligation of a defined benefit plan in its balance sheet a liability. Gains and losses through re-measurements of the net defined benefit liability are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods. The effect of any plan amendments is recognized in the Statement of Profit & Loss.

Other Long Term Benefits

The Company has a policy on compensated absences which comprises both accumulating and non-accumulating in nature. The Company's liability is actuarially determined using the Projected Unit Credit method at the end of the year in accordance with the provision of Ind AS 19 - Employee Benefits. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in Statement of Profit & Loss.

Employee Share Based Compensation

No Stock Options are granted to employees.

l) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

m) Leases

The Company as a lessee

The Company's lease asset classes consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

As a lessee, the Company determines 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 Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that an option 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 Infosys's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right-of-use-assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

n) Government Grants

The Company recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with and the grants will be received. Grants related to assets are treated as deferred income and are recognized as other income in the Statement of profit & loss on a systematic and rational basis over the useful life of the asset. Grants related to income are recognized on a systematic basis over the periods necessary to match them with the related costs which they are intended to compensate and are deducted from the expense in the statement of profit & loss.

o) Income Taxes

Income tax expense is recognized in the Statement of Profit & Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Provision for current tax is made at the current tax rates based on assessable income.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. 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. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earnings of the subsidiary or branch will not be distributed in the foreseeable future. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

p) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

q) Earnings Per Share:

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

r) Current and non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is classified as current when it is:

- a) expected to be realised or intended to be sold or consumed in the normal operating cycle,
- b) held primarily for the purpose of trading,
- c) expected to be realised within twelve months after the reporting period, or
- d) cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is classified as current when:

- a) it is expected to be settled in the normal operating cycle,
- b) it is due to be settled within twelve months after the reporting period, or
- c) there is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as noncurrent.

Recent accounting pronouncements

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. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules,

2023, as below. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023.

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The Company has evaluated the amendment and there is no impact on its financial statement.

**As per our report of even date attached herewith
For, Bhaumik Shah & Co.
Chartered Accountants
FRN No. 137162W**

**For and on behalf of the Board of Directors of
Bridge Securities Limited**

**CA Bhaumik S Shah
Proprietor
M.No. 156858**

**Pragnesh R. Shah
Director
DIN:00144888**

**Vishal P. Shah
Director
DIN: 08043698**

**Place: Ahmedabad
Date: 22/05/2023**

**Rajan B Shah
Chief Financial Officer**

**Ashish Sharda
Company Secretary**

CAPITALISATION STATEMENT

The following table sets forth our capitalisation as at 31st March, 2023, on the basis of Audited Financial Statements:

Particulars	(Rs. in Lakhs)	
	Pre-Offer as at 31/03/2023	As adjusted for the Offer*
Debt:		
Current borrowings (A)	0.00	[●]
Non-Current borrowings (including Current Maturity) (B)	0.00	[●]
Total Debt (C = A + B)	0.00	[●]
Equity:		
Equity Share capital (D)	336.13	[●]
Other Equity (E)	(293.08)	[●]**
Total Equity (F=D+E)	43.05	[●]
Non-Current borrowings (including current maturity) / Total Equity (B / F)	N.A.	[●]
Total Debt / Total Equity (C / F)	0.00	[●]

*Assuming full subscription of the Issue and receipt of all calls money with respect to partly paid equity shares and to be updated at the time of finalization of Letter of Offer

**Not adjusted for Issue related expenses

***The figures for the respective financial statements line items under "As adjusted for the Issue" column have been derived after considering the impact due to proposed rights issue of Equity Shares. It does not consider any other transactions or movements for such financial statements line items after March 31, 2023.

A. Overview of the Indian Economy:

India's financial services industry has experienced huge growth in the past few years. This momentum is expected to continue. India's private wealth management industry shows huge potential. India is expected to have 6.11 lakh HNWI's by 2025. This will indeed lead India to be the fourth largest private wealth market globally by 2028. India's insurance market is also expected to reach US\$ 250 billion by 2025. This will further offer India an opportunity of US\$ 78 billion of additional life insurance premiums from 2020-30.

India is today one of the most vibrant global economies on the back of robust banking and insurance sectors. The relaxation of foreign investment rules has received a positive response from the insurance sector, with many companies announcing plans to increase their stakes in joint ventures with Indian companies. Over the coming quarters, there could be a series of joint venture deals between global insurance giants and local players.

The present growth rate of financial sector in India is about 8.5% p.a. An increase in growth rate is equivalent to growth of our economy. Over the past few years, there have been reforms in monetary policies, economic policies, opening up of financial markets, development of other financial sectors etc. present times, a wide variety of financial products and services are offered to consumers to keep them satisfied. The Reserve Bank of India has also played a major role to help in growth of financial sector of India.

Growth in the financial services and fintech industry has seen an upward trajectory which shows that the trend is not just a passing phase. It is well known that the deepening of the financial services industry helps in the overall development of the economy. Building on this momentum, India has emerged as one of the fastest growing fintech markets in the world with a market size estimated at \$150 billion by 2025.

B. Outlook:

Global rating agencies are bullish about the country's economy, which is expected to register the fastest GDP growth in the Asia-Pacific region in FY23. India's GDP is estimated to grow at 7.8% for FY23 while the average GDP growth in the Asia-Pacific region is projected to be at 5.1% for 2022 and ~4.5% in 2023-2025. The fast pace of the growth will be aided by an increasing number of vaccinated individuals, gains from supply-side reforms, strengthening export growth (driven by PLI scheme as well as India emerging as an alternative sourcing destination), and increasing capital spending, especially on large scale infrastructure projects.

C. Indian Broking Industry:

The brokerage industry generated a revenue of INR 382.00 Bn in FY 2023, expanding at a compound annual growth rate (CAGR) of ~13.73% from FY 2019 to FY 2023.

The brokerage industry in India is transitioning to a fee-based model, from the earlier transaction-based one. With this shift, brokers are now offering new services, including investment and wealth management advisory.

There is also an increased focus on fund-based activities, such as margin funding. This is helping broker firms generate sustainable earnings. They are also expanding the range of products and services to strengthen client relationships.

Technological advances have also supported increasing participation in equity markets. Fintech companies are increasingly playing a significant role in the growth of the capital markets, backed by increased usage of smartphones and low cost high speed internet connection. Retail investors, especially millennial and Gen-Z, who are increasingly getting drawn to intuitive and extremely powerful mobile trading apps. New-age brokers, who offer seamlessness and convenience, are fast acquiring a growing base of young, new-to-market clients.

The broking industry, on the whole, is transitioning from a volume-based to a order-based revenue model that offers services such as investment advisory and wealth management. The role of the broker has evolved from being facilitators of trading to one providing a holistic platform that not just provides the new age investors with an opportunity to invest in stocks, but offers other products helping them create wealth over their lifetimes.

D. Industry structure and development:

The principal activities of the Company are:

The Company carries on the Business of an Investment Company and to invest in and acquire and hold and otherwise deal in shares, stocks, debentures, debenture-stocks, bonds, obligations and securities and the business of Merchant Banking, Underwriting and Share-Broking.

E. Opportunities and Threats:

Opportunities:

- A bull market provides opportunities to earn profits from investment and trading activity.
- With shifting educational reforms and government regulations aimed at educating investors and raising trading awareness among the general public, there is a growing opportunity for stock brokerage firms.
- Distribution and wealth management businesses are expected to benefit from rising income levels of our target and existing customer segment, being young working class and self-employed professionals, entrepreneurs and increasing financialisation and equalization of savings.

Threats:

- The competition has increased from Domestic and other developed countries.
- Because firms can enter and quit an industry with few limitations, the number of substitutes in the same product line at different prices poses a risk of losing the investor base.
- Threats for this Industry are very common and every person is aware of the threats and the risks involved with this Industry.

F. Segment-wise or Product-wise performance:

The Company is primarily engaged in single segment i.e. Security Trading & Brokerage.
The Turnover of the Company for the Financial Year 2022-23 is Rs. 96.54 Lakhs

G. Future Outlook:

The Company presents the analysis of the Company for the year 2022-23 & its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic & other developments, both in India and abroad.

H. Internal control systems and their adequacy:

The Company has taken adequate preventive and precautionary measures to overcome all negative factors responsible for low trend to ensure steady growth.

I. Discussion on financial performance with respect to operational performance:

The financial performance of the Company for the Financial Year 2022-23 is described in the Directors' Report of the Company.

J. Material developments in Human Resources / Industrial Relations front including number of people employed:

The cordial employer - employee relationship also continued during the year under the review. The Company has continued to give special attention to human resources.

K. MATERIAL FINANCIAL AND COMMERCIAL TRANSACTIONS:

During the year there were no material financial or commercial transactions.

L. KEY FINANCIAL RATIOS:

In accordance with the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2018 (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in Key sector-specific financial ratios. In this regard, the Company has no significant changes in any key sector-specific financial ratios to report.

M. HUMAN RESOURCES:

These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company operations include global and domestic demand supply conditions, Government regulations, tax regimes, economic developments and other factors such as litigation and business relations.

N. Caution Statement:

Statements made in the Management Discussion and Analysis describing the various parts may be “forward looking statement” within the meaning of applicable securities laws and regulations. The actual results may differ from those expectations depending upon the economic conditions, changes in Government. Regulations and amendments in tax laws and other internal and external factors.

Registered Office:

17, Suhas Nagar Society,
Nr. Dinesh Hall,
Ashram Road, Ahmedabad - 380 009

Place: Ahmedabad

Date: 13th July, 2023

**By the Order of the Board of
Bridge Securities Limited**

Sd/-

Pragnesh Shah

Managing Director

DIN: 00144888

Sd/-

Vishal shah

Director

DIN:08043698

MARKET PRICE INFORMATION

The Equity Shares are listed on the BSE Limited. The Rights Equity Shares will be listed on the Stock Exchange pursuant to this Issue. For further details, please see “*Terms of the Issue*” on page 146 of this Letter of Offer. We have received In-principle Approval for listing of the Rights Equity Shares on the Stock Exchange to be issued pursuant to the Issue from BSE Limited vide letter dated [•]. Our Company will also make application to BSE Limited to obtain the trading approval from the stock exchange for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

For the purpose of this section, unless otherwise specified:

1. Year is a Financial Year;
2. Average price is the average of the daily closing prices of our Equity Shares for the year, or the month, as the case maybe;
3. High price is the maximum of the daily high prices and low price is the minimum of the daily low prices of our Equity Shares, for the year, the month, or the week, as the case may be; and
4. In case of two days with the same high/low/closing price, the date with higher volume has been considered.

Stock Market Data of the Equity Shares

- a) The following table sets forth the high, low and average market prices of the Equity Shares recorded on the BSE Limited during the preceding three years and the number of the Equity Shares traded on the days of the high and low prices were recorded.

Year	Open (Rs.)	High (Rs.)	Low (Rs.)	Close (Rs.)	No. of Shares	No. of Trades	Total Turnover (Rs.)	Average price for the year (Rs.)
2021	7.98	71.15	3.95	26.15	43,58,386	34,753	19,38,33,113	37.55
2022	27.45	28.80	7.30	8.29	41,51,987	33,412	6,66,21,119	18.05
2023	8.11	13.79	5.15	12.00	10,00,700	3,947	84,70,247	9.47

- b) Monthly high and low prices for the six months preceding the date of filing this Letter of Offer with BSE Limited:

Month	Open (Rs.)	High (Rs.)	Low (Rs.)	Close (Rs.)	No. of Shares	No. of Trades	Total Turnover (Rs.)	Average price for the month (Rs.)
April, 2023	6.88	9.00	5.81	6.75	63,773	327	4,57,718	7.41
May, 2023	6.75	8.00	6.30	7.44	64,658	327	4,63,204	7.15
June, 2023	6.54	7.45	6.17	7.38	86,070	376	5,95,756	6.81
July, 2023	6.51	9.10	6.05	6.71	1,97,099	508	13,42,220	7.58
Aug, 2023	6.75	13.79	5.35	9.85	3,38,510	843	36,15,977	9.57
September, 2023	9.90	12.70	9.36	12.15	93,950	351	10,96,629	11.03

Total number of days of trading during the preceding six months: Total Number of days traded during 01/04/2023 to 30/09/2023 - 120 days.

- c) Market price of Equity shares immediately after the date on which the resolution of the Board of Directors approving the Issue: The closing market price of the Equity Shares of the Company on BSE Limited, as on 25th September, 2023 (being a day immediately after the date on which resolution of Board of Directors was passed for approving Rights issue) was Rs. 12.48/-

The Issue Price is Rs. [•] per Rights Equity Share and has been arrived at by our Company prior to the determination of the Record Date [•]

SECTION VIII – LEGAL AND OTHER REGULATORY INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as disclosed below, there are no outstanding litigations involving our Company whose financial statements are included in the Letter of Offer, either separately or in a consolidated form including, suits, criminal or civil proceedings and taxation related proceedings that would have a material adverse effect on our operations, financial position or future revenues. In this regard, please note the following:

- *In determining whether any outstanding litigation against our Company, other than litigation involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings relating to economic offences against our Company, would have a material adverse effect on our operations or financial position or impact our future revenues, we have considered all pending litigations involving our Company, other than criminal proceedings, statutory or regulatory actions, as 'material';*
- *For the purpose of determining materiality, the threshold shall be determined by the issuer as per requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*

Unless stated to the contrary, the information provided below is as of the date of this Letter of Offer.

A. LITIGATION INVOLVING THE COMPANY

(a) Criminal proceedings against the Company

As on the date of this Letter of Offer, there are no outstanding criminal proceedings initiated against the Company.

(b) Criminal proceedings filed by the Company

As on the date of this Letter of Offer, there are no outstanding criminal proceedings initiated by the Company.

(c) Actions by statutory and regulatory authorities against the Company

As on the date of this Letter of Offer, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

(d) Tax Proceedings

(i) Direct Tax:

INCOME TAX		
Assessment Year	Tax Liability (in `Lacs)	Date of order
Income Tax		
2021-22	3.77	13-06-2022
Total	3.77	

(ii) Indirect Tax - NIL

(e) Other pending material litigations against the Company

As on the date of this Letter of Offer, there are no outstanding litigations initiated against the Company, which have been considered material by the Company in accordance with the Materiality Policy.

(f) Other pending material litigations filed by the Company

As on the date of this Letter of Offer, there are no outstanding litigations initiated by the Company, which have been considered material by the Company in accordance with the Materiality Policy.

B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY

(a) Criminal proceedings against the Promoters & Directors of the Company

As on the date of this Letter of Offer, there are no outstanding criminal proceedings against the Promoters & Directors of the Company.

(b) Criminal proceedings filed by the Promoters & Directors of the Company

As on the date of this Letter of Offer, there are no outstanding criminal proceedings initiated by the Promoters and Directors of the Company.

(c) Actions by statutory and regulatory authorities against the Promoters & Directors of the Company

As on the date of this Letter of Offer, there are no outstanding actions by statutory or regulatory authorities initiated against the Promoters & Directors.

(d) Tax Proceedings:

- (i) Direct Tax – Nil
- (ii) Indirect Tax – NIL

(e) Disciplinary action against our Director by SEBI or any stock exchange in the last five Fiscals

ADJUDICATING OFFICER SECURITIES AND EXCHANGE BOARD OF INDIA			
Name of Director	Penalty (in `Lacs)	Regulation Violated	Penal Provision
Harshad Panchal	18	Regulation 3 (a), (b), (c) & (d) Regulation 4(1), read with 4(2) (a), (b), (e) of the PFUTP Regulations, 2003	15HA of the SEBI Act, 1992

(e) Other pending material litigations against the Promoters & Directors of the Company

As on the date of this Letter of Offer, there are no outstanding litigations initiated against the Directors, which have been considered material by the Company in accordance with the Materiality Policy.

(f) Other pending material litigations filed by the Promoters & Directors of the Company

As on the date of this Letter of Offer, there are no outstanding litigations initiated by the Directors, which have been considered material by the Company in accordance with the Materiality Policy.

C. LITIGATIONS INVOLVING THE GROUP COMPANIES WHICH CAN HAVE A MATERIAL IMPACT ON OUR COMPANY

(a) Criminal proceedings against our Group Companies

As on the date of this Letter of Offer, there are no outstanding criminal proceedings initiated against our Group Companies.

(b) Criminal proceedings filed by our Group Companies

As on the date of this Letter of Offer, there are no outstanding criminal proceedings initiated by our Group Companies.

(c) Actions by statutory and regulatory authorities against our Group Companies

As on the date of this Letter of Offer, there are no outstanding actions by statutory or regulatory authorities initiated against our Group Companies.

(d) Tax Proceedings

- (i) Direct Tax- NIL
- (ii) Indirect Tax - NIL

(e) Other pending material litigations against our Group Companies

As on the date of this Letter of Offer, there are no outstanding litigations initiated against our Group Companies, which have been considered material by the Company in accordance with the Materiality Policy.

(f) Other pending material litigations filed by our Group Companies

Except as mentioned below, as on the date of this Letter of Offer, there are no outstanding litigations initiated by our Group Companies, which have been considered material by the Company in accordance with the Materiality Policy.

Outstanding Litigations involving the Company or involving any other person or Company whose outcome may have a material adverse effect on the Company's results of operations or financial position.

Except as described above, as on date of this Letter of Offer, there are no outstanding litigations involving the Company, or involving any other person or Company whose outcome may have a material adverse effect on the Company's results of operations or financial position.

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years.

Pending proceedings initiated against our Company for economic offences.

There are no pending proceedings initiated against our Company for economic offences.

Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous Companies enactment in the last 5 years against our Company.

There are no inquiries, investigations etc. instituted under the Companies Act or any previous Companies enactment since incorporation against our Company.

Material Fraud against our Company in the last five years

There has been no material fraud committed against our Company since incorporation.

Fines imposed or compounding of offences for default

There are no fines imposed or compounding of offences for default or outstanding defaults.

Non-Payment of Statutory Dues

Except as disclosed in the chapter titled "Financial Statements" beginning on page 107 there are have been no defaults or outstanding defaults in the payment of statutory dues payable under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees State Insurance Act, 1948.

Material Developments occurring After Last Balance Sheet Date

Except as disclosed in Chapter titled "Management's Discussion & Analysis Report" beginning on page 132 of this Letter of Offer, there have been no material developments that have occurred after the Last Balance Sheet date.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Letter of Offer) and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake the Offer and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Offer or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Letter of Offer.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following statement sets out the details of licenses, permissions and approvals taken by us under various central and state laws for carrying out our business.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for this Issue

The Issue has been authorized by a resolution of Board of Directors of our Company passed at their meeting held on 23rd September, 2023 pursuant to Section 62(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

Our Board in its meeting held on 23rd September, 2023 has approved to issue upto [•] Equity Shares to the Eligible Equity Shareholders on Right Issue basis and then after Rights Issue Committee (authorized by Board) in their meeting held on 23rd September, 2023 approved issue of Equity Shares on Rights Issue basis at Rs. [•] per Equity Share, in the ratio of [•] Rights Equity Shares for every [•] Fully Paid-up Equity Shares as held by Eligible Equity Shareholders on the Record Date i.e. [•]. The Issue Price of [•] per Equity Share has been arrived at prior to determination of the Record Date i.e. [•].

This Draft Letter of Offer has been approved by our Board pursuant to their resolution dated October 25, 2023.

On application, investors will have to pay Rs. [•] per Rights Equity share which constitutes [•] of the Issue price and the balance Rs. [•] per Rights Equity share which constitutes [•] of the Issue price, will have to be paid, on one or more subsequent call(s), as determined by our Board or the Rights Issue Committee, at its sole discretion.

Our Company has received “In-Principle Approval” from BSE Limited vide its letter dated [•] in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Rights Equity Shares to be allotted in this Issue. Our Company will make application to BSE Limited to obtain its listing and trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN [•] for the Rights Entitlements to be credited to the respective Demat accounts of the Equity Shareholders of our Company. For details, see “Terms of the Issue” beginning on page 146 of the Letter of Offer.

Association of our Directors with Securities Market

We confirm that none of our Director(s), Promoter(s) or Promoter Group are associated with the Securities Market in any manner except for trading on day to day basis for the purpose of investment.

Prohibition by SEBI and other Governmental Authorities

Our Company, our Promoter, our Directors and persons in control of our Company have not been prohibited from accessing the Capital Market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Letter of Offer.

Neither our Promoters, nor any of our Director(s) or persons in control of our Company were or are a promoter, director or person in control of any other Company which is debarred from accessing the Capital Market under any order or directions made by the SEBI or any Securities Market Regulator in any other jurisdiction or any other authority/court. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

None of our Directors or Promoter is associated with the Securities Market in any manner.

Neither our Promoters nor our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

Prohibition by RBI

Neither our Company, nor our Promoter, and Directors have been categorized or identified as willful defaulters by any Bank or Financial Institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

Compliance with Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, our Promoter are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent it may be applicable to them as on date of this Letter of Offer.

Eligibility for the Issue

Our Company is a Listed Company incorporated under the Indian Companies Act, 1956. Our Equity Shares are presently listed on BSE Limited (BSE). Our Company undertakes to make an application to BSE Limited (BSE) for listing of the Rights Equity Shares to be issued pursuant to this Issue.

Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations, 2018

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, 2018 to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, 2018, our Company undertakes to make an application to the Stock Exchange and has received the “**In-Principle Approval**” vide its letter dated [•] for listing of the Rights Equity Shares to be issued pursuant to this Issue. BSE Limited (BSE) is the Designated Stock Exchange for this Issue.

Disclaimer clause of SEBI

This Letter of Offer has not been filed with SEBI in terms of SEBI ICDR Regulations as the size of issue is not exceeding Rs. 5,000.00 Lakhs, however this letter of offer will be filed with SEBI for information and dissemination purpose.

Disclaimer from our Company and our Directors

Our Company accept no responsibility for statements made otherwise in the Letter of Offer or in any advertisement or other material issued by our Company or by any other person at the instance of our Company anyone placing reliance on any other source of information would be doing so at his/her own risk.

Investors who invest in this Issue will be deemed to have represented by our Company and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity shares of our Company, and are relying on independent advice/evaluation as to their ability and quantum of investment in this Issue.

Disclaimer in respect of Jurisdiction

This Letter of Offer has been prepared under the provisions of Indian law and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Ahmedabad, India only.

Disclaimer clause of BSE

As required, a copy of this Letter of Offer has been submitted to BSE Limited. The Disclaimer clause as intimated by BSE Limited to us, post scrutiny of this Letter of Offer is set out below:

“BSE Limited (**“the Exchange”**) has given, vide its letter reference no. [●] dated [●] permission to this Company to use the Exchange’s name in this Letter of Offer as the stock exchange on which this Company’s securities are proposed to be listed. The Exchange has scrutinized this Letter of Offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- (i) Warrant, certify or endorse the correctness or completeness of any of the contents of this Letter of Offer; or
- (ii) Warrant that this Company’s securities will be listed or will continue to be listed on the Exchange; or
- (iii) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this Letter of Offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.”

Neither the delivery of this Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company’s affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information. Each person who exercises Rights Entitlements and subscribes for Equity Shares, or who purchases Rights Entitlements or Equity Shares shall do so in accordance with the restrictions set out below.

Designated Stock Exchange

The Designated Stock Exchange for the purpose of the Issue is BSE Limited.

Listing

Our Company will apply to BSE Limited for final approval of listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

Selling Restrictions

This Letter of Offer is solely for the use of the person who has received it from our Company or from the Registrar. This Letter of Offer is not to be reproduced or distributed to any other person.

In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 to achieve Minimum Public Shareholding and RE’s shall be issued to eligible equity shareholders as on the Record date i.e. [●].

In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 in order to achieve Minimum Public Shareholding. The Copy of this letter of Offer will be dispatch to the eligible equity shareholders as on the Record date i.e. [●].

The distribution of this Letter of Offer, Abridged Letter of Offer, Application Form, the Rights Entitlement Letter and the issue of Rights Entitlements and Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons in to whose possession this Letter of Offer, Abridged Letter of Offer Application Form and the Rights Entitlement Letter may come are required to inform themselves about and serve such restrictions. Our Company is making this Issue on a rights basis to the Eligible Public Equity Shareholders of our Company and will dispatch the Letter of Offer, Abridged Letter of Offer, Application Form and the Rights Entitlement Letter only to Eligible Equity Shareholders who have provided an Indian address to our Company.

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of the Letter of Offer, Abridged Letter of Offer or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that this Letter of Offer has been filed with BSE and will be submitted to SEBI for information and dissemination.

Accordingly, the Rights Entitlement or Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer or any offering materials or advertisements in connection with the Issue or Rights Entitlement may not be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Letter of Offer and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. If this Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to in this Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Equity Shares or Rights Entitlement.

Neither the delivery of this Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information. Each person who exercises Rights Entitlements and subscribes for Equity Shares, or who purchases Rights Entitlements or Equity Shares shall do so in accordance with the restrictions set out below.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND EQUITY SHARES REFERRED TO IN THE LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANYTIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. Envelopes containing an Application Form should not be post marked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and this Letter of Offer, Abridged Letter of Offer, Application Form and the Rights Entitlement Letter will be dispatched to the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires the Rights Entitlements and the Equity Shares will be deemed to have declared, represented, warranted and agreed, by accepting the delivery of the Letter of Offer, (i) that it is not and that, at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made; and (ii) is authorised to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws, rules and regulations.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed "Overseas Shareholders" to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; (iii) where our Company believes acceptance of such

Application Form may in fringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

None of the Rights Entitlements or the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws in the United States. Accordingly, the Rights Entitlements and Equity Shares are being offered and sold only outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.

NO OFFER IN ANY JURISDICTION OUTSIDE INDIA

NO OFFER OR INVITATION TO PURCHASE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN, PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES. THE OFFERING TO WHICH THIS LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN ANY JURISDICTION OUTSIDE INDIA OR AS A SOLICITATION THERE IN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THIS LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR IN TO ANY OTHER JURISDICTION AT ANYTIME.

Consents

Consents in writing of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Legal Advisors to the Issue, Advisors to the Issue, Tax Advisors to the Issue, Statutory Auditor of the Company, Bankers to the Company, Registrar to the Company, Registrar to the Issue and the Bankers to the Issue to act in their respective capacities, have been obtained and such consents have not been withdrawn upto the date of this Letter of Offer.

Expert Opinion

Except for the reports of the Auditor of our Company on the Audited Financial Information and Statement of Tax Benefits, included in the Letter of Offer, our Company has not obtained any expert opinions.

Performance vis-a-vis objects – Public / Rights Issue of our Company

Our Company has not made any rights issues or public issues during the five years immediately preceding the date of this Letter of Offer.

Performance vis-a-vis objects–last issue of listed Subsidiaries or Associates

As of the date of this Letter of Offer, our Company does not have any Subsidiary or Associate Company.

Stock Market data of the Equity shares

Our Equity Shares are listed and traded on BSE. For details in connection with the stock market data of the Stock Exchanges, please refer to the chapter titled “**Market Price Information**” on page 132 of this Letter of Offer.

Filing

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Letter of Offer has been filed with BSE and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with BSE.

As on the date of this Letter of Offer, there were no outstanding Investor complaints. As mentioned, our Company is registered with the SCORES. Consequently, Investor grievances are tracked online by our Company. The average time taken by the Registrar to the Issue for attending to routine grievances will be within 15 (Fifteen) days from the date of receipt. In case of non-routine grievances where verification at other agencies is involved, it would be the endeavor of the Registrar to the Issue to attend to them as expeditiously as possible. We undertake to resolve the investor grievances in a time bound manner.

Mechanism for redressal of Investor grievances

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI LODR Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. CIR/ OIAE/ 2/ 2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights. R&D Infotech Private Limited is our Registrar and Share Transfer Agent. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

Investor complaints received by our Company are typically disposed of within 15 days from the receipt of the complaint.

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-issue or post-issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photo copy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, see "Terms of the Issue" beginning on page 143. The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer are as follows:

Investor Grievances arising out of this Issue Investors may contact the Registrar to the Issue at:

Registrar to the Issue

CAMEO CORPORATE SERVICES LIMITED

Subramanian Building, 1 Club House Road, Chennai - 600 002

Tel: +91-44-40020700

Email: rights@cameoindia.com

Investor Grievance Email id: investor@cameoindia.com

Website: <https://cameoindia.com/>

Contact Person: Ms. K. Sreepriya

SEBI Registration No: INR000003753

CIN: U67120TN1998PLC041613

Investors may contact the Company Secretary and Compliance Officer at the below mentioned address for any pre-issue/post-issue related matters such as non-receipt of Letters of Allotment/share certificates/demat credit/ Refund Orders etc.

Mr. Ashish Sharda is Company Secretary and Compliance Officer of the Company.

TERMS OF THE ISSUE

This section is for the information of the Eligible Equity Shareholders proposing to apply in this Issue. The Eligible Equity Shareholders should carefully read the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. The Eligible Equity Shareholders are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Relaxation Circulars, the Eligible Equity Shareholders proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this Letter of Offer.

The Eligible Equity Shareholders are requested to note that application in this issue can only be made through ASBA facility.

This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA alongwith rules, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications, circulars and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with Stock Exchanges and the terms and conditions as stipulated in the Allotment Advice.

Important:**1. Dispatch And Availability of Issue Materials**

In accordance with the SEBI ICDR Regulations, SEBI circulars SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, Circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 (“SEBI Rights Issue Circulars”) the SEBI Relaxation Circulars, our Company will send, only through email, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material to the email addresses of all the Eligible Equity Shareholders who have provided their email address to our Company. will be sent/dispatched only to the Eligible Equity Shareholders who have provided Indian address. This Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their email addresses to our Company. In case email address of any Eligible Equity Shareholder is not available, our Company will make reasonable efforts to dispatch the Rights Entitlement Letter along with the Abridged Letter of Offer and the Application Form only to the Indian address, if provided, of such Eligible Equity Shareholder.

Shareholders can access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

- (i) Our Company at www.bridgesec.co.in/;
- (ii) The Registrar to the Issue at <https://cameoindia.com/>;
- (iii) The Stock Exchanges at www.bseindia.com.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue (i.e., <https://cameoindia.com/>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e., www.bridgesec.co.in).

Further, our Company will undertake all adequate steps to reach out to the Eligible Equity Shareholders.

Please note that neither our Company nor the Registrar to the Issue shall be responsible for non-dispatch of physical copies of Issue materials, including this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non - availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

The distribution of this Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of

Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with the Stock Exchanges. Accordingly, the Rights Entitlements and Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).

2) Facilities for Application in this Issue:

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, and SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 (Collectively hereafter referred to as “**SEBI Rights Issue Circulars**”) and SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011 and the SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (Collectively hereafter referred to as “**ASBA Circulars**”), all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process.. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 and SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 our Company will make use of advertisements etc., including in the form of crawlers/ tickers, to disseminate information relating to the Application process in India.

PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue on the basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see "*Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*" below.

Please note that one single Application Form shall be used by Shareholders to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Shareholders who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Shareholders will have to apply for the Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Shareholders are required to submit a separate Application Form for each demat account.

Shareholders may apply for the Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online / electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein, the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB;

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online / electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see "- Grounds for Technical Rejection" below. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see "- Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process" below.

Options available to the Eligible Equity Shareholders:

Details of each Eligible Equity Shareholders RE will be sent to the Eligible Equity shareholder separately along with the Application Form and would also be available on the website of the Registrar to the Issue at <https://cameoindia.com/> and link of the same would also be available on the website of our Company at www.bridgesec.co.in Respective Eligible Equity Shareholder can check their entitlement by keying their requisite details therein. The Eligible Equity Shareholders will have the option to:

- Apply for his Rights Entitlement in full;
- Apply for his Rights Entitlement in part (without renouncing the other part);
- Apply for his Rights Entitlement in full and apply for additional Rights Equity Shares;
- Apply for his Rights Entitlement in part and renounce the other part of the Rights Equity Shares; and
- Renounce his Rights Entitlement in full.

In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar to Issue or our Company at least two working days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in Section Terms of the Issue- ***“Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form”*** and ***“Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner”*** on pages 152 and 170 respectively. ***Making of an Application through the ASBA process***

A shareholder, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Shareholders desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online / electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Shareholders should ensure that they have correctly submitted the Application Form and have provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link. Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

Acceptance of this Issue

Investors may accept this Issue and apply for the Rights Equity Shares submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 P.M. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Do's for Shareholders applying through ASBA:

- a) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Equity Shares will be allotted in the dematerialized form only.

- b) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- c) Ensure that there are sufficient funds (equal to {number of Equity Shares (including additional Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- d) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.
- e) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- f) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- g) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

Don'ts for Shareholders applying through ASBA:

- a) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- b) Do not send your physical Application to the Registrar to the Issue, the Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- c) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
- d) Do not submit Application Form using third party ASBA account.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar to the Issue and Stock Exchanges. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.

Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his / her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- a) Name of our Company, being Bridge Securities Limited;
- b) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- c) Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) / DP and Client ID;
- d) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue
- e) Number of Equity Shares held as on Record Date;
- f) Allotment option – only dematerialized form;
- g) Number of Equity Shares entitled to;
- h) Number of Equity Shares applied for within the Rights Entitlements;

- i) Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- j) Total number of Equity Shares applied for;
- k) Total amount paid at the rate of Rs. 10/- per Equity Share;
- l) Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- m) In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- n) Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- o) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- p) All such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States."

"I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not in the United States and understand that neither us, nor the Registrar or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction."

"I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence."

"I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act."

"I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act."

"I/We acknowledge that the Company, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where a Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investors. The plain paper Application form at will be available on the website of the Registrar to the Issue at <https://cameoindia.com/>

Our Company and the Registrar to the Issue shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Shareholders' ASBA Accounts on or before the Issue Closing Date.

Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. [•] and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar to the Issue or our Company in the manner provided on the website of the Registrar to the Issue at <https://cameoindia.com/> at least two working days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date i.e. [•]. They may also communicate with the Registrar with the help of the helpline number +91-44-40020710/0706/0741 and their email address investor@cameoindia.com.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar to the Issue, shall be credited in a demat suspense escrow account opened by our Company.

In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date, i.e. [•], desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Such Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in Section Terms of the Issue- ***“Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form” and “Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner” on pages 152 and 170 respectively.***

Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form:

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date i.e. [•] and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account alongwith copy of self- attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two working days prior to the Issue Closing Date i.e. [•]
- b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts atleast one day before the Issue Closing Date i.e. [•]
- (c) The Eligible Equity Shareholders can access the Application Form from:

- the website of the Registrar to the Issue at <https://cameoindia.com/>
- our Company at www.bridgesec.co.in/; and
- the Stock Exchange at www.bseindia.com.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue (i.e., <https://cameoindia.com/>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e. [www.bridgesec.co.in /](http://www.bridgesec.co.in/));

The Eligible Equity Shareholders shall, who are, (a) Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date, and who have not furnished the details of their demat account to the Registrar to the Issue or our Company at least two working days prior to the Issue Closing Date i.e. [•], may apply in this Issue during the Issue Period, on or before the Issue Closing Date i.e. [•]. Such resident Eligible Equity Shareholders may be required to submit address, email address, contact details, copy of PAN and Client Master List, for verification of their Application. Further, such resident Eligible Equity Shareholder can:

- (a) apply for its Rights Equity Shares to the full extent of its Rights Entitlements;
- (b) apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); and
- (c) apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares.

PLEASE NOTE THAT NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE I.E. [•] AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

For details of credit of the Rights Equity Shares to such resident Eligible Equity Shareholders, see “*Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner*” on page 170.

Application for Additional Equity Shares

Shareholders are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalized in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “Basis of Allotment” mentioned below.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Additional general instructions for Shareholders in relation to making of an application

- (a) Please read the Letter of Offer and Application Form carefully to understand the Application process and applicable settlement process.
- (b) In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date i.e. August 16, 2023, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Such Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in Section Terms of the Issue- “*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*” and “*Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner*” on pages 157 and 177 respectively.
- (c) Please read the instructions on the Application Form sent to you.
- (d) The Application Form can be used by both the Eligible Equity Shareholders and the Renouncees.
- (e) Application should be made only through the ASBA facility.
- (f) Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected.
- (g) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section “*Application on Plain Paper under ASBA process*” page 166.
- (h) In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either

the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

- (i) An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application.
- (j) Applications should be (i) submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, Please note that on the Issue Closing Date i.e. August 18, 2023, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.
- (k) Applications should not be submitted to the Bankers to the Issue or Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar.
- (l) In case of Application through ASBA facility, Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form.
- (m) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be “suspended for credit” and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.
- (n) In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not acceptable for application through ASBA process. In case payment is made in contravention of this, the Application will be deemed invalid and the Application Money will be refunded and no interest will be paid thereon.
- (o) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.
- (p) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.
- (q) All communication in connection with Application for the Rights Equity Shares, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio numbers/DP ID and Client ID and Application Form number, as applicable. In case of any change in address of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.
- (r) Only persons outside restricted jurisdictions and who are eligible to subscribe for Rights Entitlement and Rights Equity Shares under applicable securities laws are eligible to participate.
- (s) Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, Applications made through ASBA facility may be submitted at the Designated Branches of the SCSBs. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.
- (t) In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in

own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications.

Do's:

- (a) Ensure that the Application Form and necessary details are filled in.
- (b) Except for Application submitted on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, each Applicant should mention their PAN allotted under the Income-tax Act.
- (c) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects.
- (d) Investors should provide correct DP ID and client ID/ folio number while submitting the Application. Such DP ID and Client ID/ folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.

Don'ts:

- (a) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- (b) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- (c) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- (d) Do not pay the Application Money in cash, by money order, pay order or postal order.
- (e) Do not submit multiple Applications.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

- (a) DP ID and Client ID mentioned in Application not matching with the DP ID and Client ID records available with the Registrar.
- (b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- (c) Sending an Application to the Registrar, Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB or our Company.
- (d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- (e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- (f) Account holder not signing the Application or declaration mentioned therein.
- (g) Submission of more than one application Form for Rights Entitlements available in a particular demat account.
- (h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
- (i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).

- (j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minorshaving valid demat accounts as per the demographic details provided by the Depositories.
- (k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- (l) Application Forms which are not submitted by the Investors within the time periods prescribed in the ApplicationForm and the Letter of Offer.
- (m) Physical Application Forms not duly signed by the sole or joint Investors.
- (n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal orderor outstation demand drafts.
- (o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
- (p) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- (q) Applicants holding physical shares not submitting the documents. (s) Application from investors who do not hold Rights Entitlement (REs) as on issue closing date in the demat account from which application is submitted.
- (r) Applications supported by amounts blocked from a third party bank account

IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE i.e. [•]. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.

Investors applying under this Issue should note that on the basis of name of the Investors, Depository Participant's name and identification number and beneficiary account number provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Hence, Investors applying under this Issue should carefully fill in their Depository Account details in the Application.

These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. By signing the Application Forms, the Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

The Allotment advice and the email intimating unblocking of ASBA Account or refund (if any) would be emailed to the address of the Investor as per the email address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs or Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such Application Forms s are liable to be rejected.

Applications by non-resident Shareholders.

Payment from third party bank accounts.

Multiple Applications

A separate Application can be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Applications shall not be treated as multiple applications. For details, see “*Investment by Mutual Funds*” below on page 159.

In cases where multiple Applications are submitted, including cases where an Investor submits Application Forms along with a plain paper Application or multiple plain paper Applications, such Applications shall be treated as multiple applications and are liable to be rejected (other than multiple applications submitted by any of the Promoters or members of the Promoter Group to meet the minimum subscription requirements applicable to the Issue as described in “*Capital Structure*” on page 45.

No separate Application Forms for Rights Equity Shares in physical and/or dematerialized form should be made. If such Application Forms are made, the Application Forms for Rights Equity Shares in physical form the Equity Shares will be treated as multiple Application Forms and is liable to be rejected.

Authority for the Issue

The Issue has been authorized by a resolution of Board of Directors of our Company passed at their meeting held on September 23, 2023 pursuant to Section 62(1)(a) of the Companies Act.

The Board of Directors in their meeting held on September 23, 2023 have determined and altered the Issue Price at ₹ [•]. per Equity Share and the Rights Entitlement as [•]. Rights Equity Share for every [•]. fully paid-up Equity Shares held on the Record Date i.e. [•].

Our Company has received in-principle approval from BSE in accordance with Regulation 28 of the SEBI Listing Regulations for listing of the Rights Equity Shares to be allotted in the Issue pursuant to letter dated [•].

Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio Shareholders and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the Shareholders will also be required to comply with applicable reporting requirements.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event(i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iii) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

1. Such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
2. Prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

Procedure for Applications by AIFs, FVCIs, VCFs and FDI route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e any investment which would result in the investors holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are in eligible to participate in this Issue under applicable securities laws and also from NRIs in Restricted Jurisdictions.

NRI may please note that only such Applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The NRIs who intend to make payment through NRO accounts shall use the Application form meant for resident Indians and shall not use the Application forms meant for reserved category.

As per the FEMA Rules, an NRI or Overseas Citizen of India ("OCI") may purchase or sell capital instruments of a listed Indian Company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian Company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian Company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporate in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Shareholders"), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Shareholders will also require prior approval of the Government of India and each Shareholder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Shareholders shall intimate our Company and the Registrar about such approval within the Issue Period.

NRI can make application in Rights Issue only through ASBA mode. In addition, NRI who is applying in the Rights Issue shall provide their Indian Postal Address to our Company on Securitiesbridge@gmail.com or to RTA on rights@cameoindia.com through email or through any mode through courier/registered post. The details of Indian Postal Address should be supported with Utility Bill, Aadhar Card, Bank Statement revealing the Indian Address prior to closing of Rights Issue i.e. [●].

Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

Procedure for Applications by Systemically Important Non-Banking Financial Companies ("NBFC-SI")

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) Networth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Payment by stock invest

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest Scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is [●], i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB on or before the Issue Closing Date or such date as maybe extended by our Board or any committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Basis of Allotment" mentioned below.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5:00 P.M. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and or such extended time as permitted by the Stock Exchange.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Shareholders can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

Withdrawal of Application

An investor who has applied in this Issue may withdraw their application at any time during Issue Period by approaching the SCSB where application is submitted. However, no investors applying through ASBA facility, may withdraw their application post the Issue Closing Date.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Equity Shares allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the investors within a period 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

Rights Entitlements

Eligible Equity Shareholders whose names appear as a beneficial owner in respect of the Equity Shares held in dematerialized form or appear in the register of members as an Equity Shareholder of our Company in respect of the Equity Shares held in physical form as on the Record Date, i.e., [●], are entitled to the number of Rights Equity Shares as set out in the Application Form at <https://cameoindia.com/>. The link for the same shall also be available on the website of our Company <http://www.bridgesec.co.in>. Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. If the Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. [●], have not provided the details of their demat accounts to our Company or to the Registrar, they are required to communicate with the Registrar to the Issue in the manner provided on their website i.e. <https://cameoindia.com/>. They may also communicate with the Registrar with the help of the helpline number (+91-44-40020710/0706/0741) and their email address is investor@cameoindia.com

Such Eligible Equity Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts, except in case of resident Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. [●].

In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 to achieve Minimum Public Shareholding and RE's shall be issued to eligible equity shareholders as on the Record date i.e. [●].

In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 in order to achieve Minimum Public Shareholding. The Copy of this letter of Offer will be dispatch to the eligible equity shareholders as on the Record date i.e. [●].

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form only to email addresses of Eligible Equity Shareholders who have provided an email address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

The Letter of Offer will be provided, only through email, by the Registrar to the Issue on behalf of our Company to the Eligible Equity Shareholders who have provided their email addresses to our Company or who are located

in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. The Letter of Offer, the Abridged Letter of Offer and the Application Form may also be accessed on the websites of the Registrar to the Issue and our Company through a link contained in the aforementioned email sent to email addresses of Eligible Equity Shareholders (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) and on the Stock Exchange websites. The distribution of the Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer will be filed with the Stock Exchange and submitted with SEBI for information and dissemination. Accordingly, the Rights Entitlements and Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed. Accordingly, persons receiving a copy of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer, the Abridged Letter of Offer.

the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations. If the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who acquires Rights Entitlements or makes an Application will be deemed to have declared, warranted and agreed, by accepting the delivery of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, that it is entitled to subscribe for the Rights Equity Shares under the laws of any jurisdiction which apply to such person.

Further, our Company will undertake all adequate steps to reach out the Eligible Equity Shareholders. However, our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date i.e. [●], our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, [●]) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date [●]; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date [●] where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings. Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details / records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar not later than two working days prior to the Issue Closing Date to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer.

RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

Renouncees

All rights or obligations of the Eligible Equity Shareholders in relation to Applications and refunds relating to the Issue shall, unless otherwise specified, apply to the Renouncee(s) as well.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favor of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer.

Applications by Overseas Corporate Bodies

By virtue of the Circular No. 14 dated September 16, 2003, issued by the RBI, Overseas Corporate Bodies ("OCBs"), have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to OCBs) Regulations, 2003.

Accordingly, the existing Eligible Equity Shareholders of our Company who do not wish to subscribe to the Rights Equity Shares being offered but wish to renounce the same in favour of Renouncee shall not be able to renounce the same (whether for consideration or otherwise), in favour of OCB(s). The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003, that OCBs which are incorporated and are not and were not at any time subject to any adverse notice from the RBI, are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000, under the foreign direct investment scheme with the prior approval of Government of India if the investment is through the government approval route and with the prior approval of RBI if the investment is through automatic route on case by case basis. Eligible Equity Shareholders renouncing their rights in favour of such OCBs may do so provided such Renouncee obtains a prior approval from the RBI. On submission of such RBI approval to our Company at our Registered Office, the OCB shall receive the Abridged Letter of Offer and the Application Form.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (**the "On Market Renunciation"**); or (b) through an off-market transfer (**the "Off Market Renunciation"**), during the Renunciation Period. The Shareholders should have the demat Rights Entitlements credited / lying in his / her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Shareholders may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Shareholders who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Shareholders / Investors.

a) On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading / selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the

same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN [•] subject to requisite approvals. Prior to the Issue Opening Date, [•] our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (One) Share. To clarify further, fractional entitlements are not eligible for trading.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [•] to [•] (both days inclusive).

The Shareholders holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN [•] and indicating the details of the Rights Entitlements they intend to trade.

The Shareholders can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account. The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

b) Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date i.e. [•] to enable Renouncees to subscribe to the Equity Shares in the Issue.

The Shareholders holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN [•], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Shareholders can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

MODE OF PAYMENT

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through the ASBA facility, the Shareholders agree to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Shareholders's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Shareholders in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds for this Letter of Offer. After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalization of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSCBC42/24.47.00/2003-04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Mode of payment for Resident Shareholders

All payments against the Application Forms shall be made only through ASBA facility or internet banking. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility or internet banking.

Mode of payment for Non-Resident Shareholders

As regards Applications by Non-Resident Investors, the following conditions shall apply:

- Individual non-resident Indian Applicants who are permitted to subscribe to Rights Equity Shares by applicable local securities laws can obtain Application Forms on the websites of the Registrar or our Company.

Note: In case of non-resident Eligible Equity Shareholders, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall be sent to their email addresses if they have provided their email address to our Company or if they are located in certain jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. The Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case, who make a request in this regard. Non-Resident Investors shall send their Right Entitlement credit request with ID proof to the Registrar to the Issue at rights@cameoindia.com.

- Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Equity Shares may be restricted by applicable securities laws.
- Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI.
- Eligible Non-Resident Equity Shareholders applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and Eligible Non-Resident Equity Shareholders applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non - Resident Ordinary (“NRO”) accounts for the full amount payable, at the time of the submission of the Application Form to the SCSB. Applications received from NRIs and non-residents for allotment of the Rights Equity Shares shall be inter alia, subject to the conditions imposed from time to time by the RBI under the FEMA in the matter of refund of Application Money, allotment of Rights Equity Shares and issue of letter of allotment. If an NR or NRI Investors has specific approval from RBI, in connection with his shareholding, he should enclose a copy of such approval with the Application Form.

BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE

The Rights Equity Shares are being offered for subscription for cash to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialized form and on the register of members of our Company in respect of our Equity Shares held in physical format the close of business hours on the Record Date [●].decided in consultation with the Designated Stock Exchange, but excludes persons not eligible under the applicable laws, rules, regulations and guidelines.

PRINCIPAL TERMS OF THE RIGHTS EQUITY SHARES ISSUED UNDER THIS ISSUE

Face Value

Each Rights Equity Share will have the face value of ₹ 10/-.

Issue Price

Each Rights Equity Share is being offered at a price of ₹ [●] per Rights Equity Share, payable in full on Application, in the Issue. The Issue Price has been arrived at by our Company prior to the determination of the Record Date. The Issue Price and other relevant conditions are in accordance with Regulation 10(4) of the SEBI Takeover Regulations. The Board of Directors at its meeting held on September 23, 2023 has determined and approved the Issue Price.

Rights Entitlement Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of [●] Rights Equity Share for every [●] Fully Paid-Up Equity Shares held on the Record Date i.e. [●]. The Board of Directors at its meeting held on September 23, 2023 has determined and approved the Rights Entitlement Ratio.

Rights of instrument holder

Each Rights Equity Share shall rank *pari passu* with the existing Equity Shares of the Company.

Terms of Payment

Full amount of ₹ [●] per Equity Share shall be payable on Application.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of [●] Equity Shares for every [●] fully paid-up Equity Shares held by the eligible equity shareholders of our Company on the Record Date i.e. [●]. For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or is not in multiples of [●], the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any.

Also, those Equity Shareholders holding less than [●] Equity Shares and therefore entitled to 'Zero' Rights Equity Share under this Issue shall be dispatched an Application Form with 'Zero' entitlement. Such Eligible Equity Shareholders are entitled to apply for Additional Rights Equity Shares and would be given preference in the Allotment of 1 (One) Additional Rights Equity Share, if such Equity Shareholders have applied for the Additional Rights Equity Shares. However, they cannot renounce the same to third parties. Application Forms with zero entitlement will be non- negotiable/non-renounceable.

Ranking

The Rights Equity Shares to be issued and allotted pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and the Articles of Association. The Rights Equity Shares to be issued and allotted pursuant to the Issue shall rank *pari passu* with the existing Equity Shares of our Company, in all respects including dividends.

Mode of payment of dividend

In the event of declaration of dividend, our Company shall pay dividend to the Eligible Equity Shareholders as per the provisions of the Companies Act and the provisions of the Articles of Association.

Listing and trading of the Equity Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchange. Unless otherwise permitted by the SEBI ICDR Regulations, the Equity Shares allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from the BSE through letter bearing reference number [●] dated [●]. Our Company will apply to the Stock Exchange for final approvals for the listing and trading of the Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Equity Shares or the price at which the Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on BSE (Scrip Code: 530249) under the ISIN: INE958C01017. The Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing / trading approvals from the Stock Exchange. Upon receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Equity Shares issued pursuant to this Issue shall be based on the current regulatory

framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchange, our Company shall refund through verifiable means / unblock the respective ASBA Accounts, the entire monies received / blocked within four days of receipt to intimation from the Stock Exchanges, rejecting the application for listing of the Equity Shares, and if any such money is not refunded / unblocked within four days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

Subscription to this Issue by our Promoter and members of the Promoter Group

For details of the intent and extent of the subscription by our Promoters and Promoter Group, see “***Capital Structure***” on page 45.

Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Rights Equity Shareholders

Subject to applicable laws, the Rights Equity Shareholders shall have the following rights:

- The right to receive dividend, if declared;
- The right to attend general meetings and exercise voting powers, unless prohibited by law;
- The right to vote in person or by proxy;
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive surplus on liquidation;
- The right to free transferability of Rights Equity Shares;
- The right to attend general meetings and exercise voting powers in accordance with law, unless prohibited by law; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act and Memorandum of Association and Articles of Association.

General Terms of the Issue

Market Lot

The Equity Shares of our Company are tradable only in dematerialised form. The market lot for Rights Equity Shares in dematerialised mode is one Equity Share. To clarify further, fractional entitlements are not eligible for trading.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the jointholders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the jointholders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

Nomination

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. An Investor can nominate any person by filling the relevant details in the Application Form in the space provided for this purpose.

Since the Allotment is in dematerialized form, there is no need to make a separate nomination for the Equity Shares to be allotted in this Issue. Nominations registered with the respective DPs of the Shareholders would prevail. Any Shareholder holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

Arrangements for Disposal of Odd Lots

The Equity Shares shall be traded in dematerialized form only and, therefore, the market lot of Rights Entitlements shall be One Equity Share.

New Financial Instruments

There are no new financial instruments like deep discount bonds, debentures with warrants, secured premium notes etc. issued by our Company.

Restrictions on transfer and transmission of shares and on their consolidation/splitting

There are no restrictions on transfer and transmission and on their consolidation / splitting of shares issued pursuant to this Issue.

However, the Investors should note that pursuant to provisions of the SEBI Listing Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not be effected unless the securities are held in the dematerialized form with a depository.

Notices

In accordance with the SEBI ICDR Regulations, SEBI Rights Issue Circulars and MCA General Circular No. 21/2020, our Company will send, only through email, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material to the email addresses of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. The Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their email addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case, who make a request in this regard.

Further, our Company will undertake all adequate steps to dispatch the physical copies of the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form. However, our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

All statutory notices, required by applicable laws, to the Eligible Equity Shareholders required to be given by our Company shall be published in one (1) English language national daily newspaper with wide circulation, one (1) Hindi language national daily newspaper with wide circulation and one (1) Gujarati (Regional) daily newspaper with wide circulation at the place where our Registered Office is situated.

Offer to Non-Resident Eligible Equity Shareholders / Shareholders

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Equity Shares to non-resident Equity Shareholders including additional Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Equity Shares and issue of Rights Entitlement Letters / letters of Allotment / Allotment advice. If a non-resident or NRI Shareholders has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at rights@cameoindia.com. It will be the sole responsibility of the Shareholders to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and Our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Equity Shares may be permitted under laws of such jurisdictions. Eligible Equity Shareholders can access this Letter Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable securities laws) from the websites of the Registrar, our Company and the Stock Exchanges. Further, Application Forms will be made available at Registered and Corporate Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Equity Shares purchased by non-residents shall be subject to the same

conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Equity Shares are issued on rights basis.

In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("OCBs") have been de recognized as an eligible class of Shareholders and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Shareholder being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting the irrespective copies of self-attested proof of address, passport, etc. at rights@camecoindia.com.

ALLOTMENT OF THE EQUITY SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE [•] FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" ON PAGE 169

Underwriting

The Issue is not underwritten.

Issue Schedule

Last date for credit of Rights entitlements	[•]
Issue opening date	[•]
Last date for on-market renunciation of rights / Date of closure of trading of Rights Entitlements#	[•]
Issue Closing Date*	[•]
Finalising the basis of allotment with the Designated Stock Exchange (on or about)	[•]
Date of Allotment (on or about)	[•]
Date of Credit (on or about)	[•]
Date of Listing (on or about)	[•]

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

** Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

***Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company and/or the Registrar to the Issue will not be liable for any loss on account of non-submission of Application Forms or on before the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date[•], have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two working days prior to the Issue Closing Date, i.e., [•], to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, atleast one day before the Issue Closing Date, i.e., [•].

Basis of Allotment

Subject to the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to allot the Equity Shares in the following order of priority:

- (a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Equity Shares renounced in their favour, in full or in part.
- (b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Equity Share each if they apply for additional Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (a) above. If number of Equity Shares required for Allotment under this head are more than the number of Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
- (c) Allotment to the Eligible Equity Shareholders who having applied for all the Equity Shares offered to them as part of this Issue, have also applied for additional Equity Shares. The Allotment of such additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (d) Allotment to Renouncees who having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Shareholders who have been allocated Equity Shares in this Issue, along with:

- i) The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;
- ii) The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
- iii) The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

In the event of over subscription, Allotment shall be made within the overall size of the Issue.

ALLOTMENT ADVICE OR REFUND / UNBLOCKING OF ASBA ACCOUNTS

Our Company will issue and dispatch Allotment advice, refund instructions (including in respect of Applications made through the optional facility) or demat credit of securities and/or letters of regret, along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 days from the Issue Closing Date i.e. August 18, 2023. In case of failure to do so, our Company shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 15 days' period.

Investors residing at centers where clearing houses are managed by the RBI will get refunds through National Automated Clearing House ("NACH") except where Investors have not provided the details required to send electronic refunds or where the investors are otherwise disclosed as applicable or eligible to get refunds through direct credit and real-time

gross settlement ("RTGS").

In case of those investors who have opted to receive their Rights Entitlement in dematerialized form using electronic credit under the depository system, and the Allotment advice regarding their credit of the Rights Equity Shares shall be sent at the address recorded with the Depository. Investors to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post intimating them about the mode of credit of refund within 15 days of the Issue Closing Date i.e. [•]

The letter of allotment or refund order would be sent by permitted mode i.e. email, registered post or speed post to the sole/ first Investor's address provided by the Eligible Equity Shareholders to our Company. Such refund orders would be payable at par at all places where the Applications were originally accepted. The same would be marked 'Account Payee only' and would be drawn in favor of the sole/ first Investor. Adequate funds would be made available to the Registrar for this purpose.

Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner

In case of Allotment to resident Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date i.e., [•], have paid the Application Money and have not provided the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date i.e. [•], the Registrar shall reject the application and will refund the application amount.

PAYMENT OF REFUND

Mode of making refunds

In case of Applicants not eligible to make an application through ASBA process, the payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes:

Unblocking amounts blocked using ASBA facility.

NACH–National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is other wise disclosed as eligible to get refunds through NEFT or Direct Creditor RTGS.

National Electronic Fund Transfer ("NEFT") – Payment of refund shall be undertaken through NEFT wherever the Shareholders' bank has been assigned the Indian Financial System Code ("IFSC Code"), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Shareholders have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Shareholders through this method.

Direct Credit – Shareholders having bank accounts with the Banker(s) to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.

RTGS– If there fund amount exceeds Rs. 2,00,000/- the Shareholders have the option to receive refund through RTGS. Such eligible Shareholders who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the Investors bank receiving the credit would be borne by the Investors.

For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demands drawn in favour of the sole / first Shareholders and payable at par.

Credit of refunds to Investors in any other electronic manner, permissible under the banking laws, which are in force,

and is permitted by SEBI from time to time.

Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

Printing of Bank Particulars on Refund Orders

As a matter of precaution against possible fraudulent encashment of refund orders due to loss or misplacement, the particulars of the Investor's bank account are mandatorily required to be given for printing on the refund orders. Bank account particulars, where available, will be printed on the refund orders or refund warrants which can then be deposited only in the account specified. Our Company will, in no way, be responsible if any loss occurs through these instruments falling into improper hands either through forgery or fraud.

Allotment Advice or Demat Credit of Securities

Receipt of the Equity Shares in Dematerialized Form

The demat credit of securities to the respective beneficiary accounts or the demat suspense account (pending receipt of demat account details for Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.) will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE.

Shareholders shall be allotted the Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement with NSDL and with CDSL which enables the Shareholders to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Equity Shares in this Issue in the dematerialized form is as under:

- i) Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Shareholders having various folios in our Company with different joint holders, the Shareholders will have to open separate accounts for such holdings. Those Shareholders who have already opened such beneficiary account(s) need not adhere to this step.
- ii) It should be ensured that the depository account is in the name(s) of the Shareholders and the names are in the same order as in the records of our Company or the Depositories.
- iii) The responsibility for correctness of information filled in the Application Form *vis-à-vis* such information with the Shareholder's depository participant, would rest with the Shareholders. Shareholders should ensure that the names of the Shareholders and the order in which they appear in Application Form should be the same as registered with the Shareholder's depository participant.
- iv) If in complete or incorrect beneficiary account details are given in the Application Form, the Shareholders will not get any Equity Shares and the Application Form will be rejected.
- v) The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form / with IEPF authority / in suspense, *etc.*). Allotment advice, refund order (if any) would be sent directly to the Applicant by e-mail and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Equity Shares to the Applicant's depository account.

- vi) Non-transferable Allotment advice / refund intimation will be directly sent to the Shareholders by the Registrar, by e-mail and, if the printing is feasible, through physical dispatch.
- vii) Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.
- viii) Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares in this Issue must check the procedure for application by and credit of Rights Equity Shares to such Eligible Equity Shareholders in Section Terms of the Issue- “Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form” and “Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form” on pages 152 and 170 respectively.

IMPERSONATION

As a matter of abundant caution, attention of the Shareholders is specifically drawn to the provisions 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 ₹ 10 lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. Where such fraud (i) involves an amount which is less than ₹ 10 lakhs or 1% of the turnover of the Company, whichever is lower, and (ii) does not involve public interest, then such fraud is punishable with imprisonment for a term extending up to five years or fine of an amount extending up to ₹ 50 lakhs or with both.

UTILISATION OF ISSUE PROCEEDS

Our Board of Directors declares that:

- (a) All monies received out of the Issue shall be transferred to a separate bank account;
- (b) Details of all monies utilized out of the Issue shall be disclosed, and shall continue to be disclosed until the time any part of the Issue Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
- (c) Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
- (d) Our Company may utilize the funds collected in the Issue only after final listing and trading approvals for the Rights Equity Shares Allotted in the Issue is received.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- (i) The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily.
- (ii) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Rights Equity Shares are to be listed will be taken within the time prescribed by the SEBI.
- (iii) The funds required for making refunds to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.

- (iv) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
- (v) No further issue of securities affecting our Company's Equity Share capital shall be made until the Rights Equity Shares are listed or until the Application Money is refunded on account of non-listing, under subscription etc.
- (vi) In case of unblocking of the application amount for unsuccessful Applicants or part of the application amount in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
- (vii) Adequate arrangements shall be made to collect all ASBA Applications and to consider them similar to non-ASBA Applications while finalizing the Basis of Allotment.
- (viii) At any given time, there shall be only one denomination for the Rights Equity Shares of our Company.
- (ix) Our Company shall comply with all disclosure and accounting norms specified by the SEBI from time to time.
- (x) Our Company accepts full responsibility for the accuracy of information given in this Letter of Offer and confirms that to the best of its knowledge and belief, there are no other facts the omission of which makes any statement made in this Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.

Minimum subscription

Mr. Pragnesh Shah, our Promoter, on behalf of the Promoter and Promoter Group has vide letter dated 23rd September, 2023 confirmed that all the members of the Promoter Group intend to fully subscribe, jointly and / or severally, to their Rights Entitlements and reserve the right to subscribe to their Entitlement in the Issue by subscribing for renunciation if any made in their favour. The Promoters may also apply for additional Equity Shares in the Issue. Further, in case of under-subscription of part of issue, the Promoters and members of Promoter Group shall subscribe the under-subscribed portion of shares. Accordingly, in terms of the SEBI ICDR Regulations, the requirement of minimum subscription in the Issue shall not be applicable.

Withdrawal of the Issue

Subject to provisions of the SEBI ICDR Regulations, the Companies Act and other applicable laws, Our Company reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date, a public notice within 2 (Two) working days of the Issue Closing Date i.e. [•] or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisement has appeared and the Stock Exchanges will also be informed promptly.

The Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (One) working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchanges.

If our Company withdraws the Issue at any stage including after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh offer document with the stock exchanges where the Equity Shares may be proposed to be listed.

SHAREHOLDERS GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS

1. Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected. It is to be specifically noted that this Issue of Rights Equity Shares is subject to the risk factors mentioned in "**Risk Factors**" on page 25.
2. All enquiries in connection with the Letter of Offer or Application Form and the Rights Entitlement Letter must be addressed (quoting the Registered Folio Number or the DP and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed "[•]" on the envelope to the Registrar at the following address:

Email id: <https://rights.cameoindia.com>

Registered Address: Subramanian Building, 1 Club House Road, Chennai - 600 002, Tamil Nadu

3. In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/electronic dedicated Investors helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar at <https://cameoindia.com>. Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is (+91-44-40020710/0706/ 0741).
4. The Shareholders can visit following links for the below-mentioned purposes:
 - Frequently asked questions and online / electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders: <https://cameoindia.com>
 - Updation of Indian address / e-mail address / phone or mobile number in the records maintained by the Registrar or our Company: <https://cameoindia.com>
 - Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: <https://cameoindia.com>
 - Submission of self-attested PAN, client mastersheet and demat account details by non-resident Eligible Equity Shareholders: <https://cameoindia.com>

This Issue will remain open for a minimum [•] days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, 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. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy upto any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("FDI") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) ("DPIIT"), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 ("FDI Circular 2020"), which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2020 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict, the relevant notification under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI. The FDI Circular 2020, issued by the DPIIT, consolidates the policy framework in place as on October 15, 2020, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectorial limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

No investment under the FDI route (i.e. any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

Our Company will not be responsible for any allotments made by relying on such approvals. Please also note that pursuant to Circular no. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("OCBs") have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The contracts referred to in para (A) below (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material have been entered into by our Company.

The contracts together with the documents referred to in para (B) below may be inspected at the Registered Office of our Company between 11:00 A.M. to 2:00 P.M. on any working day from the date of the Letter of Offer until the closure of the subscription list.

A. MATERIAL CONTRACTS

- (i) Registrar Agreement dated "[•]" entered into between our Company and the Registrar to the Issue.
- (ii) Escrow Agreement dated "[•]" amongst our Company, the Registrar to the Issue and the Bankers to the Issue.
- (iii) Tripartite Agreement between our Company, NSDL and the Registrar to the Issue.
- (iv) Tripartite Agreement between our Company, CSDL and the Registrar to the Issue.

B. DOCUMENTS FOR INSPECTION

- (i) Certified copies of the updated Memorandum of Association and Articles of Association of our Company as amended from time to time.
- (ii) Certificate of incorporation dated 6th December, 1994 in the name of 'Bridge Securities Limited'.
- (iii) Resolution of the Board of Directors dated "[•]" in relation to the Issue including Issue Price, Record Date and the Rights Entitlement Ratio.
- (iv) Consent of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Bankers to the Issue, Legal Advisor to the Issue, the Registrar to the Issue for inclusion of their names in the Letter of Offer in their respective capacities.
- (v) Annual Reports of the Company for the past five years i.e., from 2019 to 2023.
- (vi) Limited Review Financial for period ended 30th September, 2023
- (vii) Statement of Tax Benefits dated 23rd September, 2023 from the Statutory Auditor included in this Letter of Offer.
- (viii) In Principle approval dated "[•]" issued by BSE Limited.

Any of the contracts or documents mentioned in this Letter of Offer 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 Equity Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

SECTION XI - DECLARATION

We hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act and the rules made thereunder. We further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, the Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Harshad Amrutlal Panchal
(Whole-time Director)
DIN: 03274760

Sd/-

Vishal Pragneshbhai Shah
(Director)
DIN: 08043698

Sd/-

Ashvinkumar Babulal Thakkar
(Independent Director)
DIN: 10330482

Sd/-

Shah Urvi Rajnikant
(Independent Director)
DIN: 10329378

Sd/-

Yogendra Baldevbhai Prajapati
(Director)
DIN: 03578728

Sd/-

Manish Shrichand Bachani
(Independent Director)
DIN: 08013906

Signed by

Sd/-

Mr. Ashish Kailashnath Sharda
(Company Secretary and Compliance Officer)

Sd/-

Mr. Harshad Amrutlal Panchal
(Chief Financial Officer)

Date: 25th October, 2023

Place: Ahmedabad



JAY SETH & ASSOCIATES

E-315, SUMEL-11, Nr. NAMASTE CIRCLE, SHAHIBAUG, AHMEDABAD – 380004
Office No: 79904 74334 | E-mail: cajaysheth@gmail.com | Mo. : 74058 72923

INDEPENDENT AUDITORS' REPORT

The Members of

BENCHMARK ENTERTAINMENT PRIVATE LIMITED

Ahmedabad

Report on the Financial Statements

We have audited the accompanying financial statements of **BENCHMARK ENTERTAINMENT PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2021, and the Statement of Profit and Loss for the year then ended (herein after referred to as financial statements), and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility-

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013 we are also responsible for expressing our opinion on whether the company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.





JAY SHETH & ASSOCIATES

E-315, SUMEL-11, Nr. NAMASTE CIRCLE, SHAHIBAUG, AHMEDABAD - 380004
Office No: 79904 74334 | E-mail: cajaysheth@gmail.com | Mo. : 74058 72923

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2021;
- In the case of the Profit and Loss Account, of the profit for the year ended on that date;

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we state that Companies (Auditor's Report) Order, 2016 is not applicable to the Company.
- As required by section 143(3) of the Act, we report that:
 - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.



**JAY SHETH & ASSOCIATES**

E-315, SUMEL-11, Nr. NAMASTE CIRCLE, SHAHIBAUG, AHMEDABAD - 380004
Office No: 79904 74334 | E-mail: cajaysheth@gmail.com | Mo. : 74058 72923

- c. The Balance Sheet, the Statement of Profit and Loss and the Statements of Cash Flows dealt with by this report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of the written representations received from the directors as on March 31, 2021 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021, from being appointed as a director in terms of section 164 (2) of the Act;
- f. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended;

In our opinion and to the best of our information and according to the explanations given to us, the provisions for managerial remunerations of Section 197 read with Schedule V to the Act is not applicable on the company.

- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company does not have any pending litigations which would impact its financial position in its financial statements.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For, JAY SHETH & ASSOCIATES,
Chartered Accountants


Jay Atulkumar Sheth

Proprietor

M. No.: 186006

FRN: 148472W

UDIN: 22186006AAAAAC7341



Date: 30-11-2021

Place: Ahmedabad

BENCHMARK ENTERTAINMENT PRIVATE LIMITED

Balance Sheet As at 31.03.2021

Particulars	Note No.	As at 31/03/2021 Rs.	As at 31/03/2020 Rs.
EQUITY AND LIABILITIES			
[1] Shareholders' Funds :			
[a] Share Capital	2	10,00,000	-
[b] Reserves & Surplus	3	(45,43,429)	-
		(35,43,429)	-
[2] Share Application Money Pending Allotment		-	-
[3] Non-Current Liabilities :			
[a] Long Term Borrowings	4	-	-
[b] Deferred Tax Liability	5	-	-
		-	-
[4] Current Liabilities			
[a] Short Term Borrowings	6	43,96,233	-
[b] Trade Payables	7	1,93,524	-
[c] Other Current Liabilities	8	32,290	-
[d] Short-Term Provisions	9	-	-
		46,22,047	-
Total		10,78,618	-
ASSETS :			
[1] Non-Current Assets			
[a] Fixed Assets :		-	-
[i] Tangible Assets	10	-	-
[ii] Intangible Assets		-	-
[b] Non Current Investment	11	-	-
[c] Long Term Loans and Advances	12	-	-
[d] Others Non Current Assets	13	-	-
		-	-
[2] Current Assets			
[a] Inventories	14	-	-
[b] Trade Receivables	15	-	-
[c] Cash & Bank Balance	16	3,47,812	-
[d] Short Term Loans and Advances	12	4,05,000	-
[e] Other Current Assets	17	3,25,806	-
		10,78,618	-
Total		10,78,618	-
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 25		

As per our report of even date attached herewith

For, Jay Sheth & Associates

Chartered Accountants

FRN No.-148472W




Jay Atulkumar Sheth

Proprietor

M.No. 186006

UDIN: 22186006AAAAAC7341

Place : Ahmedabad

Date: 30/11/2021

For, Benchmark Entertainment Private Limited



Mr. Inderpreet Dang

Director

DIN: 07486305



Mrs. Ushveen Keer

Director

DIN: 09273293

BENCHMARK ENTERTAINMENT PRIVATE LIMITED

Statement of Profit & Loss Statement for the year ended 31.03.2021			
Particulars	Note No.	Current Year 31/03/2021 Rs.	Previous Year 31/03/2020 Rs.
INCOME			
Revenue from Operations	18	31,617	-
Other Income	19	-	-
Total Revenue		31,617	-
EXPENDITURE			
Direct Expense	20	36,16,781	-
Purchase of Stock in Trade	21	-	-
Change in Inventories of Finished Goods, Work in Process and Stock in Trade	22	-	-
Employee Benefits Expense	23	-	-
Finance Costs	24	3,974	-
Depreciation and Amortisation expense	10	-	-
Other Expenses	25	9,54,291	-
Total Expenses		45,75,046	-
Profit before Tax		(45,43,429)	-
Less : Tax expense:			
- Current Tax		-	-
- Short or Excess Provision for Taxation		-	-
- Deferred Tax		-	-
Profit after Tax		(45,43,429)	-
Basic & Diluted earnings per share of Rs. 10 each		(45.43)	-
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 25		
<p>As per our report of even date attached herewith</p> <p>For, Jay Sheth & Associates</p> <p>Chartered Accountants</p> <p>FRN No.-148472W</p> <p><i>Jaysheth</i></p> <p>Jay Atulkumar Sheth</p> <p>Proprietor</p> <p>M.No. 186006</p> <p>UDIN: 22186006AAAAAC7341</p> <p>Place :Ahmedabad</p> <p>Date: 30/11/2021</p> <p>For, Benchmark Entertainment Private Limited</p> <p><i>Indit Dang</i></p> <p><i>Ushveen Keer</i></p> <p>Mr. Inderpreet Dang</p> <p>Director</p> <p>DIN: 07486305</p> <p>Mrs. Ushveen Keer</p> <p>Director</p> <p>DIN: 09273293</p>			

1. SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED ON 31-03-2021.

A. Basis of preparation

The financial statements are prepared to comply with the Accounting Standards referred to in the Companies (Accounts) Rules, 2014. The financial statements are prepared under the historical cost convention on the accrual basis. The accounting policies are consistently applied by the Company and are consistent with those used in the previous year.

B. Use of estimates

The preparation of Financial Statements required estimates and assumption to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

C. Revenue Recognition:

Revenue is recognized on accrual basis.

D. Tangible fixed assets:

Fixed assets are accounted at historical cost. Additions are recorded at cost of acquisitions including directly attributable cost.

E. Inventories:

As it is a Company providing Services, there is no inventory on books.

F. Employee's Benefits:

- i. All employee benefits are accounted on accrual basis.
- ii. Short Term benefits are recognized as an expense at the undiscounted amounts in the Statement of Profit and Loss of the year in which the related service is rendered

G. Earnings per Share

No Dividend is declared and hence Earnings per Share Calculation is not given.

H. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are neither recognized nor disclosed in the financial statement. Contingent Assets are neither recognized nor disclosed in the financial statement.



BENCHMARK ENTERTAINMENT PRIVATE LIMITED

CIN: U22300GJ2020PTC114032

**A-411, STELLAR, SINDHUBHAWAN ROAD, NR. PAKWAN CROSS ROAD,
BODAKDEV, AHMEDABAD, GUJARAT – 380059.**

E-Mail: hello@benchmarkentertainment.in | Phone: 99745 67192

- I. Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles.

Signature to Notes,

**For, Jay Sheth & Associates
Chartered Accountants**

FOR, Benchmark Entertainment Private Limited,




**Jay Atulkumar Sheth
Proprietor
M.No. 186006
FRN NO. 148472W
UDIN: 22186006AAAAAC7341**



**Mr. Inderpreet Dang
Director
DIN: 07486305**



**Mrs. Ushveen Keer
Director
DIN: 09273293**

Place: Ahmedabad

Date: 30/11/2021

Notes on Financial Statements for the year ended on 31st March' 2021

2	Share Capital	As at 31/03/2021 Rs.	As at 31/03/2020 Rs.
	(a) Authorised : Equity Share Capital 100000 Equity shares of par value of Rs 10/- each	10,00,000	-
		10,00,000	-
	(b) Issued, Subscribed & Paid-up Capital : 10000 Equity shares of par value of Rs10/- each fully paid	10,00,000	-
	Total	10,00,000	-
2.1	The company has one class of shares referred to as 1 Equity shares having face value of Rs.10/-. Each Holder of equity share is entitled to 1 vote per share.		
2.2	In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.		
2.3	The details of shareholders holding more than 5% shares as at 31/03/2021 is set out below.		
	Name of Shareholder	As at 31/03/2021	As at 31/03/2020
		No. of Shares	% held
		No. of Shares	% held
	Inderpreet Dang	75,000	75.00%
	Mayur Udhani	25,000	25.00%
	Total	1,00,000	100.00%
2.4	The Reconciliation of the number of shares outstanding and the amount of share capital is set out below.		
	Particulars	As at 31/03/2021	As at 31/03/2020
		No. of Shares	Amt. Rs.
		No. of Shares	Amt. Rs.
	Shares at the beginning	-	-
	Add: Shares Issue during the year	1,00,000	10,00,000
	Deletion	-	-
	Shares at the end	1,00,000	10,00,000

3	Reserves & Surplus	As at 31/03/2021 Rs.	As at 31/03/2020 Rs.
	Securities Premium account:		
	Opening Balance	-	-
	Add: Premium on Shares issued during the year	-	-
		-	-
	Surplus/(Deficit) in the Statement of Profit and Loss		
	Balance as per last financial Statement	-	-
	Add : Profit/(Loss) for the year	(45,43,429)	-
		(45,43,429)	-
	Capital Reserve		
	Opening Balance	-	-
	Less : Transfer to Fixed Assets (Note No 9)	-	-
		-	-
	Net Surplus	(45,43,429)	-



4	Long Term Borrowings	As at 31/03/2021		As at 31/03/2020	
		Non Current	Current	Non Current	Current
	Secured:	-	-	-	-
	Unsecured Loans:				
	From Related Parties	-	-	-	-
	From Bank	-	-	-	-
	From Others	-	-	-	-
	Total	-	-	-	-
	Less: Amount disclosed under Other Current Liability (Note 8)	-	-	-	-
	Total	-	-	-	-

5	Deferred Tax Liabilities	As at 31/03/2021	As at 31/03/2020
	Tax effect of items constituting deferred tax liability:		
	Amount allowable under Income Tax Act in subsequent Years		
	Total	-	-

6	Short Term Borrowing	Current	Current
		As at 31/03/2021	As at 31/03/2020
	Loans repayable on demand from Banks (Secured)	-	-
	Unsecured Loans from Related Parties	43,96,233	-
	Others (Unsecured)	-	-
	Total	43,96,233	-

7	Trade Payables	Current	Current
		As at 31/03/2021	As at 31/03/2020
	Micro, Small and Medium Enterprises @ Trade Payables	1,93,524	-
	@ The Company has not received the required information from Suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/ payable as required under the said Act have not been made.		
	Total	1,93,524	-

8	Other Current Liabilities	Current	Current
		As at 31/03/2021	As at 31/03/2020
	Salary & Wages Payable	-	-
	Provisions	-	-
	Advance from Customers	-	-
	Balance Payable to Gov. Authorities	32,290	-
	Total	32,290	-

9	Short-Term Provisions	Current	Current
		As at 31/03/2021	As at 31/03/2020
	Provisions	-	-
	Total	-	-



10. Fixed Asset

Sr No	Name of Asset	Opening Balance	Date of purchase	Amount	Rate of Depre	Total Amount	Days	Depreciation	Closing Balance
	TOTAL	-		-		-		-	-



11	Non-Current Investment	Non-Current	Non-Current
		As at 31/03/2021	As at 31/03/2020
	Total	-	-

12	Loans and Advances	As at 31/03/2021		As at 31/03/2020	
		Non Current	Current	Non Current	Current
	Balance with government authorities	-	-	-	-
	Advance to Related Party	-	-	-	-
	Other Loans & Advances	-	4,05,000	-	-
	Total	-	4,05,000	-	-

13	Other Non-Current Assets	Non-Current	Non-Current
		As at 31/03/2021	As at 31/03/2020
		-	-
	Total	-	-

14	Inventories	Current	Current
		As at 31/03/2021	As at 31/03/2020
	Raw Material	-	-
	Finished Goods	-	-
	Total	-	-

15	Trade Receivables	Current	Current
		As at 31/03/2021	As at 31/03/2020
	<i>Outstanding for a period exceeding Six Months from the date, they are due for payments</i>		
	Unsecured, considered good	-	-
	<i>Other Trade receivables</i>		
	Unsecured, considered good	-	-
	Total	-	-

16	Cash and Bank Balance	As at 31/03/2021		As at 31/03/2020	
		Non Current	Current	Non Current	Current
A	Cash and cash equivalents				
	Cash on hand	-	3,22,801	-	-
		-	3,22,801	-	-
	Other Bank balance				
	Bank Balance	-	25,011	-	-
		-	25,011	-	-
	Total	-	3,47,812	-	-

17	Other Current Assets	Current	Current
		As at 31/03/2021	As at 31/03/2020
	Balance with revenue authorities	3,06,455	-
	Advance to Suppliers	19,351	-
	Total	3,25,806	-



18	Revenue from Operation	For the Year Ended 31/03/2021 Rs.	For the Year Ended 31/03/2020 Rs.
	Sale of Products		
	Sale of Service	31,617	-
		31,617	-
	Total	31,617	-
	Details of Sales of Goods	For the Year Ended 31/03/2021 Rs.	For the Year Ended 31/03/2020 Rs.
		-	-
	Total	-	-
19	Other Income	For the Year Ended 31/03/2021 Rs.	For the Year Ended 31/03/2020 Rs.
	Other Income	-	-
	Total	-	-
20	Direct Expense	For the Year Ended 31/03/2021 Rs.	For the Year Ended 31/03/2020 Rs.
	Salary Expense	26,68,400	-
	Acomodation Expense	68,381	-
	Creation Expense	8,30,000	-
	Shooting Expense	50,000	-
	Total	34,48,400	-
21	Purchase of Stock in Trade	For the Year Ended 31/03/2021 Rs.	For the Year Ended 31/03/2020 Rs.
	Purchase	-	-
	Total	-	-



22	Change in Inventories of Finished Goods Work in Progress and Stock in Trade	For the Year Ended 31/03/2021 Rs.	For the Year Ended 31/03/2020 Rs.
	Inventory at the beginning of the year		
	Finished Goods	-	-
	WIP	-	-
	Inventory at the end of the year		
	Finished Goods	-	-
	WIP	-	-
	Decrease / (Accretion) to Stock	-	-
	Details of Finished Goods	For the Year Ended 31/03/2021 Rs.	For the Year Ended 31/03/2020 Rs.
	Total	-	-
23	Employee Benefit Expense	For the Year Ended 31/03/2021 Rs.	For the Year Ended 31/03/2020 Rs.
	Salary, Wages & Bonus	-	-
	Total	-	-
24	Finance Cost	For the Year Ended 31/03/2021 Rs.	For the Year Ended 31/03/2020 Rs.
	Bank Charges & Bank Interest	3,494	-
	Total	3,494	-
25	Other Expenses	For the Year Ended 31/03/2021 Rs.	For the Year Ended 31/03/2020 Rs.
	Telephone Expense	-	-
	Stationery & Printing Charges	-	-
	Sub Total	-	-
	AUDITOR'S REMUNERATION:		
	Audit Fees	-	-
	In other capacity	-	-
	— For Tax Audit	-	-
	— For Income Tax Consultancy Fee	-	-
	TOTAL	-	-
	General Charges	9,54,771	-
	TOTAL	9,54,771	-
	TOTAL	9,54,771	-



Grouping of Profit & Loss Account for the period 01/04/2020 to 31/03/2021		
Particulars	As At 31/03/2021 Rs.	As At 31/03/2020 Rs
Sales		
Income From Youtube	31,617	-
Total	31,617	-
Purchases		
	-	-
Total	-	-
Direct Expense		
Salary Expense	26,68,400	-
Acomodation Expense	68,381	-
Creation Expense	8,30,000	-
Shooting Expense	50,000	-
Total	36,16,781	-
Salary, Wages & Bonus		
Remuneration & Perq to Directors		
Director's Salary	-	-
Total	-	-
Bank Charges		
Bank Charges	3,494	-
Total	3,494	-
Legal & Professional Charges		
Audit Fees	-	-
Total	-	-
General Charges		
Accountant Salary Expense	48,000	-
Artist Expense	11,000	-
Adevertisement Expense	6,65,766	-
Interest On TDS	480	-
Consultancy & Professional Fees	34,500	-
Costume Expense	35,000	-
Music Expense	1,20,282	-
Travelling Expense	32,500	-
Miscellaneous Expense	7,243	-
Total	9,54,771	-
Indirect Income		
	-	-
Total	-	-



Grouping of Profit & Loss Account for the period 01/04/2020 to 31/03/2021		
Particulars	As At 31/03/2021 Rs.	As At 31/03/2020 Rs
Sales		
Income From Youtube	31,617	-
Total	31,617	-
Purchases		
	-	-
Total	-	-
Direct Expense		
Salary Expense	26,68,400	-
Acomodation Expense	68,381	-
Creation Expense	8,30,000	-
Shooting Expense	50,000	-
Total	36,16,781	-
Salary, Wages & Bonus		
Remuneration & Perq to Directors		
Director's Salary	-	-
Total	-	-
Bank Charges		
Bank Charges	3,494	-
Total	3,494	-
Legal & Professional Charges		
Audit Fees	-	-
Total	-	-
General Charges		
Accountant Salary Expense	48,000	-
Artist Expense	11,000	-
Adevertisement Expense	6,65,766	-
Interest On TDS	480	-
Consultancy & Professional Fees	34,500	-
Costume Expense	35,000	-
Music Expense	1,20,282	-
Travelling Expense	32,500	-
Miscellaneous Expense	7,243	-
Total	9,54,771	-
Indirect Income		
	-	-
Total	-	-





JAY SHETH & ASSOCIATES

E-315, SUMEL-11, Nr. NAMASTE CIRCLE, SHAHIBAUG, AHMEDABAD - 380004
Office No: 79904 74334 | E-mail: cajaysheth@gmail.com | Mo. : 74058 72923

INDEPENDENT AUDITORS' REPORT

The Members of

BENCHMARK ENTERTAINMENT PRIVATE LIMITED

Ahmedabad

Report on the Financial Statements

We have audited the accompanying financial statements of **BENCHMARK ENTERTAINMENT PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss for the year then ended (herein after referred to as financial statements), and a summary of significant accounting policies and other explanatory information).

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility-

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013 we are also responsible for expressing our opinion on whether the company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.





JAY SHETH & ASSOCIATES

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Office No: 79904 74334 | E-mail: cajaysheth@gmail.com | Mo. : 74058 72923

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2022;
- In the case of the Profit and Loss Account, of the loss for the year ended on that date;

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we state that Companies (Auditor's Report) Order, 2016 is not applicable to the Company.
- As required by section 143(3) of the Act, we report that:
 - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - In our opinion proper books of account as required by law have been kept by the company so far as it appears from our examination of those books



**JAY SHETH & ASSOCIATES**

E-315, SUMEL-11, Nr. NAMASTE CIRCLE, SHAHIBAUG, AHMEDABAD - 380004
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- c. The Balance Sheet, the Statement of Profit and Loss and the Statements of Cash Flows dealt with by this report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of the written representations received from the directors as on March 31, 2022 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, from being appointed as a director in terms of section 164 (2) of the Act;
- f. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the provisions for managerial remunerations of Section 197 read with Schedule V to the Act is not applicable on the company.

- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company does not have any pending litigations which would impact its financial position in its financial statements.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For, JAY SHETH & ASSOCIATES,
Chartered Accountants


Jay Atulkumar Sheth

Proprietor

M. No.: 186006

FRN: 148472W




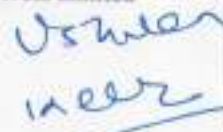
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Date: 30-09-2022

Place: Ahmedabad

BENCHMARK ENTERTAINMENT PRIVATE LIMITED

Balance Sheet As at 31.03.2022			
Particulars	Note No.	As at 31/03/2022 Rs.	As at 31/03/2021 Rs.
EQUITY AND LIABILITIES			
[1] Shareholders' Funds:			
[a] Share Capital	2	1,000,000	1,000,000
[b] Reserves & Surplus	3	(4,951,673)	(4,543,429)
		(3,951,673)	(3,543,429)
[2] Share Application Money Pending Allotment		-	-
[3] Non-Current Liabilities:			
[a] Long Term Borrowings	4	-	-
[b] Deferred Tax Liability	5	5,905	-
		5,905	-
[4] Current Liabilities:			
[a] Short Term Borrowings	6	5,469,797	4,396,233
[b] Trade Payables	7	292,012	193,868
[c] Other Current Liabilities	8	248,491	31,946
[d] Short-Term Provisions	9	-	-
		6,010,301	4,622,047
Total		2,064,533	1,078,618
ASSETS:			
[1] Non-Current Assets			
[a] Property, Plant & Equipments		-	-
[i] Property, Plant & Equipments	10	326,861	-
[ii] Intangible Assets		-	-
[b] Non Current Investment	11	-	-
[c] Long Term Loans and Advances	12	-	-
[d] Others Non Current Assets	13	-	-
		326,861	-
[2] Current Assets			
[a] Inventories	14	-	-
[b] Trade Receivables	15	11,710	-
[c] Cash & Bank Balance	16	40,451	347,811
[d] Short Term Loans and Advances	12	1,541,150	405,000
[e] Other Current Assets	17	44,361	325,806
		1,737,672	1,078,618
Total		2,064,533	1,078,618
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 26		
As per our report of even date attached herewith			
For, Jay Sheth & Associates		For, Benchmark Entertainment Private Limited	
Chartered Accountants			
FRN No.-148472W			
 		 	
Jay Atulkumar Sheth		Mr. Inderpreet Dang	
Proprietor		Director	
M.No. 186006		DIN: 07486305	
Place : Ahmedabad		Mrs. Ushveen Keer	
Date: 30/09/2022		Director	
		DIN: 09273293	

BENCHMARK ENTERTAINMENT PRIVATE LIMITED

Statement of Profit & Loss Statement for the year ended 31.03.2022			
Particulars	Note No.	Current Year 31/03/2022 Rs.	Current Year 31/03/2021 Rs.
INCOME			
Revenue from Operations	18	3,470,682	31,617
Other Income	19	272	-
Total Revenue		3,470,954	31,617
EXPENDITURE			
Direct Expense	20	2,616,000	3,616,781
Purchase of Stock in Trade	21	-	-
Change in Inventories of Finished Goods, Work in Process and Stock in Trade	22	-	-
Employee Benefits Expense	23	178,050	-
Finance Costs	24	7,125	3,974
Depreciation and Amortisation expense	10	1,139	-
Other Expenses	25	1,070,979	954,291
Total Expenses		3,873,292	4,575,046
Profit before Tax		(402,338)	(4,543,429)
Less : Tax expense:			
- Current Tax		-	-
- Short or Excess Provision for Taxation		-	-
- Deferred Tax		5,905	-
Profit after Tax:		(408,243)	(4,543,429)
Basic & Diluted earnings per share of Rs. 10 each		(4.08)	(45.43)
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 26		
As per our report of even date attached herewith			
For, Jay Sheth & Associates		For, Benchmark Entertainment Private Limited	
Chartered Accountants			
FBN No.-148472W			
 		 	
Jay Atulkumar Sheth		Mr. Inderpreet Dang	
Proprietor		Director	
M.No. 186006		DIN: 07486305	
Place : Ahmedabad		Mrs. Ushveen Keer	
Date: 30/09/2022		Director	
		DIN: 09273293	

BENCHMARK ENTERTAINMENT PRIVATE LIMITED

CIN: U22300GJ2020PTC114032

**A-411, STELLAR, SINDHUBHAWAN ROAD, NR. PAKWAN CROSS ROAD,
BODAKDEV, AHMEDABAD, GUJARAT – 380059.**

E-Mail: hello@benchmarkentertainment.in | Phone: 99745 67192

1. SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED ON 31-03-2022.

A. Basis of preparation

The financial statements are prepared to comply with the Accounting Standards referred to in the Companies (Accounts) Rules, 2014. The financial statements are prepared under the historical cost convention on the accrual basis. The accounting policies are consistently applied by the Company and are consistent with those used in the previous year.

B. Use of estimates

The preparation of Financial Statements required estimates and assumption to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

C. Revenue Recognition:

Revenue is recognized on accrual basis.

D. Tangible fixed assets:

Fixed assets are accounted at historical cost. Additions are recorded at cost of acquisitions including directly attributable cost.

E. Inventories:

As it is a Company providing Services, there is no inventory on books.

F. Employee's Benefits:

- i. All employee benefits are accounted on accrual basis.
- ii. Short Term benefits are recognized as an expense at the undiscounted amounts in the Statement of Profit and Loss of the year in which the related service is rendered

G. Earnings per Share

No Dividend is declared and hence Earnings per Share Calculation is not given.

H. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are neither recognized nor disclosed in the financial statement. Contingent Assets are neither recognized nor disclosed in the financial statement.



BENCHMARK ENTERTAINMENT PRIVATE LIMITED

CIN: U22300GJ2020PTC114032

**A-411, STELLAR, SINDHUBHAWAN ROAD, NR. PAKWAN CROSS ROAD,
BODAKDEV, AHMEDABAD, GUJARAT – 380059.**

E-Mail: hello@benchmarkentertainment.in | Phone: 99745 67192

- I. Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles.

Signature to Notes,

For, Jay Sheth & Associates
Chartered Accountants


FOR, Benchmark Entertainment Private Limited,



Jay Atulkumar Sheth
Proprietor
M.No. 186006
FRN NO. 148472W



Mr. Inderpreet Dang
Director
DIN: 07486305



Mrs. Ushveen Keer
Director
DIN: 09273293

Place: Ahmedabad
Date: 30/09/2022

Notes on Financial Statements for the year ended on 31st March' 2022

2	Share Capital	As at 31/03/2022 Rs.	As at 31/03/2021 Rs.
	(a) Authorised : Equity Share Capital 100000 Equity shares of par value of Rs 10/- each	1,000,000	1,000,000
		1,000,000	1,000,000
	(b) Issued, Subscribed & Paid-up Capital : 100000 Equity shares of par value of Rs10/- each fully paid	1,000,000	1,000,000
	Total	1,000,000	1,000,000
2.1	The company has one class of shares referred to as 1 Equity shares having face value of Rs.10/-. Each Holder of equity share is entitled to 1 vote per share.		
2.2	In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.		
2.3	The details of shareholders holding more than 5% shares as at 31/03/2022 is set out below.		
	Name of Shareholder	As at 31/03/2022	As at 31/03/2021
		No. of Shares	% held
		No. of Shares	% held
	Indrapreet Dang	75,000	75.00%
	Ushveen Keer	25,000	25.00%
	Total	100,000	100.00%
2.4	The Reconciliation of the number of shares outstanding and the amount of share capital is set out below.		
	Particulars	As at 31/03/2022	As at 31/03/2021
		No. of Shares	Amt. Rs.
		No. of Shares	Amt. Rs.
	Shares at the beginning	100,000	1,000,000
	Add: Shares issued during the year	-	-
	Deletion	-	-
	Shares at the end	100,000	1,000,000
2.5	Shareholding of Promoters at The End of The Year:		
	Shares held by promoters at the end of the year		
	Promoter Name	No. of Shares	% of Total Shares
			% Change during the year
	Indrapreet Dang	75,000	75%
	Ushveen Keer	25,000	25%
3	Reserves & Surplus	As at 31/03/2022 Rs.	As at 31/03/2021 Rs.
	Securities Premium account:		
	Opening Balance	-	-
	Add: Premium on Shares issued during the year	-	-
		-	-
	Surplus/(Deficit) in the Statement of Profit and Loss		
	Balance as per last financial Statement	(4,543,429)	-
	Add : Profit/(Loss) for the year	(408,243)	(4,543,429)
		(4,951,673)	(4,543,429)
	Capital Reserve		
	Opening Balance	-	-
	Less : Transfer to Fixed Assets (Note No 9)	-	-
		-	-
	Net Surplus	(4,951,673)	(4,543,429)



Notes on Financial Statements for the year ended on 31st March' 2022

4	Long Term Borrowings	As at 31/03/2022		As at 31/03/2021	
		Non Current	Current	Non Current	Current
	Secured:-				
	Unsecured Loans:				
	From Related Parties	-	-	-	-
	From Bank	-	-	-	-
	From Others	-	-	-	-
	Total	-	-	-	-
	Less: Amount disclosed under Other Current Liability (Note 5)	-	-	-	-
	Total	-	-	-	-

5	Deferred Tax Liabilities	As at 31/03/2022 Rs	As at 31/03/2021
	Tax effect of items constituting deferred tax liability:		
	Amount allowable under Income Tax Act in subsequent Years	5,905	-
	Total	5,905	-

6	Short Term Borrowing	Current	Current
		As at 31/03/2022 Rs	As at 31/03/2021
	Loans repayable on demand from Banks [Secured]	-	-
	Unsecured Loans from Related Parties	5,469,797	4,396,233
	Others (Unsecured)	-	-
	Total	5,469,797	4,396,233

7	Trade Payables	Current	Current
		As at 31/03/2022 Rs	As at 31/03/2021
	Micro, Small and Medium Enterprises @		
	Trade Payables	292,012	193,868
	@ The Company has not received the required information from Suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/ payable as required under the said Act have not been made.		
	Total	292,012	193,868

8	Other Current Liabilities	Current	Current
		As at 31/03/2022 Rs	As at 31/03/2021
	Salary & Wages Payable	-	-
	Provisions	-	-
	Advance from Customers	-	507
	Balance Payable to Gov. Authorities	248,491	31,439
	Total	248,491	31,946

9	Short-Term Provisions	Current	Current
		As at 31/03/2022 Rs	As at 31/03/2021
	Provisions	-	-
	Total	-	-



BENCHMARK ENTERTAINMENT PRIVATE LIMITED

10. Fixed Asset

Sr No	Name of Asset	Opening Balance	Date of purchase	Amount	Rate of Depre	Total Amount	Days	Depreciation	Closing Balance
1	Blender	-	24-Mar-22	17,515	18.10%	17,515	7	61	17,454
2	Coffee Machine	-	24-Mar-22	310,485	18.10%	310,485	7	1,078	309,407
	TOTAL	-		328,000		328,000		1,139	326,861



Notes on Financial Statements for the year ended on 31st March' 2022

11	Non-Current Investment	Non-Current	Non-Current
		As at 31/03/2022 Rs	As at 31/03/2021
		-	-
	Total	-	-

12	Loans and Advances	As at 31/03/2022		As at 31/03/2021	
		Non Current	Current	Non Current	Current
	Balance with government authorities	-	324,150	-	-
	Advance to Related Party	-	-	-	-
	Other Loans & Advances	-	1,317,000	-	405,000
	Total	-	1,641,150	-	405,000

13	Other Non-Current Assets	Non-Current	Non-Current
		As at 31/03/2022 Rs	As at 31/03/2021
		-	-
	Total	-	-

14	Inventories	Current	Current
		As at 31/03/2022 Rs	As at 31/03/2021
	Raw Material	-	-
	Finished Goods	-	-
	Total	-	-

15	Trade Receivables	Current	Current
		As at 31/03/2022 Rs	As at 31/03/2021
	<u>Outstanding for a period exceeding Six Months from the date they are due for payments</u>	-	-
	Unsecured, considered good	-	-
	<u>Other Trade receivables</u>	-	-
	Unsecured, considered good	11,710	-
	Total	11,710	-

16	Cash and Bank Balance	As at 31/03/2022		As at 31/03/2021	
		Non Current	Current	Non Current	Current
	A Cash and cash equivalents				
	Cash on hand	-	40,300	-	322,801
		-	40,300	-	322,801
	Other Bank balance				
	Bank Balance	-	151	-	25,011
		-	151	-	25,011
	Total	-	40,451	-	347,812

17	Other Current Assets	Current	Current
		As at 31/03/2022 Rs	As at 31/03/2021
	Balance with revenue authorities	-	388,124
	Advance to Suppliers	44,361	32,806
	Total	44,361	410,930



Notes on Financial Statements for the year ended on 31st March 2022

18	Revenue from Operation	For the Year Ended 31/03/2022 Rs	For the Year Ended 31/03/2021 Rs
	Sale of Products		
	Sale of Service	3,470,682	31,617
		3,470,682	31,617
	Total	3,470,682	31,617
	Details of Sales of Goods	For the Year Ended 31/03/2022 Rs	For the Year Ended 31/03/2021 Rs
	-	-	-
	Total	-	-
19	Other Income	For the Year Ended 31/03/2022 Rs	For the Year Ended 31/03/2021 Rs
	Other Income	-	-
	Total	-	-
20	Direct Expense	For the Year Ended 31/03/2022 Rs	For the Year Ended 31/03/2021 Rs
	Accommodation Expense	1,256,000	830,600
	Creation Expense	1,360,000	2,668,400
	Salary Expense	-	68,381
	Shooting Expense	-	50,000
	Total	1,256,000	848,381
21	Purchase of Stock in Trade	For the Year Ended 31/03/2022 Rs	For the Year Ended 31/03/2021 Rs
	Purchase	-	-
	Total	-	-
22	Change in Inventories of Finished Goods Work in Progress and Stock in Trade	For the Year Ended 31/03/2022 Rs	For the Year Ended 31/03/2021 Rs
	Inventory at the beginning of the year		
	Finished Goods	-	-
	WIP	-	-
	Inventory at the end of the year		
	Finished Goods	-	-
	WIP	-	-
	Decrection / (Accretion) to Stock	-	-
	Details of Finished Goods	For the Year Ended 31/03/2022 Rs	For the Year Ended 31/03/2021 Rs
	-	-	-
	Total	-	-
23	Employee Benefit Expense	For the Year Ended 31/03/2022 Rs	For the Year Ended 31/03/2021 Rs
	Salary, Wages & Bonus	178,050	-
	Total	178,050	-



Notes on Financial Statements for the year ended on 31st March' 2022

24	Finance Cost	For the Year Ended 31/03/2022 Rs	For the Year Ended 31/03/2021 Rs
	Bank Charges & Bank Interest	7,125	3,494
	Total	7,125	3,494

25	Other Expenses	For the Year Ended 31/03/2022 Rs	For the Year Ended 31/03/2021 Rs
	Legal & Professional Fees	57,900	-
	Stationery & Printing Charges	-	-
	Telephone Expenses	-	-
	Sub Total	57,900	-
	AUDITOR'S REMUNERATION:		
	Audit Fees	19,000	-
	In other capacity	-	-
	→ For Tax Audit	-	-
	→ For Income Tax Consultancy Fee	-	-
	TOTAL	19,000	-
	General Charges	994,079	954,771
	TOTAL	994,079	954,771
	TOTAL	1,070,979	954,771



BENCHMARK ENTERTAINMENT PRIVATE LIMITED

NOTE-26 RATIOS

Sr. No.	Ratios	Numerator (A)	Denominator (B)	AS ON 31/03/2022 (A)	AS ON 31/03/2021 (A)	AS ON 31/03/2022 (B)	AS ON 31/03/2021 (B)
1	Current Ratio	Current Asset	Current Liabilities	1,737,672	1,078,618	6,010,301	4,622,047
2	Debt Equity Ratio	Total Debt	Shareholder's Equity	-	-	(3,951,673)	(3,543,429)
3	Debt Service coverage Ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses + Interest	Debt service = Interest and lease payments + Principal repayments	(401,118)	(4,539,455)	-	-
4	Return on Equity Ratio	Net Profits after taxes - Preference Dividend	Average Shareholder's Equity	(408,243)	(4,543,429)	(3,747,551)	(1,771,715)
5	Inventory Turnover Ratio	Cost of goods sold	Average Inventory	-	-	-	-
6	Trade Receivables turnover ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	3,470,682	31,617	5,855	-
7	Trades Payable Turnover ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	-	-	242,940	96,934
8	Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets - Current liabilities	3,470,682	31,617	(4,272,629)	(3,543,429)
9	Net Profit Ratio	Net Profit before Tax	Net sales = Total sales - sales return	(402,338)	(4,543,429)	3,470,682	31,617
10	Return of Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	(401,118)	(4,539,455)	(3,945,768)	(3,543,429)
11	Return on Investment	Interest (Finance income)	Investment	-	-	-	-



BENCHMARK ENTERTAINMENT PRIVATE LIMITED

NOTE-26 RATIOS

Sr. No.	Ratios	Numerator	Denominator	AS ON 31/03/2022	AS ON 31/03/2021	Variance	Reasons for Variance of more than 25%
1	Current Ratio	Current Asset	Current Liabilities	0.29	0.23	23.89%	Not Applicable
2	Debt Equity Ratio	Total Debt	Shareholder's Equity	0.00	0.00	0.00%	Not Applicable
3	Debt Service coverage Ratio	Earnings for debt service = Net profit after taxes + Non cash operating expenses + Interest	Debt service = Interest and lease payments + Principal repayments	0.00	0.00	0.00%	Not Applicable
4	Return on Equity Ratio	Net Profits after taxes - Preference Dividend	Average Shareholder's Equity	(0.11)	(2.56)	-95.75%	This Variance is due to Reduction in loss during the current year
5	Inventory Turnover Ratio	Cost of goods sold	Average Inventory	0.00	0.00	0.00%	Not Applicable
6	Trade Receivables turnover ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	0.00	0.00	0.00%	Not Applicable
7	Trades Payable Turnover ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	0.00	0.00	0.00%	Not Applicable
8	Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets - Current liabilities	(0.81)	(0.01)	-80.34%	This Variance is due to Increase in Sales during the current year
9	Net Profit Ratio	Net Profit before Tax	Net sales = Total sales - sales return	0.00	0.00	0.00%	Not Applicable
10	Return of Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	0.10	1.28	-117.94%	This Variance is due to Reduction in loss during the current year
11	Return on Investment	Interest (Finance Income)	Investment	0.00	0.00	0.00%	



BENCHMARK ENTERTAINMENT PRIVATE LIMITED

Grouping of Balance Sheet for the year 31.03.2022				
PARTICULARS	As At 31.03.2022		As At 31.03.2021	
	AMOUNT Rs. Non Current	AMOUNT Rs. Current	AMOUNT Rs. Non Current	AMOUNT Rs. Current
Term Loan - From Bank - Secured	-	-	-	-
Group Total	-	-	-	-
Loans & Advances from related parties (Secured / Unsecured)				
Unsecured Loan From Related Parties	-	5,459,797	-	4,396,233
Group Total	-	5,459,797	-	4,396,233
Salary & Wages Payable	-	-	-	-
Group Total	-	-	-	-
Other Statutory Dues				
GST Payable	-	217,776	-	-
TDS Payable	-	30,715	-	31,439
Group Total	-	248,491	-	31,439
Advances (Creditors having Dr. Bal)				
Advances to Creditors	-	44,361	-	19,351
Group Total	-	44,361	-	19,351
Advance to Related Parties				
Loans & Advances	-	1,317,000	-	405,000
Group Total	-	1,317,000	-	405,000
Balance With Government Authorities.				
GST	-	-	-	306,455
TDS Receivables	-	324,150	-	-
Group Total	-	324,150	-	306,455
Cash On Hand				
Cash on Hand	-	40,300	-	322,801
Group Total	-	40,300	-	322,801
Balance With Bank				
Bank Balance	-	151	-	25,011
Group Total	-	151	-	25,011
Trade Receivable:				
Exceeding Six Months	-	-	-	-
Others	-	-	-	-
Bringing Music Alive Private Limited	-	11,710	-	-
Group Total	-	11,710	-	-
Trade Payables:				
Creditors for Exp:	-	292,012	-	193,868
Group Total:	-	292,012	-	193,868
Trade Payables total	-	292,012	-	193,868
Advance from Customers	-	-	-	507
Total:	-	-	-	507



BENCHMARK ENTERTAINMENT PRIVATE LIMITED

Grouping of Profit & Loss Account for the period 01/04/2021 to 31/03/2022		
Particulars	As At 31/03/2021 Rs.	As At 31/03/2021 Rs.
Sales		
Digital Promotion Income	36,500	-
Income From Youtube	-	31,617
Income From Youtube - Export	96,671	-
Royalty Income	3,337,511	-
Total	3,470,682	31,617
Purchases		
Total	-	-
Direct Expense		
Acomodation Expense	-	68,381
Creation Expense	1,256,000	830,000
Salary Expense	1,360,000	2,668,400
Shooting Expense	-	50,000
Total	2,616,000	3,616,781
Salary, Wages & Bonus		
Remuneration & Perq to Directors		
Director's Salary	-	-
Office Staff Salary Expense	178,050	-
Total	178,050	-
Bank Charges		
Bank Charges	7,125	3,494
Total	7,125	3,494
Legal & Professional Charges		
Audit Fees	19,000	-
Legal & Professional Charges	57,900	-
Total	76,900	-
General Charges		
Accountant Salary Expense	104,000	48,000
Artist Expense	-	11,000
Adevertisement Expense	830,732	665,766
Interest On TDS	-	480
Consultancy & Professional Fees	-	34,500
Costume Expense	-	35,000
Courier Expense	8,000	-
Government Fees	1,505	-
Music Expense	-	120,282
Office Expense	32,045	-
Petrol Expense	2,000	-
Miscellaneous Expense	5,645	7,243
Travelling Expense	-	-
Tea & Refreshment Expense	10,152	-
Total	994,079	854,891
Indirect Income		
Rounding Off	272.11	-
Total	272.11	-



3nd Annual Report

BENCHMARK ENTERTAINMENT PRIVATE
LIMITED

CIN: U22300GJ2020PTC114032

Prepared By:

**Jay Sheth & Associates,
Chartered Accountants**

**E-315, Sumel-11, Nr. Namaste Circle, Shahibaug,
Ahmedabad – 380004**



JAY SHETH & ASSOCIATES

E-315, SUMEL-11, Nr. NAMASTE CIRCLE, SHAHIBAUG, AHMEDABAD - 380004
Office No: 79904 74334 | E-mail: cajaysheth@gmail.com | Mo. : 74058 72923

INDEPENDENT AUDITORS' REPORT

The Members of

BENCHMARK ENTERTAINMENT PRIVATE LIMITED

Ahmedabad

Report on the Financial Statements

We have audited the accompanying financial statements of **BENCHMARK ENTERTAINMENT PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss for the year then ended (herein after referred to as financial statements), and a summary of significant accounting policies and other explanatory information.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

Management's Responsibility for the Financial Statements

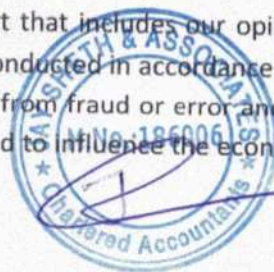
The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The boards of directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility-

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.





JAY SHETH & ASSOCIATES

E-315, SUMEL-11, Nr. NAMASTE CIRCLE, SHAHIBAUG, AHMEDABAD – 380004
Office No: 79904 74334 | E-mail: cajaysheth@gmail.com | Mo. : 74058 72923

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013 we are also responsible for expressing our opinion on whether the company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the companies (Auditor's Report) Order, 2022 ("the order") Issued by the central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 is not applicable to the company since





JAY SHETH & ASSOCIATES

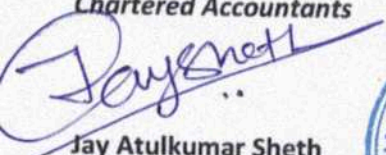
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- It is not a subsidiary or holding company of a public company
- Its paid up capital and reserves and surplus are not more than Rs.1 Crores as at the balance sheet date
- Its total borrowing from banks and financial institutions are not more than Rs.1 Crores as at any time during the year and
- Its turnover for the year is not more than Rs. 10 Crores during the year

As required by section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet, the Statement of Profit and Loss dealt with by this report are in agreement with the books of account;
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of the written representations received from the directors as on March 31, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of section 164 (2) of the Act;
- f. Since the Company's turnover as per last audited financial statements is less than Rs.50 Crores and its borrowings from banks and financial institutions at any time during the year is less than Rs.25 Crores, the Company is exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification dated June 13, 2017
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company does not have any pending litigations which would impact its financial position in its financial statements.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For, JAY SHETH & ASSOCIATES,
Chartered Accountants


Jay Atulkumar Sheth
Proprietor
M. No.: 186006
FRN: 148472W
UDIN: 23186006BGZKBV1314



Date: 30/09/2023
Place: Ahmedabad

BENCHMARK ENTERTAINMENT PRIVATE LIMITED

Balance Sheet As at 31.03.2023

Particulars	Note No.	As at 31/03/2023 Rs.	As at 31/03/2022 Rs.
<u>EQUITY AND LIABILITIES</u>			
<u>[1] Shareholders' Funds :</u>			
[a] Share Capital	2	10.00	10.00
[b] Reserves & Surplus	3	-65.89	-49.52
		-55.89	-39.52
[2] Share Application Money Pending Allotment		0.00	0.00
[3] Non-Current Liabilities :			
[a] Long Term Borrowings	4	0.00	0.00
[b] Deferred Tax Liability	5	0.02	0.06
		0.02	0.06
[4] Current Liabilities			
[a] Short Term Borrowings	6	86.72	54.70
[b] Trade Payables	7		
- Due to Micro and Small Enterprises		0.11	2.92
- Due to Others		1.50	2.48
[c] Other Current Liabilities	8		
[d] Short-Term Provisions	9	0.00	0.00
		88.33	60.10
Total		32.47	20.65
ASSETS :			
[1] Non-Current Assets			
[a] Property, Plant and Equipment and Intangible Assets		0.00	0.00
[i] Property, Plant & Equipments	10	3.01	3.27
[b] Non Current Investment	11	0.00	0.00
[c] Long Term Loans and Advances	12	0.00	0.00
[d] Others Non Current Assets	13	0.00	0.00
		3.01	3.27
[2] Current Assets			
[a] Inventories	14	0.00	0.00
[b] Trade Receivables	15	0.12	0.12
[c] Cash & Bank Balance	16	0.44	0.40
[d] Short Term Loans and Advances	12	5.82	16.41
[e] Other Current Assets	17	23.09	0.44
		29.46	17.38
Total		32.47	20.65
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 26		

As per our report of even date attached herewith

For, Jay Sheth & Associates

Chartered Accountants

FRN No.-148472W

For, Benchmark Entertainment Private Limited

Jay Atulkumar Sheth
Proprietor

M.No. 186006

Place : Ahmedabad

Date: 30/09/2023



Mr. Inderpreet Dang

Director

DIN: 07486305

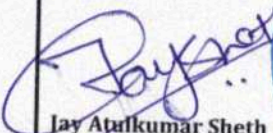
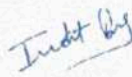

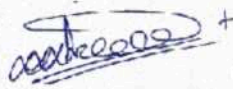
Mrs. Harshad Panchal

Director

DIN: 03274760

BENCHMARK ENTERTAINMENT PRIVATE LIMITED

Statement of Profit & Loss Statement for the year ended 31.03.2023

Particulars	Note No.	Current Year 31/03/2023 Rs.	Previous Year 31/03/2022 Rs.
INCOME			
Revenue from Operations	18	2.36	34.71
Other Income	19	0.01	0.00
Total Revenue		2.38	34.71
EXPENDITURE			
Direct Expense	20	8.86	26.16
Purchase of Stock in Trade	21	0.00	0.00
Change in Inventories of Finished Goods, Work in Process and Stock in Trade	22	0.00	0.00
Employee Benefits Expense	23	0.88	1.78
Finance Costs	24	0.01	0.07
Depreciation and Amortisation expense	10	0.66	0.01
Other Expenses	25	8.37	10.71
Total Expenses		18.78	38.73
Profit before Tax		-16.41	-4.02
Less : Tax expense:			
- Current Tax		0.00	0.00
- Short or Excess Provision for Taxation		0.00	0.00
- Deferred Tax		-0.04	0.06
Profit after Tax		-16.37	-4.08
Basic & Diluted earnings per share of Rs. 10 each		(16.37)	(4.08)
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 26		
As per our report of even date attached herewith			
For, Jay Sheth & Associates		For, Benchmark Entertainment Private Limited	
Chartered Accountants			
FRN No.-148472W			
 Jay Atulkumar Sheth Proprietor M.No. 186006 Place :Ahmedabad Date: 30/09/2023		 Mr. Inderpreet Dang Director DIN: 07486305	
		 Mrs. Harshad Panchal Director DIN: 03274760	

BENCHMARK ENTERTAINMENT PRIVATE LIMITED
CIN: U22300GJ2020PTC114032
A-411, STELLAR, SINDHUBHAWAN ROAD, NR. PAKWAN CROSS ROAD,
BODAKDEV, AHMEDABAD, GUJARAT – 380059.
E-Mail: hello@benchmarkentertainment.in | Phone: 99745 67192

1. SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED ON 31-03-2023.

A. Basis of preparation

The financial statements are prepared to comply with the Accounting Standards referred to in the Companies (Accounts) Rules, 2014. The financial statements are prepared under the historical cost convention on the accrual basis. The accounting policies are consistently applied by the Company and are consistent with those used in the previous year.

B. Use of estimates

The preparation of Financial Statements required estimates and assumption to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

C. Revenue Recognition:

Revenue is recognized on accrual basis.

D. Tangible fixed assets:

Fixed assets are accounted at historical cost. Additions are recorded at cost of acquisitions including directly attributable cost.

E. Inventories:

As it is a Company providing Services, there is no inventory on books.

F. Employee's Benefits:

- i. All employee benefits are accounted on accrual basis.
- ii. Short Term benefits are recognized as an expense at the undiscounted amounts in the Statement of Profit and Loss of the year in which the related service is rendered

G. Earnings per Share

No Dividend is declared and hence Earnings per Share Calculation is not given.

H. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are neither recognized nor disclosed in the financial statement. Contingent Assets are neither recognized nor disclosed in the financial statement.



BENCHMARK ENTERTAINMENT PRIVATE LIMITED
CIN: U22300GJ2020PTC114032
A-411, STELLAR, SINDHUBHAWAN ROAD, NR. PAKWAN CROSS ROAD,
BODAKDEV, AHMEDABAD, GUJARAT – 380059.
E-Mail: hello@benchmarkentertainment.in | Phone: 99745 67192

- I. Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles.

Signature to Notes,

For, Jay Sheth & Associates
Chartered Accountants

FOR, Benchmark Entertainment Private Limited,



Jay Atulkumar Sheth
Proprietor
M.No. 186006
FRN NO. 148472W

Indit Dang

Mr. Inderpreet Dang
Director
DIN: 07486305

Harshad Panchal

Harshad Panchal
Director
DIN: 03274760

Place: Ahmedabad
Date: 30/09/2023

Notes on Financial Statements for the year ended on 31st March' 2023

2	Share Capital	As at 31/03/2023 Rs.	As at 31/03/2022 Rs.
	[a] Authorised : Equity Share Capital 100000 Equity shares of par value of Rs 10/- each	10.00	10.00
		10.00	10.00
	[b] Issued, Subscribed & Paid-up Capital : 100000 Equity shares of par value of Rs10/- each fully paid	10.00	10.00
	Total	10.00	10.00
2.1	The company has one class of shares referred to as 1 Equity shares having face value of Rs.10/-. Each Holder of equity share is entitled to 1 vote per share.		
2.2	In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.		
2.3	The details of shareholders holding more than 5% shares as at 31/03/2023 is set out below.		
	Name of Shareholder	As at 31/03/2023	As at 31/03/2022
		No. of Shares	% held
	Inderpreet Dang	75,000	75.00%
	Ushveen Keer	25,000	25.00%
	Total	1,00,000	100.00%
2.4	The Reconciliation of the number of shares outstanding and the amount of share capital is set out below.		
	Particulars	As at 31/03/2023	As at 31/03/2022
		No. of Shares	Amt. Rs.
	Shares at the beginning	1,00,000	10.00
	Add: Shares Issued during the year	-	0.00
	Deletion	-	10.00
	Shares at the end	1,00,000	10.00
2.5	Shareholding of Promoters at The End Of The Year:		
	Shares held by promoters at the end of the year		
	Promotor Name	No. of Shares	% of Total Shares
			% Change during the year
	Inderpreet Dang	75,000	75%
	Ushveen Keer	25,000	25%
3	Reserves & Surplus	As at 31/03/2023 Rs	As at 31/03/2022 Rs
	Securities Premium account:		
	Opening Balance	-	-
	Add: Premium on Shares issued during the year	-	-
		-	-
	Surplus/(Deficit) in the Statement of Profit and Loss		
	Balance as per last financial Statement	-49.52	-45.43
	Add : Profit/(Loss) for the year	-16.37	-4.08
		-65.89	-49.52
	Capital Reserve		
	Opening Balance	0.00	0.00
	Less : Transfer to Fixed Assets (Note No 9)	0.00	0.00
		0.00	0.00
	Net Surplus	-65.89	-49.52



BENCHMARK ENTERTAINMENT PRIVATE LIMITED

Notes on Financial Statements for the year ended on 31st March' 2023

4	Long Term Borrowings	As at 31/03/2023		As at 31/03/2022	
		Non Current	Current	Non Current	Current
	<u>Secured :</u>	-	-	-	-
	<u>Unsecured Loan:</u>				
	From Related Parties	-	-	-	-
	From Bank	-	-	-	-
	From Others	-	-	-	-
	Total	-	-	-	-
	Less: Amount disclosed under Other Current Liability (Note B)	-	-	-	-
	Total	-	-	-	-

5	Deferred Tax Liabilities	As at 31/03/2023 Rs	As at 31/03/2022 Rs
	<u>Tax effect of items constituting deferred tax liability:</u>		
	Amount allowable under Income Tax Act in subsequent Years	0.02	0.06
	Total	0.02	0.06

6	Short Term Borrowing	<u>Current</u> As at 31/03/2023 Rs	<u>Current</u> As at 31/03/2022 Rs
	Loans repayable on demand from Banks (Secured)	-	-
	Unsecured Loans from Related Parties	86.72	54.70
	Others (Unsecured)	-	-
	Total	86.72	54.70

7	Trade Payables	<u>Current</u> As at 31/03/2023 Rs	<u>Current</u> As at 31/03/2022 Rs
	Micro, Small and Medium Enterprises @ Trade Payables @ The Company has not received the required information from Suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/ payable as required under the said Act have not been made.	0.11	2.92
	Total	0.11	2.92

8	Other Current Liabilities	<u>Current</u> As at 31/03/2023 Rs	<u>Current</u> As at 31/03/2022 Rs
	Salary & Wages Payable	-	-
	Provisions	-	-
	Advance from Customers	-	-
	Balance Payable to Gov. Authorities	1.50	2.48
	Total	1.50	2.48

9	Short-Term Provisions	<u>Current</u> As at 31/03/2023 Rs	<u>Current</u> As at 31/03/2022 Rs
	Provisions	-	-
	Total	-	-



BENCHMARK ENTERTAINMENT PRIVATE LIMITED

10. Fixed Asset

Sr No	Name of Asset	Opening Balance	Date of purchase	Amount	Rate of Depre	Total Amount	Days	Depreciation	Closing Balance
1	Blender	0.17			18.10%	0.17	365	0.03	0.14
2	Coffee Machine	3.09			18.10%	3.09	365	0.56	2.53
3	Projector	0.00	26/04/2022	0.40	18.10%	0.40	339	0.07	0.33
	TOTAL	3.27		0.40		3.67		0.66	3.01



BENCHMARK ENTERTAINMENT PRIVATE LIMITED

Notes on Financial Statements for the year ended on 31st March' 2023

11	Non-Current Investment	Non-Current	Non-Current
		As at 31/03/2023 Rs	As at 31/03/2022 Rs
	-	-	-
	Total	-	-

12	Loans and Advances	As at 31/03/2023		As at 31/03/2022	
		Non Current	Current	Non Current	Current
	Balance with government authorities	-	-	-	3.24
	Advance to Related Party	-	-	-	0.00
	Other Loans & Advances	-	5.82	-	13.17
	Total	-	5.82	-	16.41

13	Other Non-Current Assets	Non-Current	Non-Current
		As at 31/03/2023 Rs	As at 31/03/2022 Rs
	-	-	-
	Total	-	-

14	Inventories	Current	Current
		As at 31/03/2023 Rs	As at 31/03/2022 Rs
	Raw Material	-	-
	Finished Goods	-	-
	Total	-	-

15	Trade Receivables	Current	Current
		As at 31/03/2023 Rs	As at 31/03/2022 Rs
	<u>Outstanding for a period exceeding Six Months from the date they are due for payments</u>		
	Unsecured, considered good	0.12	0.12
	<u>Other Trade receivables</u>		
	Unsecured, considered good	0.00	0.00
	Total	0.12	0.12

16	Cash and Bank Balance	As at 31/03/2023		31/03/2022	
		Non Current	Current	Non Current	Current
A	Cash and cash equivalents				
	Cash on hand	-	0.42	-	0.40
		-	0.42	-	0.40
	Other Bank balance				
	Bank Balance	-	0.02	-	0.00
		-	0.02	-	0.00
	Total	-	0.44	-	0.40

17	Other Current Assets	Current	Current
		As at 31/03/2023 Rs	As at 31/03/2022 Rs
	Misc Assets	23.09	0.00
	Advance to Suppliers	0.00	0.41
	Total	23.09	0.41



BENCHMARK ENTERTAINMENT PRIVATE LIMITED

Notes on Financial Statements for the year ended on 31st March' 2023

18	Revenue from Operation	For the Year Ended 31/03/2023 Rs	For the Year Ended 31/03/2022 Rs
	Sale of Products		
	Sale of Service	2.36	34.71
	Total	2.36	34.71
		2.36	34.71
	Details of Sales of Goods	For the Year Ended 31/03/2023 Rs	For the Year Ended 31/03/2022 Rs
	-	-	-
	Total	-	-
		-	-
19	Other Income	For the Year Ended 31/03/2023 Rs	For the Year Ended 31/03/2022 Rs
	Other Income	-	-
	Total	-	-
		-	-
20	Direct Expense	For the Year Ended 31/03/2023 Rs	For the Year Ended 31/03/2022 Rs
	Acomodation Expense	0.00	12.56
	Creation Expense	4.56	13.60
	Salary Expense	0.00	0.00
	Shooting Expense	4.30	0.00
	Total	8.86	26.16
		8.86	26.16
21	Purchase of Stock in Trade	For the Year Ended 31/03/2023 Rs	For the Year Ended 31/03/2022 Rs
	Purchase	-	-
	Total	-	-
		-	-
22	Change in Inventories of Finished Goods Work in Progress and Stock in Trade	For the Year Ended 31/03/2023 Rs	For the Year Ended 31/03/2022 Rs
	Inventory at the beginning of the year		
	Finished Goods	-	-
	WIP	-	-
	Inventory at the end of the year	-	-
	Finished Goods	-	-
	WIP	-	-
	Decretion / (Accretion) to Stock	-	-
		-	-
23	Employee Benefit Expense	For the Year Ended 31/03/2023 Rs	For the Year Ended 31/03/2022 Rs
	Salary, Wages & Bonus	0.88	1.78
	Total	0.88	1.78
		0.88	1.78



BENCHMARK ENTERTAINMENT PRIVATE LIMITED

Notes on Financial Statements for the year ended on 31st March' 2023

24	Finance Cost	For the Year Ended 31/03/2023 Rs	For the Year Ended 31/03/2022 Rs
	Bank Charges & Bank Interest	0.01	0.07
	Total	0.01	0.07

25	Other Expenses	For the Year Ended 31/03/2023 Rs	For the Year Ended 31/03/2022 Rs
	Legal & Professional Fees	0.13	0.58
	Stationery & Printing Charges	0.00	0.00
	Telephone Expense	0.00	0.00
	Sub Total	0.13	0.58
	AUDITOR'S REMUNERATION:		
	Audit Fees	0.00	0.19
	In other capacity		
	-- For Tax Audit	0.00	0.00
	-- For Income Tax Consultancy Fee	0.00	0.00
	TOTAL	0.00	0.19
	General Charges		
	TOTAL	8.25	9.94
	TOTAL	8.25	9.94
		8.37	10.71



BENCHMARK ENTERTAINMENT PRIVATE LIMITED

NOTE-26 RATIOS							
Sr. No.	Ratios	Numerator	Denominator	AS ON 31/03/2023	AS ON 31/03/2022	Variance	Reasons for Variance of more than 25%
1	Current Ratio	Current Asset	Current Liabilities	0.33	0.29	15.36%	Not Applicable
2	Debt Equity Ratio	Total Debt	Shareholder's Equity	0.00	0.00	0.00%	Not Applicable
3	Debt Service coverage Ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses + Interest	Debt service = Interest and lease payments + Principal repayments	0.00	0.00	0.00%	Not Applicable
4	Return on Equity Ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	(0.34)	(0.09)	299.14%	This Variance is due to Increase in loss during the current year
5	Inventory Turnover Ratio	Cost of goods sold	Average Inventory	0.00	0.00	0.00%	Not Applicable
6	Trade Receivables turnover ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	0.00	0.00	0.00%	Not Applicable
7	Trades Payable Turnover ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	#DIV/0!	0.00	0.00%	Not Applicable
8	Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	(0.04)	(0.81)	77.22%	This Variance is due to increase in Sales during the current year
9	Net Profit Ratio	Net Profit before Tax	Net sales = Total sales - sales return	0.00	0.00	0.00%	Not Applicable
10	Return of Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	0.29	0.10	19.12%	Not Applicable
11	Return on Investment	Interest (Finance income)	Investment	0.00	0.00	0.00%	Not Applicable



BENCHMARK ENTERTAINMENT PRIVATE LIMITED

(Rs. In Lacs)

NOTE-26 RATIOS

Sr. No.	Ratios	Numerator (A)	Denominator (B)	AS ON 31/03/2023 (A)	AS ON 31/03/2022 (A)	AS ON 31/03/2023 (B)	AS ON 31/03/2022 (B)
1	Current Ratio	Current Asset	Current Liabilities	29,46,204	17,37,672	88,33,334	60,10,301
2	Debt Equity Ratio	Total Debt	Shareholder's Equity	-	-	(55,88,930)	(39,51,673)
3	Debt Service coverage Ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses + Interest	Debt service = Interest and lease payments + Principal repayments	(16,35,953)	(4,01,118)	-	-
4	Return on Equity Ratio	Net Profits after taxes - Preference Dividend	Average Shareholder's Equity	(16,37,258)	(4,08,243)	(47,70,301)	(47,47,551)
5	Inventory Turnover Ratio	Cost of goods sold	Average Inventory	-	-	-	-
6	Trade Receivables turnover ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	2,36,317	34,70,682	11,710	5,855
7	Trades Payable Turnover ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	-	-	-	-
8	Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets - Current liabilities	2,36,317	34,70,682	(58,87,130)	(42,72,629)
9	Net Profit Ratio	Net Profit before Tax	Net sales = Total sales - sales return	(16,40,853)	(4,02,338)	2,36,317	34,70,682
10	Return of Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	(16,35,953)	(4,01,118)	(55,86,620)	(39,45,768)
11	Return on Investment	Interest (Finance income)	Investment	-	-	-	-



BENCHMARK ENTERTAINMENT PRIVATE LIMITED

Grouping of Balance Sheet for the year 31.03.2023

PARTICULARS	As At 31.03.2023		As At 31.03.2022	
	AMOUNT Rs. Non Current	AMOUNT Rs. Current	AMOUNT Rs. Non Current	AMOUNT Rs. Current
Term Loan - From Bank - Secured	-	-	-	-
Group Total	-	-	-	-
Loans & Advances from related parties (Secured / Unsecured)				
Unsecured Loan From Related Parties	-	86.72	-	54.70
Group Total	-	86.72	-	54.70
Salary & Wages Payable	-	0.00	-	0.00
Group Total	-	0.00	-	0.00
Other Statutory Dues				
GST Payable	-	1.74	-	2.18
TDS Payable	-	-0.24	-	0.31
Group Total	-	1.50	-	2.48
Advances (Creditors having Dr. Bal)				
Advances to Creditors	-	0.00	-	0.44
Group Total	-	0.00	-	0.44
Advance to Related Parties				
Loans & Advances	-	5.82	-	13.17
Group Total	-	5.82	-	13.17
Balance With Government Authorities.				
GST	-	0.00	-	0.00
TDS Receivables	-	0.00	-	3.24
Group Total	-	0.00	-	3.24
Cash On Hand				
Cash on Hand	-	0.42	-	0.40
Group Total	-	0.42	-	0.40
Balance With Bank				
Bank Balance	-	0.02	-	0.00
Group Total	-	0.02	-	0.00
Trade Receivable:				
Exceeding Six Months	-	0.00	-	0.00
Bringing Music Alive Private Limited	-	0.12	-	0.12
Others	-	0.00	-	0.00
Group Total	-	0.12	-	0.12
Trade Payables :				
Creditors for Exp:	-	0.00	-	2.92
Group Total:	-	0.00	-	2.92
Trade Payables total	-	0.00	-	2.92
Advance from Customers	-	0.00	-	0.00
Total:	-	0.00	-	0.00



BENCHMARK ENTERTAINMENT PRIVATE LIMITED

Grouping of Profit & Loss Account for the period 01/04/2022 to 31/03/2023		
Particulars	As At 31/03/2023 Rs.	As At 31/03/2022 Rs.
Sales		
Digital Promotion Income	0.00	0.37
Export Income	1.49	0.00
Income From Youtube - Export	0.00	0.97
IPRS Income	0.12	0.00
Royalty Income	0.75	33.38
Total	2.36	34.71
Purchases		
	0.00	0.00
Total	0.00	0.00
Direct Expense		
Acomodation Expense	0.00	0.00
Creation Expense	0.00	12.56
Salary Expense	4.56	13.60
Shooting Expense	4.30	0.00
Total	8.86	26.16
Salary, Wages & Bonus		
Remuneration & Perq to Directors		
Director's Salary	0.00	0.00
Office Staff Salary Expense	0.88	1.78
Total	0.88	1.78
Bank Charges		
Bank Charges	0.01	0.07
Total	0.01	0.07
Legal & Professional Charges		
Audit Fees	0.00	0.19
Legal & Professional Charges	0.13	0.58
Total	0.13	0.77
General Charges		
Accomodation Expense	0.64	
Accountant Salary Expense	0.48	1.04
Advertisement Expense	0.03	8.31
Bad Debts	1.91	0.00
Courier Expense	0.00	0.08
Government Fees	0.00	0.02
Miscellaneous Expense	0.82	0.06
Office Expense	0.21	0.32
Petrol Expense	0.19	0.02
Production Expense	0.77	
Share Transfer Expense	0.26	0.00
Tea & Refreshment Expense	0.13	0.10
Telephone Expense	0.02	
Travelling Expense	2.80	0.00
Total	8.25	9.94
Indirect Income		
Rounding Off	0.01	0.00
Total	0.01	0.00



BENCHMARK ENTERTAINMENT PRIVATE LIMITED

CIN: U22300GJ2020PTC114032

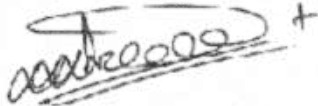
Regd. Office: 4th Floor-A/411, Stellar, Sindhu Bhavan Road, Nr. Pakwan Cross
Road, Bodakdev, Ahmedabad - 380 059

E-mail: Sandildang@yahoo.com

List of Shareholders as on 31st March, 2023

Sr. No	Shareholder's Name	No. of Shares
1.	Inderpreet Dang	75,000
2.	Ushveen Keer	25,000

For, Benchmark Entertainment Private Limited



Harshad Panchal

Director

DIN: 03274760



Independent Auditor's Report

UDIN: 23159460BGXDED7360

To
The Members of
M/s. MIRAKRISHNA ENTERPRISE PRIVATE LIMITED,
Ahmedabad, Gujarat.

Report on the Financial Statements

We have audited the accompanying (Standalone) financial statements of M/s. MIRAKRISHNA ENTERPRISE PRIVATE LIMITED ("the Company") which comprises the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, Cash Flow Statement (statement of changes in equity) and notes to the financial statements, for the year then ended, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and profit/loss for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the financial statements and auditors' report thereon

The company's Board of director is responsible for the preparation of the other information. The other information comprises the information included in the Board's report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our Auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance and conclusion thereon.

In connection with our audit of financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone



financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risk of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedure responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of intentional control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial control system in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exist, related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue the operations as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during the audit.

We also provide those charges with governance with a statement that we have complied with all the relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's reports unless law or regulation precludes public disclosures about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonable be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. The provisions of the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, the Order is not applicable to the company.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

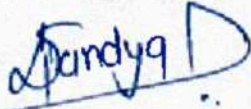


- e. On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the director is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. Since the Company's turnover as per last audited financial statements is less than Rs. 50 Crores and its borrowings from banks and financial institutions at any time during the year is less than Rs. 25 Crores, the company is exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification dated June 13, 2017; and
3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company does not have any pending litigations which could affect its financial position in its financial statements;
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses, if any, long-term contracts including derivative contracts;
- c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For, Kapasi Pandya & Associates

(Chartered Accountants)

Firm Registration No.: 0151998W



Vikash Pandya

(Partner)

M. No.: 159460



Date: 21st August, 2023

Place: Ahmedabad

(Amt in ₹. Hundred)

Particulars	Notes	As at 31 March, 2023	As at 31 March, 2022
EQUITY AND LIABILITIES			
EQUITY			
(a) Share capital	3	5,000	-
(b) Reserves and surplus	4	20	-
(c) Money received against share warrants		-	-
Total Equity		5,020	-
LIABILITIES			
Non-Current liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (net)		-	-
(c) Other long-term liabilities		-	-
(d) Long-term provisions		-	-
Total Non-current Liabilities		-	-
Current liabilities			
(a) Short-term borrowings	5	870	-
(b) Trade payables		-	-
(c) Other current liabilities	6	3,400	-
(d) Short-term provisions		-	-
Total Current Liabilities		4,270	-
Total Liabilities		4,270	-
Total Equity and Liabilities		9,290	-
ASSETS			
Non-Current assets			
(a) Fixed assets		-	-
(i) Tangible assets		-	-
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(v) Fixed assets held for sale		-	-
Total Fixed Assets		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances		-	-
(e) Other non-current assets		-	-
Total Non-Current Assets		-	-
Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables		-	-
(d) Cash and cash equivalents	7	5,290	-
(e) Short-term loans and advances	8	4,000	-
(f) Other current assets		-	-
Total Current Assets		9,290	-
Total Assets		9,290	-
Summary of significant accounting policies.			
	2		

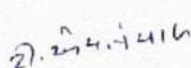
As per our report of even date
For, **KAPASI PANDYA & ASSOCIATES**
Chartered Accountants
Firm Registration No. 151998W


Vikash Pandya
(Partner)
M. No. : 159460
UDIN : 231594608GXDED7380



For and on behalf of the Board of Directors Of
MIRAKRISHNA ENTERPRISE PRIVATE LIMITED


Harsha Panchal
Director
DIN - 03274760


Taruna H Panchal
Director
DIN - 09661796

Place : Ahmedabad
Date : 21st August, 2023

Place : Ahmedabad
Date : 21st August, 2023

MIRAKRISHNA ENTERPRISE PRIVATE LIMITED

CIN - U72900GJ2022PTC133520

Statement of Profit and Loss for the year ended 31 March, 2023

(Amt in ₹. Hundred)


Particulars	Notes	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Income			
Revenue from Operations	9	3,809	-
Other income		-	-
Total Income		3,809	-
Expenses			
Employee benefits expense	10	3,200	-
Depreciation and amortisation expense		-	-
Other expenses	11	590	-
Total Expenses		3,790	-
Profit / (Loss) before exceptional and extraordinary items and tax		20	0
Exceptional items		-	-
Profit / (Loss) before extraordinary items and tax		20	0
Extraordinary items		-	-
Profit / (Loss) before tax		20	0
Tax expense:			
(a) Current tax expense for current year		-	-
(b) (Less): MAT credit (where applicable)		-	-
(c) Current tax expense relating to prior years		-	-
(d) Net current tax expense		-	-
(e) Deferred tax		-	-
Profit / (Loss) for the year		20	0
Earnings per share (of Rs.10/- each):			
(a) Basic		-	-
(b) Diluted		-	-

Summary of significant accounting policies

2

The notes referred above are an integral part of these financial statements.

As per our report of even date
For, **KAPASI PANDYA & ASSOCIATES**
Chartered Accountants
Firm Registration No.151998W

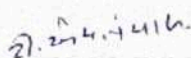

Vikash Pandya
(Partner)
M. No. : 159460
UDIN : 23159460BGXDED7360



Place : Ahmedabad
Date : 21st August, 2023

For and on behalf of the Board of Directors of
MIRAKRISHNA ENTERPRISE PRIVATE LIMITED


Harsha Panchal
Director
DIN - 03274760


Taruna H Panchal
Director
DIN - 09661796

Place : Ahmedabad
Date : 21st August, 2023

1 Corporate Information

Mirakrishna Enterprise Private Limited is a company incorporated under Companies Act, 2013 having CIN Number U72900GJ2022PTC133520. The registered office of the Company is located at GF 74, Shukan Mall Science City Road, Sola NA Ahmedabad Ahmedabad GJ 380060 IN.

2 Significant accounting policies

2.1 Basis of accounting and preparation of financial statements

The Company is a medium sized company as defined in the general instructions in respect of Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended). Accordingly, and the financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under section 133 of the act, read with Rule 7 for companies (Accounts) Rules, 2014. The accounting policies adopted by the company are consistent with those used in previous year. The Financial Statements have been prepared on a going concern basis under the historical cost convention except for fixed assets.

2.2 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.2 Fixed Assets, Depreciation and amortization

The fixed assets are stated at their original cost of acquisition inclusive of inward freight, duties and expenditure incurred in the acquisition. Depreciation on tangible assets is provided on Written Down Value method over the useful lives of assets provided under the schedule II of the Companies Act, 2013. Depreciation for the assets purchased/sold during the year is proportionately charged. Intangible assets are amortised over their respective individual estimated lives on straight line basis. As per this the value of assets whose lives are over as on 01/04/2014 has been written off after maintaining their scrap value of 5%.

2.3 Revenue recognition

The company recognises revenue when the significant terms of the arrangement are enforceable, goods / services have been delivered and the collectibility is reasonably assured.

2.4 Other income

Other non-operating income is accounted on accrual basis.

2.5 Government subsidy for Interest on Term Loan

No Government subsidy received during the year.

2.6 Investments

There is no investment made by the company.

2.7 Employee benefits

The Employee benefits provided as applicable.



2.8 Impairment of assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss if any.

2.9 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events 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 (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

3.0 Insurance claims

There is no any insurance claimed during the year.



Note 3 Share capital

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	Number of shares	₹. In Hundred	Number of shares	₹. In Hundred
Authorized Capital				
50000 Equity shares (Previous year NIL Equity Shares) of Rs.10 each with voting rights	50,000	5,000	-	-
Issued				
50000 Equity shares (Previous year NIL Equity Shares) of Rs.10 each with voting rights	50,000	5,000	-	-
Subscribed and fully paid up				
50000 Equity shares (Previous year NIL Equity Shares) of Rs.10 each with voting rights	50,000	5,000	-	-
Total	50,000	5,000	-	-

Notes: 3.1

Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2023		As at 31 March, 2022	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Harshad Amrutlal Panchal	28,000	56.00%	-	-
Tannaben H. Panchal	22,000	44.00%	-	#DIV/0!

Notes: 3.2

Reconciliation of the Number of Shares outstanding at the beginning and at the end of the reporting period:

Equity shares	As at 31 March, 2023	As at 31 March, 2022
Equity Shares at the beginning of the year		-
Add : Fresh Issue of shares	50,000	-
Equity shares at the end of the year	50,000	-

Note 4 Reserves and surplus

Particulars	As at 31 March, 2023 ₹. In Hundred	As at 31 March, 2022 ₹. In Hundred
Surplus/(Deficit) in Statement of Profit & Loss :-		
Opening Balance	-	-
Add : Profit/(Loss) for the year	20	-
Amounts transferred from		
- General Reserve	-	-
- Other Reserve (give details)	-	-
Less : Interim Dividend	-	-
Dividend proposed to be distributed to Equity share holder	-	-
Dividend proposed to be distributed to Preference share holder	-	-
Tax on Dividend	-	-
Transferred to :-		
- General Reserve	-	-
- Capital Redemption Reserve	-	-
- Debenture redemption reserve	-	-
- Assets written off due to nil useful life	-	-
Closing balance	20	-
Total >>>	20	0

Note 5 Short-term borrowings

Particulars	As at 31 March, 2023 ₹. In Hundred	As at 31 March, 2022 ₹. In Hundred
(a) Loans repayable on demand		
From banks		
Secured	-	-
Unsecured	-	-
(b) Unsecured Loans & Advances from related parties		
Corporate Loans & Advances	870	-
Others	-	-
Total	870	-



Note 6 Other current liabilities

Particulars	As at 31 March, 2023	As at 31 March, 2022
	₹. In Hundred	₹. In Hundred
(a) Current maturities of long-term debt	-	-
(b) Other payables:		
(i) Statutory remittances	-	-
(ii) Payable on Purchase of Fixed Assets	-	-
(iii) Advances from Customers	-	-
(iv) Other Expenses payable	-	-
Audit Fees Payable	3,400	-
Other Current Liabilities	100	-
	3,300	-
Total	3,400	-

Note 7 Cash and cash equivalents

Particulars	As at 31 March, 2023	As at 31 March, 2022
	₹. In Hundred	₹. In Hundred
(a) Cash on hand	-	-
(b) Balances with banks	291	-
(i) In current accounts	4,999	-
Total	5,290	-

Note 8 Short Term Loans & Advances

Particulars	As at 31 March, 2023	As at 31 March, 2022
	₹. In Hundred	₹. In Hundred
(a) Security Deposit	-	-
(b) Prepaid expenses (Unsecured considered good)	-	-
(c) Balances with Governments Authorities	-	-
(d) Loans and advances to related parties		
- Unsecured considered goods	-	-
(e) Other (Business Advances)	4,000	-
- Unsecured considered goods	-	-
Total	4,000	-



Note 9 Revenue from operations

Particulars	As at 31 March, 2023	As at 31 March, 2022
	₹. In Hundred	₹. In Hundred
(A) Sales Income	3,809	-
Sales Income	3,809	-
Total	3,809	-

Note 10 Employee benefits expense

Particulars	As at 31 March, 2023	As at 31 March, 2022
	₹. In Hundred	₹. In Hundred
Salaries and Wages	3,200	-
Directors Salary	-	-
Contribution towards PF and other Funds	-	-
Staff Welfare Expenses	-	-
Total	3,200	-

Note 11 Other expenses

Particulars	As at 31 March, 2023	As at 31 March, 2022
	₹. In Hundred	₹. In Hundred
Audit Fees	100	-
Bank Charges	1	-
Office Exps.	260	-
Professional Fees	100	-
Travelling Exp.	129	-
Total	590	-



- 12 Figures of the previous year are regrouped, rearranged whenever necessary.
- 13 No Provision for Taxation has been made during the year under the Income Tax Act, 1961.
- 14 No Provision for Deferred Tax Assets made during the year as under :-
Depreciation As per Company Act -
Depreciation As Per I.T. Act -
Difference of Depreciation -
Deferred Tax Asset/(Liab) @ 26.00% is -

15 EARNING PER SHARE

	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Profit After Taxation (₹.)	1,982	0
Equity shares (Nos)	50,000	
Earning per share	3.96	#DIV/0!

16 Profit & Loss Account includes

Auditor's Remuneration	For the year ended 31 March, 2023	For the year ended 31 March, 2022
For Statutory Audit		
For Taxation	100	
For Company Law Matters		
For Tax Audit		
TOTAL	100	

17 Related Party Disclosure as per AS-18

The Management has identified the following entities and individuals as related parties of the Company for the year ended 31st March, 2022 for the purpose of reporting as per Accounting Standard 18 - Related Party Disclosure which are as under :-

Information in respect of Related Parties Transactions	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Director Remunerations		
Unsecured Loans availed from Directors :-		
Advances to Related Parties :-		

18 Details of dues to micro and small enterprises as defined under MSMED Act, 2006

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Total Outstanding Dues of Creditors of Small Scale Industries Undertaking		
Total Outstanding dues of Creditors other than small scale Industrial Undertaking		
Total		

As per our report of even date
For, KAPASI PANDYA & ASSOCIATES
Chartered Accountants
Firm Registration No. 151998W

Vikash Pandya
(Partner)

M. No. : 159460

UDIN : 23159460BGXD07340

Place : Ahmedabad

Date : 21st August, 2023



For and on behalf of the board of directors of
MIRAKRISHNA ENTERPRISE PRIVATE LIMITED

sd/-

Harsha Panchal
Director
DIN - 03274740

sd/-

Taruna H Panchal
Director
DIN - 09661796

Place : Ahmedabad

Date : 21st August, 2023

MIRAKRISHNA ENTERPRISE PRIVATE LIMITED

Registered office: GF 74, Shukan Mall, Science City Road, Sola, Ahmedabad-380060.
| CIN-U72900GJ2022PTC133520 | Email- harshadpithwaa@gmail.com |

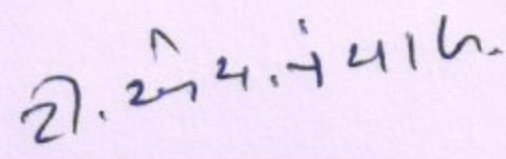
List of shareholders as on 31-03-2023

Rupees 10/- per Equity shares

SN	Name of shareholders	No. of Shares	% Holding
1.	Harshad Amrutlal Panchal	28000	56.00
2.	Tarunaben Harsadkumar Panchal	22000	44.00
Total Shares		50000	100.00

For, Mirakrishna Enterprise Private Limited


Harshad Panchal
Director
DIN- 03274760


Tarunaben Panchal
Director
DIN- 09661796

Place: Ahmedabad

Date: 21.08.2023

VALUATION REPORT

**REPORT ON VALUE OF
EQUITY SHARES OF
BENCHMARK ENTERTAINMENT
PRIVATE LIMITED**



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Summary Report

1. Date of Valuation : 31st Aug, 2023
2. Date of appointment : 01st Oct, 2023
3. Date of Submission of Draft Report : 20th Oct, 2023
4. Date of submission of the Valuation Report : 30th Oct, 2023

The said valuation assignment has been conducted for the purpose of computing the Value per Equity shares (herein after referred to as "Proposed Transaction") of **BENCHMARK ENTERTAINMENT PRIVATE LIMITED** (herein after referred to as "Company") The purpose of issue of shares to comply with the provisions of Section 42 and 62 of Companies Act, 2013 and the valuation guidelines stipulated under ICAI Valuation standards.

The Value per Equity Share ascertained by us is 10/- per share.

For and on behalf of

(Sejal Ronak Agrawal)
IBBI/RV/06/2020/13106
Membership No : 141498
Regd. Valuer – Securities & Financial Assets
UDIN : 23141498BGSGWY8158



Executive Summary



Client	BENCHMARK ENTERTAINMENT PRIVATE LIMITED
Corporate Identification Number(CIN)	U22300GJ2020PTC114032
Valuation Date	31 st Aug,2023
Date of Report	30 th Oct, 2023
Appointed Date	01 st Oct, 2023
Purpose of Valuation	The purpose of issue of shares to comply with the provisions of Section 42 and 62 of Companies Act, 2013 and the valuation guidelines stipulated under ICAI Valuation standards
Base of Valuation	: Fair Value ICAI Valuation Standards" (IVS) 102
Premise of Valuation	: Going Concern ICAI Valuation Standards" (IVS) 102
Valuation Approach	: Cost Approach
Method for Valuation	Net Assets Method
Value Variation from Standard Assumptions	: None
Special Assumptions	: None
Capacity & Status of Valuer	: External- Sejal Agrawal (RV-S&FA)
Independence	: The total fees, including the fee for this assignment earned from the instructing party are less than 5.0% of our total annual revenues.
	ICAI Valuation Standard





Introduction

Background Information

Company Information	
CIN	U22300GJ2020PTC114032
Company Name	BENCHMARK ENTERTAINMENT PRIVATE LIMITED
ROC Name	ROC Ahmedabad
Registration Number	114032
Date of Incorporation	18/06/2020
Email Id	Sandildang@yahoo.com
Registered Address	4th Floor-A/411, Stellar, Sindhu Bhavan Road, Nr. Pakwan Cross Road, Bodakdev, Ahmedabad, Ahmedabad, Gujarat, India, 380059
Listed in Stock Exchange(s) (Y/N)	No
Category of Company	Company limited by shares
Subcategory of the Company	Non-government company
Class of Company	Private
ACTIVE compliance	ACTIVE Compliant
Authorised Capital (Rs)	20,00,000
Paid up Capital (Rs)	10,00,000

The Board of Directors of the company are as follows:

Director/Signatory Details		
Sr. No	DIN/PAN	Name
1	03274760	Harshad Amrutlal Panchal
2	07486305	Inderpreet Harminder Dang00

Share Holding above 5% as on Valuation Date:

Name of the Shareholders	As At 31.08.2023	
	No of Shares	Holding (%)
Harshad Amrutlal Panchal	25000	25%
Inderpreet Harminder Dang	75000	75%





Caveats, Limitation and Disclaimers

i. Restriction on use of Valuation Report

This document has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Our client is the only authorized user of this report and is restricted for the purpose indicated in the engagement letter. This restriction does not preclude the client from providing a copy of the report to third-party advisors whose review would be consistent with the intended use. I do not take any responsibility for the unauthorized use of this report.

ii. Responsibility of RV

We owe responsibility only to the client that has appointed us under the terms of the engagement letters. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the client or companies, their directors, employees or agents.

iii. Accuracy of Information

While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the clients existing business records. Accordingly, we express no audit opinion or any other form of assurance on this information.

iv. Achievability of the forecast results

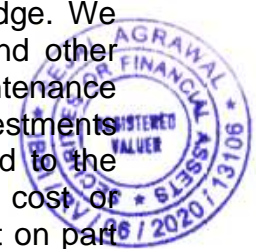
We do not provide assurance on the achievability of the results forecast by the management as events and circumstances do not occur as expected; differences between actual and expected results may be material. We express no opinion as to how closely the actual results will correspond to those projected as the achievement of the forecast results is dependent on actions, plans and assumptions of management.

v. Post Valuation Date Events

The user to which this valuation is addressed should read the basis upon which the valuation has been done and be aware of the potential for later variations in value due to factors that are unforeseen at the valuation date. Due to possible changes in market forces and circumstances, this valuation report can only be regarded as relevant as at the valuation date.

vi. Reliance on the representations of the clients, their management and other third parties

The client and its management warranted to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. We have relied upon the representations of the clients, their management and other third parties concerning the financial data, operational data and maintenance schedule of all plant- machinery-equipment-tools-vehicles, real estate investments and any other investments in tangible assets except as specifically stated to the contrary in the report. We shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or wilful default on part of the companies, their directors, employee or agents.





vii. No procedure performed to corroborate information taken from reliable external sources

We have relied on data from external sources also to conclude the valuation. These sources are believed to be reliable and therefore, we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where we have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources or reproduced in its proper form and context.

viii. Compliance with relevant laws

The report assumes that the company complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the companies will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not reflected in the balance sheet provided to us.

ix. Multiple factors affecting the Valuation Report

The valuation report is tempered by the exercise of judicious discretion by the RV, taking into account the relevant factors. There will always be several factors, e.g. management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the Balance Sheet but could strongly influence the value.

x. Future services including but not limited to Testimony or attendance in courts/tribunals/ authorities for the opinion of value in the Valuation Report

We are fully aware that based on the opinion of value expressed in this report, we maybe required to give testimony or attend court / judicial proceedings with regard to the subject assets, although it is out of scope of the assignment, unless specific arrangements to do so have been made in advance, or as otherwise required by law. In such event, the party seeking our evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and our tendering evidence before such authority shall be under the applicable laws.





Purpose of the Report

We have been appointed for the purpose of computing the Value per Equity Shares (herein after referred to as "Proposed Transaction") of **BENCHMARK ENTERTAINMENT PRIVATE LIMITED** (herein after referred to as "*Company*"). The purpose of issue of shares to comply with the provisions of Section 42 and 62 of Companies Act, 2013 and the valuation guidelines stipulated under ICAI Valuation standards.

Scope of Work and Bases of Valuation

Our scope of work involved determination of the fair market value of unquoted Equity shares of BENCHMARK ENTERTAINMENT PRIVATE LIMITED a company registered under the Companies Act 2013. The valuation report is based on the information and documents provided by the client and information collected independently by us. We have agreed to determine the value per equity shares of the company as on date **31st Aug, 2023** for the purpose of arriving at the fair market value.

As per the engagement letter, we were required to follow established methods of valuation of the shares i.e. market value or DCF or cost. As required by ICAI Valuation Standards, we have considered possible and appropriate methods of valuation of shares and provided adequate disclosure of the same in our report.

The Valuation Currency for this Valuation Report is Indian Rupees.

Appointing Authority

Management of **BENCHMARK ENTERTAINMENT PRIVATE LIMITED** appointed Sejal Agrawal (Registered Valuer cum Chartered Accountant) for valuation of Equity Shares.

Disclosure of Registered Valuer's Interest

I have no present or prospective contemplated financial interest in the company nor any personal interest with respect to the Promoters & Board of Directors of the company. I have no bias/prejudice with respect to any matter that is the subject of the valuation report or to the parties involved with this engagement.





My professional fee for this valuation is based upon my normal billing rates, and not contingent upon the results or the value of the business or in any other manner.

Basis and Premise of Valuation

- As per ICAI Valuation Standards 102, Valuation base means the indication of the type of value being used in an engagement. Different valuation bases may lead to different conclusions of value. Therefore, it is important for the valuer to identify the bases of value pertinent to the engagement. This Standard defines the following valuation bases: Fair value, Participant specific value and Liquidation value.
- As the Company is on going concern basis, RV has decided to choose Fair Value as base of valuation. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date.
- Premise of Value refers to the conditions and circumstances how an asset is deployed. This valuation is performed on the premise that the Company will continue to operate as a going concern. IVS 102 defines 'going concern value' as "the value of a business enterprise that is expected to continue to operate in the future."

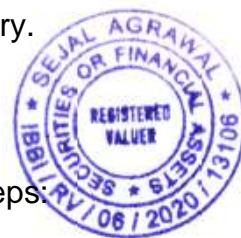
Source of Information

- Audited Financial Statement as on 31st March 2023.
- Management Signed Provisional Statements as on 31st Aug, 2023.
- A signed management representation letter stating the details are based on best estimates and judgement of the management.
- Discussions with the Management in connection with the current status of the operations of the Company, regulatory framework, future plans and prospects, etc. in relation to the Business
- Other information, explanations and representations that were required and provided by the Management
- Such other analysis, reviews, and inquiries as we considered necessary.

Valuation Methodology and Approaches

In valuing the shares of the company, we need to perform the following steps:

1. Understanding the Business of the company
2. Understanding the Industry in which the company operates
3. Identifying the Assets of the company, including Income Generating Businesses, fixed assets, etc.
4. Valuing the Assets of the company, wherein, three different approaches may be employed to determine value: (i) the Income Approach, (ii), the Market Approach and (iii) the Cost Approach. While each of these approaches is initially considered in the valuation of an asset, the nature and characteristics of the asset, availability of required data for each of the approaches indicate which approach, or





approaches, is most applicable.

5. Identifying the liabilities of the company
6. Computing the Value available to Shareholders and arriving at the Value per share

We have given consideration to all the relevant and appropriate valuation approaches. In selecting the appropriate valuation approach and method, we have considered the following:

- a) The appropriate basis (es) of value and premise(s) of value, determined by the terms and purpose of the valuation assignment,
- b) The respective strengths and weaknesses of the possible valuation approaches and methods,
- c) The appropriateness of each method in view of the nature of the asset, and the approaches or methods used by participants in the relevant market, and
- d) The availability of reliable information needed to apply the method(s).

We have hereunder discussed the various approaches available under the valuation standards and approach(es) adopted by us after considering the above and the information available for the asset under valuation:

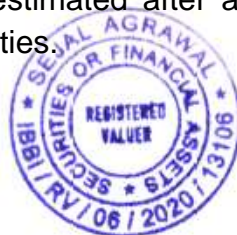
Income Approach

The income approach provides an indication of value by converting future cash flow to a single current value. Under the income approach, the value of an asset is determined by reference to the value of income, cash flow or cost savings generated by the asset. This approach is appropriate where the income-producing ability of the asset is the critical element affecting the value or reasonable projections of the amount and timing of future income are available for the subject asset. The approach is used where 'Anticipation of benefits' is the economic principle which would be used by market participants to decide the Value of the subject asset.

The following Income Approach method have been considered by us in the report:

➤ Discounted Cash Flow (DCF) Method

The Discounted Cash Flow Method involves forecasting the Free Cash Flows Available to Firm (FCFF) & Estimated Terminal Value of the Business and discounted back to the valuation date with Weighted Average Cost of Capital (WACC) for the company to arrive at the Enterprise Valuation of the Business of the company. The Funds Available to the shareholders of the company are estimated after adjusting the Enterprise Valuation for Value of Non-core Assets and Liabilities.





Market Approach

The market approach provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available. This approach is appropriate where the subject assets or substantially similar assets are frequently publicly traded and the information on the market transactions are sufficiently and reliably available. The approach is used where 'Price Equilibrium' is the economic principle which would be used by market participants to decide the Value of the subject asset.

The following Market approach methods have been considered by us in this report:

- **Guideline Publicly Trade comparable method** – The Guideline publicly trade comparable method utilises the information on publicly traded comparable that are the same or similar to the subject asset to arrive at an indication of the value.
- **Comparable transactions method** - The comparable transactions method, also known as the guideline transactions method, utilises information on transactions involving assets that are the same or similar to the subject asset to arrive at an indication of value.

Cost Approach

The cost approach provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors are involved. The approach provides an indication of value by calculating the current replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence. The approach is used where 'cost of substitution' is the economic principle which would be used by market participants to decide the Value of the subject asset.

The value arrived at under this approach is based on the audited financial statements of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. The balance sheet values are adjusted for any contingent liabilities that are likely to materialize.

The Net Asset Value is generally used as the minimum break-up value for the transaction since this methodology ignores the future return the assets can produce and is calculated using historical accounting data that does not reflect how much the business is worth to someone who may buy it as a going concern





Selection of Valuation Methodology

There is no single definition of the term 'Value' that is suitable for all purposes or at all times. The value of a particular asset may vary according to different valuation methodologies that are adopted to ascertain the value for a specific purpose. Valuation of securities is an inexact science. It may sometimes involve a set of judgments and assumptions that may be subject to certain uncertainties. In the section below, Registered Valuer have discussed some of the commonly used valuation methodologies. The valuation methodology to be adopted varies from case to case depending upon different factors affecting valuation. There are a number of methodologies to value companies / businesses using historical and forecast financials of the company.

A typical valuation analysis involves review and analysis of historical financials of the company and broad comparison of the company's forecast financial projections as regards all the significant macro and micro variables like economy and industry growth rate assumptions, inflation, interest and foreign exchange rates and tax rate forecasts. Company's profitability factors (industry competitive factors and company's operating strategies and its competitive position in the industry), economies of scale and optimal capital structure also affects the business valuation of the company.

However, the value is specific to the point in time and may change with the passage of time.

Preferred approach to value equity shares

- We are unable to carry out the valuation of the company using the market approach due to non-availability of the sufficient and reliable information on the market comparable for the similar company engaged in the similar business, similar profit margins for which adjustments might not be feasible. Further Considering the facts that shares to be valued are unlisted, valuation under the Market approach is impractical or unreliable or not advisable.
- We have not used DCF method Considering the current economic scenario, the industry to which the Company belongs and the business ecosystem of the Company, expected free cash flow cannot be determined judiciously, further Company is having losses also.
- The Net Asset Value is generally used as the minimum break-up value for the transaction and looking to the purpose of Valuation, Cost approach is the preferred method for the valuation.





Valuation using Cost Approach- Net Asset Method

The calculation under this method has been presented in **Annexure A**.

NET ASSET AS ON 31.08.2023	Rs. In Lakhs
Non-Current Assets	
Property, Plant and Equipment	3.01
Total Non-Current Assets	3.01
Current Assets	
Trade Receivables	0.12
Cash and Cash Equivalents	0.87
Short Term Loans and Advances	2.93
Other Current Assets	
Total Current Assets	3.92
Total Assets (A)	6.92
Liabilities	
Non-Current Liabilities	
Deferred Tax Liabilities	0.02
Total Non-Current Liabilities	0.02
Current Liabilities	
Short Term Borrowings	83.20
Trade Payables	
Total Outstanding dues of creditors other than MSME	15.46
Other Current Liabilities	-0.62
Total Current Liabilities	98.05
Total Liabilities (B)	98.07
NET ASSETS (A-B)	-91.15
No of Shares	100000
Value per Share	Negative

Since Value is negative, shares cannot be issued at Discount. Thus, Fair Value is considered as Face Value i.e. Rs. 10 per Share.





CA SEJAL AGRAWAL
CHARTERED ACCOUNTANTS
(CA, CS, IP, RV-SFA)

We trust the above meets your requirements.

Thanking you,

Sejal Agrawal

Registered Valuer

M No: 141498

(Regn. No.: IBBI/RV/06/2020/13106)

(IP, RV, FCA, FCS, DISA, Forensic Audit and Fraud Detection, Ind-AS, Concurrent Audit)



Address: 7, Ritu Apartment, Nilima Park Soc.,
Bhairavnath Road, Maninagar
Ahmedabad-380008

Mob: 9687672506

Email: swiftsejal@gmail.com

VALUATION REPORT

**REPORT ON VALUE OF
EQUITY SHARES OF
MIRAKRISHNA ENTERPRISE
PRIVATE LIMITED**



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Summary Report

1. Date of Valuation : 30th Sep, 2023
2. Date of appointment : 01st Oct 2023
3. Date of Submission of Draft Report : 20th Oct, 2023
4. Date of submission of the Valuation Report : 15th Nov, 2023

The said valuation assignment has been conducted for the purpose of computing the Value per Equity (herein after referred to as "Proposed Transaction") of **MIRAKRISHNA ENTERPRISE PRIVATE LIMITED** (herein after referred to as "Company") The purpose of issue of shares to comply with the provisions of Section 42, 62 of Companies Act, 2013 and the valuation guidelines stipulated under ICAI Valuation standards.

The Value per Equity Share ascertained by us is 10.00/- per share.

For and on behalf of

(Sejal Ronak Agrawal)



IBBI/RV/06/2020/13106

Membership No : 141498

Regd. Valuer – Securities & Financial Assets

UDIN : 24141498BKDHIA1255

Executive Summary



Client	MIRAKRISHNA ENTERPRISE PRIVATE LIMITED
Corporate Identification Number(CIN)	U72900GJ2022PTC133520
Valuation Date	30 th Sep, 2023
Date of Report	15 th Nov, 2023
Appointed Date	01 st Oct, 2023
Purpose of Valuation	The purpose of issue of shares to comply with the provisions of Section 42, 62 of Companies Act, 2013 and the valuation guidelines stipulated under ICAI Valuation standards.
Base of Valuation	: Fair Value ICAI Valuation Standards" (IVS) 102
Premise of Valuation	: Going Concern ICAI Valuation Standards" (IVS) 102
Valuation Approach	: Cost Approach
Method for Valuation	Net Assets Method
Value Variation from Standard Assumptions	: None
Special Assumptions	: None
Capacity & Status of Valuer	: External- Sejal Agrawal (RV-S&FA)
Independence	: The total fees, including the fee for this assignment earned from the instructing party are less than 5.0% of our total annual revenues.
	ICAI Valuation Standard





Introduction

Background Information

Company Information	
CIN	U72900GJ2022PTC133520
Company Name	MIRAKRISHNA ENTERPRISE PRIVATE LIMITED
ROC Name	ROC Ahmedabad
Registration Number	133520
Date of Incorporation	04/07/2022
Email Id	harshadpithwaa@gmail.com
Registered Address	2/Udit Apartment, Nr. Tulip Bunglow, Nr. Surdhara Circle, B/h Drive in Cinema, Thaltej Road Thaltej Road, Ahmedabad, Ahmadabad City, Gujarat, India, 380054
Listed in Stock Exchange(s) (Y/N)	No
Category of Company	Company limited by shares
Subcategory of the Company	Non-government company
Class of Company	Private
ACTIVE compliance	ACTIVE Compliant
Authorised Capital (Rs)	5,00,000
Paid up Capital (Rs)	5,00,000

The Board of Directors of the company are as follows:

Director/Signatory Details		
Sr. No	DIN/PAN	Name
1	03274760	HARSHAD AMRUTLAL PANCHAL
2	09661796	TARUNABEN HARSADKUMAR PANCHAL

Share Holding above 5% as on Valuation Date:

Name of the Shareholders	As At 30.09.2023	
	No of Shares	Holding (%)
Harshad Amrutlal Panchal	28000	56%
Tarunaben Harsadkumar Panchal	22000	44%





Caveats, Limitation and Disclaimers

i. Restriction on use of Valuation Report

This document has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Our client is the only authorized user of this report and is restricted for the purpose indicated in the engagement letter. This restriction does not preclude the client from providing a copy of the report to third-party advisors whose review would be consistent with the intended use. I do not take any responsibility for the unauthorized use of this report.

ii. Responsibility of RV

We owe responsibility only to the client that has appointed us under the terms of the engagement letters. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions or advice given by any other person. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the client or companies, their directors, employees or agents.

iii. Accuracy of Information

While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the clients existing business records. Accordingly, we express no audit opinion or any other form of assurance on this information.

iv. Achievability of the forecast results

We do not provide assurance on the achievability of the results forecast by the management as events and circumstances do not occur as expected; differences between actual and expected results may be material. We express no opinion as to how closely the actual results will correspond to those projected as the achievement of the forecast results is dependent on actions, plans and assumptions of management.

v. Post Valuation Date Events

The user to which this valuation is addressed should read the basis upon which the valuation has been done and be aware of the potential for later variations in value due to factors that are unforeseen at the valuation date. Due to possible changes in market forces and circumstances, this valuation report can only be regarded as relevant as at the valuation date

vi. Reliance on the representations of the clients, their management and other third parties

The client and its management warranted to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. We have relied upon the representations of the clients, their management and other third parties concerning the financial data, operational data and maintenance schedule of all plant- machinery-equipment-tools-vehicles, real estate investments and any other investments in tangible assets except as specifically stated to the





contrary in the report. We shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or willful default on part of the companies, their directors, employee or agents.

vii. No procedure performed to corroborate information taken from reliable external sources

We have relied on data from external sources also to conclude the valuation. These sources are believed to be reliable and therefore, we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where we have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources or reproduced in its proper form and context.

viii. Compliance with relevant laws

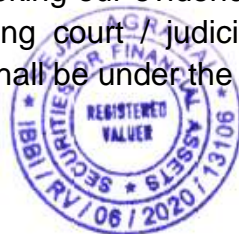
The report assumes that the company complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the companies will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not reflected in the balance sheet provided to us.

ix. Multiple factors affecting the Valuation Report

The valuation report is tempered by the exercise of judicious discretion by the RV, taking into account the relevant factors. There will always be several factors, e.g. management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the Balance Sheet but could strongly influence the value.

x. Future services including but not limited to Testimony or attendance in courts/tribunals/ authorities for the opinion of value in the Valuation Report

We are fully aware that based on the opinion of value expressed in this report, we maybe required to give testimony or attend court / judicial proceedings with regard to the subject assets, although it is out of scope of the assignment, unless specific arrangements to do so have been made in advance, or as otherwise required by law. In such event, the party seeking our evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and our tendering evidence before such authority shall be under the applicable laws.





Purpose of the Report

We have been appointed for the purpose of computing the Value per Equity Shares (herein after referred to as "Proposed Transaction") of **MIRAKRISHNA ENTERPRISE PRIVATE LIMITED** (herein after referred to as "*Company*"). The purpose of issue of shares to comply with the provisions of Section 42, 62 of Companies Act, 2013 and the valuation guidelines stipulated under ICAI Valuation standards.

Scope of Work and Bases of Valuation

Our scope of work involved determination of the fair market value of unquoted Equity shares of MIRAKRISHNA ENTERPRISE PRIVATE LIMITED a company registered under the Companies Act 2013. The valuation report is based on the information and documents provided by the client and information collected independently by us. We have agreed to determine the value per equity shares of the company as on date **30th Sep, 2023** for the purpose of arriving at the fair market value.

As per the engagement letter, we were required to follow established methods of valuation of the shares i.e. market value or DCF or cost. As required by ICAI Valuation Standards, we have considered possible and appropriate methods of valuation of shares and provided adequate disclosure of the same in our report.

The Valuation Currency for this Valuation Report is Indian Rupees.

Appointing Authority

Management of **MIRAKRISHNA ENTERPRISE PRIVATE LIMITED** appointed Sejal Agrawal (Registered Valuer cum Chartered Accountant) for valuation of Equity Shares.

Disclosure of Registered Valuer's Interest

I have no present or prospective contemplated financial interest in the company nor any personal interest with respect to the Promoters & Board of Directors of the company. I have no bias/prejudice with respect to any matter that is the subject of the valuation report or to the parties involved with this engagement.





My professional fee for this valuation is based upon my normal billing rates, and not contingent upon the results or the value of the business or in any other manner.

Basis and Premise of Valuation

- As per ICAI Valuation Standards 102, Valuation base means the indication of the type of value being used in an engagement. Different valuation bases may lead to different conclusions of value. Therefore, it is important for the valuer to identify the bases of value pertinent to the engagement. This Standard defines the following valuation bases: Fair value, Participant specific value and Liquidation value.
- As the Company is on going concern basis, RV has decided to choose Fair Value as base of valuation. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date.
- Premise of Value refers to the conditions and circumstances how an asset is deployed. This valuation is performed on the premise that the Company will continue to operate as a going concern. IVS 102 defines 'going concern value' as "the value of a business enterprise that is expected to continue to operate in the future."

Source of Information

- Audited Financial Statement as on 31st March 2023.
- Management signed Provisional as on 30th Sep, 2023.
- A signed management representation letter stating the details are based on best estimates and judgement of the management.
- Discussions with the Management in connection with the current status of the operations of the Company, regulatory framework, future plans and prospects, etc. in relation to the Business
- Other information, explanations and representations that were required and provided by the Management
- Such other analysis, reviews, and inquiries as we considered necessary.

Valuation Methodology and Approaches

In valuing the shares of the company, we need to perform the following steps:

1. Understanding the Business of the company
2. Understanding the Industry in which the company operates
3. Identifying the Assets of the company, including Income Generating Businesses, fixed assets, etc.
4. Valuing the Assets of the company, wherein, three different approaches may be employed to determine value: (i) the Income Approach, (ii), the Market Approach and (iii) the Cost Approach. While each of these approaches is initially considered in the valuation of an asset, the nature and characteristics of the asset, availability of required data for each of the approaches indicate which approach, or





approaches, is most applicable.

5. Identifying the liabilities of the company
6. Computing the Value available to Shareholders and arriving at the Value per share

We have given consideration to all the relevant and appropriate valuation approaches. In selecting the appropriate valuation approach and method, we have considered the following:

- a) The appropriate basis (es) of value and premise(s) of value, determined by the terms and purpose of the valuation assignment,
- b) The respective strengths and weaknesses of the possible valuation approaches and methods,
- c) The appropriateness of each method in view of the nature of the asset, and the approaches or methods used by participants in the relevant market, and
- d) The availability of reliable information needed to apply the method(s).

We have hereunder discussed the various approaches available under the valuation standards and approach(es) adopted by us after considering the above and the information available for the asset under valuation:

Income Approach

The income approach provides an indication of value by converting future cash flow to a single current value. Under the income approach, the value of an asset is determined by reference to the value of income, cash flow or cost savings generated by the asset. This approach is appropriate where the income-producing ability of the asset is the critical element affecting the value or reasonable projections of the amount and timing of future income are available for the subject asset. The approach is used where 'Anticipation of benefits' is the economic principle which would be used by market participants to decide the Value of the subject asset.

The following Income Approach method have been considered by us in the report:

➤ Discounted Cash Flow (DCF) Method

The Discounted Cash Flow Method involves forecasting the Free Cash Flows Available to Firm (FCFF) & Estimated Terminal Value of the Business and discounted back to the valuation date with Weighted Average Cost of Capital (WACC) for the company to arrive at the Enterprise Valuation of the Business of the company. The Funds Available to the shareholders of the company are estimated after adjusting the Enterprise Valuation for Value of Non-core Assets and Liabilities.





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- **Guideline Publicly Trade comparable method** – The Guideline publicly trade comparable method utilises the information on publicly traded comparable that are the same or similar to the subject asset to arrive at an indication of the value.
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The value arrived at under this approach is based on the audited financial statements of the business and may be defined as Shareholders' Funds or Net Assets owned by the business. The balance sheet values are adjusted for any contingent liabilities that are likely to materialize.

The Net Asset Value is generally used as the minimum break-up value for the transaction since this methodology ignores the future return the assets can produce and is calculated using historical accounting data that does not reflect how much the business is worth to someone who may buy it as a going concern





Selection of Valuation Methodology

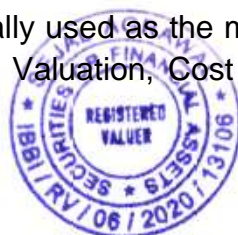
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However, the value is specific to the point in time and may change with the passage of time.

Preferred approach to value equity shares

- We are unable to carry out the valuation of the company using the market approach due to non-availability of the sufficient and reliable information on the market comparable for the similar company engaged in the similar business, similar profit margins for which adjustments might not be feasible. Further Considering the facts that shares to be valued are unlisted, valuation under the Market approach is impractical or unreliable or not advisable.
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- The Net Asset Value is generally used as the minimum break-up value for the transaction and looking to the purpose of Valuation, Cost approach is the preferred method for the valuation.





Valuation using Cost Approach- Net Asset Method

The calculation under this method has been presented in **Annexure A**.

NET ASSET AS ON 30.09.2023	Rs. In '00
Current Assets	
Trade Receivables	
Cash and Cash Equivalents	
Short Term Loans and Advances	5,349.20
Other Current Assets	4,000.00
Total Current Assets	9,349.20
Total Assets (A)	9,349.20
Liabilities	
Current Liabilities	
Short Term Borrowings	1,500.00
Other Current Liabilities	3,400.00
Total Current Liabilities	4,900.00
Total Liabilities (B)	4,900.00
NET ASSETS (A-B)	4449.2
No of Shares	50000
Value per Share	8.8984

Fair Value is Rs. 10.00 per Share.





CA SEJAL AGRAWAL
CHARTERED ACCOUNTANTS
(CA, CS, IP, RV-SFA)

We trust the above meets your requirements.

Thanking you,

Sejal Agrawal

Registered Valuer

M No: 141498

(Regn. No.: IBBI/RV/06/2020/13106)

(IP, RV, FCA, FCS, DISA, Forensic Audit and Fraud Detection, Ind-AS, Concurrent Audit)



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