

This is an abridged prospectus containing salient features of the red herring prospectus dated July 19, 2017 (“RHP”) filed with the Registrar of Companies, Bihar and Jharkhand (Patna) (“RoC”). You are encouraged to read greater details available in the RHP.

THE DOCUMENT CONSISTS OF FOUR PAGES OF APPLICATION FORM ALONG WITH INSTRUCTIONS AND SIX PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Please ensure that you have read the RHP, this abridged prospectus and the General Information Document (GID) for investing in public issues before applying in the Offer. You may obtain a physical copy of the Bid-cum-Application Form and the RHP from Stock Exchanges, members of the Syndicate, Registered Brokers, Collecting Depository Participants (“CDPs”), Registrar and Share Transfer Agents (“RTAs”), Registrar to the Offer, Underwriters, Banker to the Offer, Investors’ Associations or Self Certified Syndicate Banks (“SCSBs”). You may also download the RHP from the websites of the Securities and Exchange Board of India EBI at [www.sebi.gov.in](http://www.sebi.gov.in), BSE at [www.bseindia.com](http://www.bseindia.com), NSE at [www.nseindia.com](http://www.nseindia.com), ie; the GCBRLMs at [www.axiscapital.co.in](http://www.axiscapital.co.in), [www.icicisecurities.com](http://www.icicisecurities.com), [www.iiflcap.com](http://www.iiflcap.com) and [www.investmentbank.kotak.com](http://www.investmentbank.kotak.com) and the BRLMs at [www.sbicans.com](http://www.sbicans.com), [www.yesinvest.in](http://www.yesinvest.in) and [www.idbicapital.com](http://www.idbicapital.com). All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.



## SECURITY AND INTELLIGENCE SERVICES (INDIA) LIMITED

**Registered Office:** Annapoorna Bhawan, Telephone Exchange Road, Kurji, Patna 800 010, Bihar, India; **Telephone:** +91 612 226 6666; **Facsimile:** +91 612 226 3948

**Corporate Office:** A – 28 and 29, Okhla Industrial Area Phase – I, New Delhi 110 020, India; **Telephone:** +91 11 4646 4444; **Facsimile:** +91 11 4646 4400

**Contact Person:** Pushpa Latha Katkuri, Company Secretary and Compliance Officer; **Telephone:** + 91 80 2559 0801; **Facsimile:** +91 80 2559 0804

**E-mail:** [compliance@sisindia.com](mailto:compliance@sisindia.com); **Website:** [www.sisindia.com](http://www.sisindia.com); **Corporate Identity Number:** U75230BR1985PLC002083

### PROMOTERS OF THE COMPANY

**RAVINDRA KISHORE SINHA AND RITURAJ KISHORE SINHA**

### ISSUE DETAILS, LISTING AND PROCEDURE

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”) OF SECURITY AND INTELLIGENCE SERVICES (INDIA) LIMITED (OUR “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE “OFFER PRICE”), AGGREGATING UP TO ₹ [●] MILLION (THE “OFFER”) COMPRISING OF A FRESH ISSUE OF UP TO [●] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ 3,622.50 MILLION (THE “FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO 5,120,619 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY THE SELLING SHAREHOLDERS, COMPRISING AN OFFER FOR SALE OF UP TO 3,402,764 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY THEANO PRIVATE LIMITED, AN OFFER FOR SALE OF UP TO 68,336 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY AAJV INVESTMENT TRUST (TOGETHER, THE “INVESTOR SELLING SHAREHOLDERS”), AN OFFER FOR SALE OF UP TO 786,517 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY RAVINDRA KISHORE SINHA, AN OFFER FOR SALE OF UP TO 524,345 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY RITURAJ KISHORE SINHA (TOGETHER, THE “PROMOTER SELLING SHAREHOLDERS”), AND AN OFFER FOR SALE OF 338,657 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY THE OTHER SELLING SHAREHOLDERS (DEFINED HEREINAFTER) (TOGETHER, THE “OFFER FOR SALE”). THE OFFER SHALL CONSTITUTE [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THESE EQUITY SHARES ARE PROPOSED TO BE LISTED ON NATIONAL STOCK EXCHANGE OF INDIA LIMITED (DESIGNATED STOCK EXCHANGE) AND BSE LIMITED.

THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY AND THE INVESTOR SELLING SHAREHOLDERS IN CONSULTATION WITH THE GLOBAL COORDINATORS AND BOOK RUNNING LEAD MANAGERS AND THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH DAILY NEWSPAPER FINANCIAL EXPRESS AND ALL EDITIONS OF THE HINDI DAILY NEWSPAPER JANSATTA AND THE PATNA EDITION OF THE HINDI NEWSPAPER, BUSINESS STANDARD (HINDI BEING THE REGIONAL LANGUAGE IN THE STATE WHERE THE REGISTERED OFFICE OF THE COMPANY IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED (“BSE”) AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE”), AND TOGETHER WITH BSE, THE “STOCK EXCHANGES”) FOR UPLOADING ON THEIR RESPECTIVE WEBSITES.

Details about the Basis for Offer Price will be available on the websites of the Stock Exchanges.

### PROCEDURE:

If you wish to know about processes and procedures applicable to public issues, you may request for a copy of the GID from the GCBRLMs and BRLMs or download it from the websites of the BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and the GCBRLMs at [www.axiscapital.co.in](http://www.axiscapital.co.in), [www.icicisecurities.com](http://www.icicisecurities.com), [www.iiflcap.com](http://www.iiflcap.com), [www.investmentbank.kotak.com](http://www.investmentbank.kotak.com) and of the BRLMs at [www.sbicans.com](http://www.sbicans.com), [www.yesinvest.in](http://www.yesinvest.in) and [www.idbicapital.com](http://www.idbicapital.com).

### ELIGIBILITY FOR THE OFFER– Regulation 26(2) of ICDR Regulations

Whether the Company is compulsorily required to allot at least 75% of the net offer to public, to QIBs – Yes

### INDICATIVE TIMELINE

<b>Bid/Offer Opening Date *</b>	July 31, 2017	<b>Initiation of refunds (if any, for Anchor Investors)/ unblocking of funds from ASBA Accounts</b>	On or about August 8, 2017
<b>Bid/Offer Closing Date</b>	August 2, 2017	<b>Credit of Equity Shares to demat accounts of Allottees</b>	On or about August 9, 2017
<b>Finalisation of Basis of Allotment with the Designated Stock Exchange</b>	On or about August 7, 2017	<b>Commencement of trading of Equity Shares on the Stock Exchanges</b>	On or about August 10, 2017

\* Our Company and the Investor Selling Shareholders may, in consultation with the Global Coordinators and Book Running Lead Managers and the Book Running Lead Managers, consider participation by Anchor Investors. The Anchor Investors shall Bid during the Anchor Investor Bidding Date, i.e., one Working Day prior to the Bid/Offer Opening Date.

# IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RHP.

## GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does the SEBI guarantee the accuracy or adequacy of the contents of RHP. Specific attention of the investors is invited to "Risk Factors" on page 20 of RHP and "Internal Risk Factors" on page 7 of this Abridged Prospectus.

## PRICE INFORMATION OF BRLMs<sup>5</sup>

Issue Name*	Name of Merchant Banker	+/- % change in closing price, [+/- % change in closing benchmark]		
		30 <sup>th</sup> calendar days from listing <sup>#</sup>	90 <sup>th</sup> calendar days from listing <sup>#</sup>	180 <sup>th</sup> calendar days from listing <sup>#</sup>
Central Depository Services (India) Limited	Axis, SBICap, Yes, IDBI	-	-	-
Eris Lifesciences Limited	Axis	-	-	-
Tejas Networks Limited	Axis	-	-	-
S Chand And Company Limited	Axis	-17.37%, [+3.59%]	-	-
Avenue Supermarts Limited	Axis, Kotak, I-Sec, SBICap	+145.08%, [-0.20%]	+166.35%, [+5.88%]	-
BSE Limited	Axis, SBICap	+17.52%, [+2.55%]	+24.41%, [+6.53%]	-
Varun Beverages Limited	Axis, Kotak, Yes	-7.72%, [-5.17%]	-9.36%, [+3.01%]	+10.60%, [+9.02%]
ICICI Prudential Life Insurance Company Limited	I-Sec, IIFL, SBICap	-7.60%, [+0.54%]	-11.54%, [-6.50%]	+12.31%, [+5.28%]
HPL Electric & Power Limited	I-Sec, SBICap	-14.75%, [-2.91%]	-51.19%, [-6.72%]	-37.77%, [+5.34%]
Sheela Foam Limited	I-Sec	+30.23%, [-0.31%]	+48.39%, [+8.02%]	+86.65%, [+16.65%]
Music Broadcast Limited	I-Sec	+4.58%, [-0.23%]	+4.19%, [+5.00%]	-
Housing and Urban Development Corporation Limited	I-Sec, SBICap, IDBI	+13.17%, [+2.44%]	-	-
AU Small Finance Bank Limited	I-Sec	-	-	-
RBL Bank Limited	IIFL, Axis, Kotak	+29.4%, [-1.5%]	59.8%, [-6.9%]	+107.9%, [+1.7%]
Dilip Buildcon Limited	IIFL, Axis	+5.1%, [3.4%]	-3.9%, [-1.7%]	+20.3%, [+2.3%]
Qess Corp Limited	IIFL, Axis, I-Sec, Yes	+67.9%, [+1.5%]	+94.6%, [+2.8%]	+110.8%, [-2.6%]
Ujjivan Financial Services Limited	IIFL, Axis, I-Sec, Kotak	+74.1%, [+4.3%]	+115.4%, [+10.7%]	+98.3%, [+7.2%]
Healthcare Global Enterprises Limited	IIFL	-15.9%, [+3.3%]	-17.4%, [+7.0%]	-1.3%, [+14.8%]
Precision Camshafts Limited	IIFL	-15.0%, [+0.6%]	-20.8%, [+3.3%]	-20.1%, [+15.9%]
CL Educate Limited	Kotak	-8.98%, [+1.42%]	-15.36%, [+3.46%]	-
Laurus Labs Limited <sup>(1)</sup>	Kotak, SBICap	+11.44%, [+3.62%]	+23.97%, [+13.03%]	+41.43%, [+18.31%]
PNB Housing Finance Limited <sup>(2)</sup>	Kotak	+11.70%, [-4.16%]	+21.28%, [+2.87%]	+70.50%, [+9.28%]
L&T Technology Services Limited	Kotak	-0.85%, [-1.57%]	-8.54%, [-8.72%]	-9.55%, [+3.28%]
GTPL Hathway Limited	Yes	-	-	-
MEP Infrastructure Developers Limited	IDBI	-15.71%, [+0.42%]	-8.57%, [+5.51%]	-13.49%, [-0.57%]

<sup>1,3</sup>Source: [www.nseindia.com](http://www.nseindia.com) \* Disclosures subject to recent 7 issues (initial public offerings) in current financial year and two preceding financial years managed by each BRLM, with common issues disclosed once. # Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available. <sup>(1)</sup> In Laurus Labs Limited, the issue price to employees was ₹ 388 per equity share after a discount of ₹ 40 per equity share. The Anchor Investor Issue price was ₹ 428 per equity share. <sup>(2)</sup> In PNB Housing Finance Limited, the issue price to employees was ₹ 700 per equity share after a discount of ₹ 75 per equity share. The Anchor Investor Issue price was ₹ 775 per equity share.

Names and contact details (telephone and email id) of each GCBRLMs and BRLMs	<b>Axis Capital Limited</b> Tel: + 91 22 4325 2183; E-mail: sis.ipo@axiscap.in	<b>ICICI Securities Limited</b> Tel : +91 22 2288 2460; E-mail: sis.ipo@icicisecurities.com
	<b>IIFL Holdings Limited</b> Tel: +91 22 4646 4600; E-mail: sis.ipo@iiflcap.com	<b>Kotak Mahindra Capital Company Limited</b> Tel: +91 22 4336 0000; E-mail: sis.ipo@kotak.com
	<b>SBI Capital Markets Limited</b> Tel: +91 22 2217 8300; E-mail: sis.ipo@sbicaps.com	<b>Yes Securities (India) Limited</b> Tel.: +91 22 3347 7364; E-mail: sis.ipo@yessecuritiesltd.in
	<b>IDBI Capital Markets &amp; Securities Limited</b> (Formerly known as IDBI Capital Market Services Limited) Tel: +91 22 4322 1212; Email: sis.ipo@idbicapital.com	
Names of Syndicate Members	India Infoline Limited, Kotak Securities Limited and SBICAP Securities Limited	
Name of Registrar to the Offer and contact details (telephone and email id)	<b>Link Intime India Private Limited</b> Tel: +91 22 4918 6200; Email: sis.ipo@linkintime.co.in	
Name of Statutory Auditor	<b>M/s A. Mitra &amp; Associates, Chartered Accountants</b>	
Name of Credit Rating Agency and grading obtained	Not Applicable	
Self-Certified Syndicate Banks - The list of banks is available on <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a>		

## IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RHP.

**Registered Brokers** - You can submit Bid-cum-Application Forms to Registered Brokers at the Broker Centres. For further details, see section “*Offer Procedure*” beginning on page 539 of the RHP.

**Details regarding website address(es)/link(s) from which the investor can obtain list of RTAs, CDPs and Registered Brokers who can accept application from Investor**

List of RTAs and CDPs who can accept Bid-cum-Application Forms from Bidders can be obtained from below links as updated from time to time: <http://www.bseindia.com>; <https://www.nseindia.com>

List of Registered Brokers who can accept Bid-cum-Application Forms from Bidders can be obtained from below links as updated from time to time: <http://www.bseindia.com>; <https://www.nseindia.com>

For further details, see section “*Offer Procedure*” beginning on page 539 of the RHP.

### PROMOTERS OF OUR COMPANY

**Ravindra Kishore Sinha**, aged 65 years, is the Chairman of our Company. He has been associated with our Company since incorporation. He holds a bachelor's degree in arts from Magadh University. He has over 30 years of experience in the business of our Company. At present, he is a Member of Parliament (Rajya Sabha) from Bihar. He has also served as an advisor to the Ministry of Human Resource Development, Government of India.

**Rituraj Kishore Sinha**, aged 36 years, is the Managing Director of our Company. He initially joined our Company on July 8, 2002 as the Vice President (International Business Development) and was thereafter designated as the Chief Operating Officer. Subsequently, with effect from April 24, 2017, he was appointed as the Managing Director of our Company. He holds a bachelor's degree in arts from the University of Leeds. He has over 14 years of experience in our Company.

We do not have any listed Group Companies.

### BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY

We are a leading provider of private security and facility management services in India. Our portfolio of services includes:

- **private security services**, comprising of:
    - *security services*: We provide a comprehensive range of security services ranging from providing trained security personnel for general guarding to specialized security roles in India and Australia. In Australia, we also provide paramedic and allied health, mobile patrol and fire rescue services;
    - *cash logistics services*: Our cash logistics business in India includes services such as cash in transit including transportation of bank notes and other valuables, doorstep banking as well as cash processing, ATM related services including ATM replenishment, first line maintenance and safekeeping, and vault related services for bullion and cash; and
    - *electronic security services and home alarm monitoring and response services*: In India, we provide electronic security services, including integrated and turnkey electronic security and surveillance solutions combining electronic security with trained manpower and have recently entered into a joint venture in order to provide home alarm monitoring and response services;
  - **facility management services**: Our facility management services in India include cleaning, janitorial services, disaster restoration and clean-up of damage, as well as facility operation and management such as deployment of receptionists, lift operators, electricians and plumbers, and also pest and termite control.
- Our total revenue grew at a CAGR of 14.56% to ₹ 45,771.22 million for Fiscal Year 2017 from ₹ 26,577.00 million for Fiscal Year 2013. On a pro forma basis, giving effect to our acquisition of Andwills Pty Ltd. (“**Andwills**”) and Dusters for the year ended March 31, 2017, our total revenue would have been ₹ 51,312.50 million.

Our revenue from operations for Fiscal Year 2017 from our security services, cash logistics, electronic security and facility management businesses (including revenues from pest-control services) were, ₹ 39,820.15 million, ₹ 1,651.28 million, ₹ 69.34 million and ₹ 3,949.78 million, respectively. Our EBITDA has grown to ₹ 2,233.78 million for the Fiscal Year 2017 from ₹ 1,255.15 million for the Fiscal Year 2013.

**Our Competitive Strengths:** • Diverse portfolio of private security and facility management services • Leader in providing security services in India and Australia • Second largest cash logistics service provider in India • Leading position in facility management services in India • Widespread and integrated branch network in India • Diverse customer base • Established systems and processes leading to a scalable business model and • Experienced management and operational team.

**Our Strategies:** • Grow our businesses across customer segments • Use and upgrade technology to improve productivity and customer satisfaction • Leverage our existing branch infrastructure to achieve operational synergies • Inorganic growth through strategic acquisitions.

**The Company and SMC, one of its Subsidiaries, are currently demerging certain businesses to SIS Asset Management (a member of the Promoter Group and a Group Company), involving, inter alia, transfer of immovable properties and related investments (“Demerged Properties”) whose collective market value aggregate to ₹ 868.69 millions. For further details, refer page 213 of RHP.**

### BOARD OF DIRECTORS

Sl. No.	Name	Designation	Experience including current/past position held in other firms
1	Ravindra Kishore Sinha	Chairman	He has been associated with our Company since incorporation. He holds a bachelor's degree in arts from Magadh University. He has over 30 years of experience in the business of our Company. He is currently a Member of Parliament (Rajya Sabha) from Bihar.
2	Rituraj Kishore Sinha	Managing Director	He has 14 years of experience in the Company, and has previously held the position of Vice President (International Business Development) and Chief Operating Officer, prior to being designated as our Managing Director. He holds a bachelor's degree in arts from the University of Leeds.
3	Uday Singh	Group CEO and Whole-time Director	He has over 38 years of experience in management and has previously, held various positions with Metallurgical & Engineering Consultants (India) Limited as Engineering Manager, with Jindal Vijaynagar Steel Ltd as Deputy Manager (System Integration and Quality) and with Praxair Carbon Dioxide Private Limited as Director and Business Head.

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4	Arvind Kumar Prasad	Whole-time Director and Chief Financial Officer	He has over 30 years of experience in the finance sector, and has been associated with our Company since July 5, 1985.
5	Rita Kishore Sinha	Director	She has around 30 years of experience in the legal field and is presently enrolled with the Supreme Court Bar Association. She has also been associated with our Company since March 31, 1995.
6	Jayanta Kumar Basu*	Nominee Director	He has over 27 years of experience in the fields of investing, investment banking and corporate banking. He is currently Designated Partner at CX Advisors LLP, and has previously worked with Citibank India.
7	Arun Kumar Batra	Independent Director	He has over 37 years of experience and has in the past worked with Nestle India Limited, Eternit Everest Limited and Group4 Securicor India.
8	Ashok Kumar Mattoo	Independent Director	He has over 30 years of experience in the engineering industry and has, in the past, held various positions with Tata Iron and Steel Company Limited as General Manager, Corporate Communications and Bharat Heavy Electricals Limited as Executive Engineer.
9	Amrendra Prasad Verma	Independent Director	He has over 35 years of experience in banking field and has in the past worked with SBI Capital Markets Limited as Managing Director and CEO and GE Mid Corporate Group as the Deputy Managing Director.
10	Dr. Ajoy Kumar	Independent Director	He has over 28 years of experience, and has, in the past, worked with TATA Sons Limited as General Manager and Apollo Hospitals Group as President. He is currently associated with JSS Medical Research India Private Limited as Chief Executive Officer and Country Head.
11	Devdas Apte	Additional Director (Independent)	He has been associated with our Company since February 16, 1999. He was also elected as a Member of Parliament (Rajya Sabha) from Jharkhand constituency.
12	Tirumalai Cunnavakam Anandanpillai Ranganathan	Independent Director	He has over 38 years of experience in banking field and has, in the past, held various positions with Export Import Bank of India as the Chairman, with State Bank of Bikaner and Jaipur as the Managing Director. Presently, he is an empanelled arbitrator on various forums, including NSE, BSE.

\*Pursuant to a resolution of our Board and shareholders dated April 3, 2013, Tarun Khanna was appointed as an alternate director to Jayanta Kumar Basu.

## OBJECTS OF THE OFFER

The Offer consists of the Fresh Issue and the Offer for Sale.

**Offer for Sale** - The Selling Shareholders are entitled to sell an aggregate of up to 5,120,619 Equity Shares held by them, aggregating up to ₹ [●] million after deducting their proportion of Offer related expenses. Our Company will not receive any proceeds from the Offer for Sale.

**Objects of the Fresh Issue**- The Net Proceeds are currently expected to be deployed in Fiscal 2018 as stated below: (₹ million)

Particulars	Total Estimated Cost	Amount to be funded from the Net Proceeds in Fiscal 2018
Repayment and pre-payment of a portion of certain outstanding indebtedness availed by our Company	2,000.00	2,000.00
Funding working capital requirements of our Company	3,061.63	600.00
General corporate purposes*	[●]	[●]
<b>Total</b>	<b>[●]</b>	<b>[●]</b>

\*To be finalised upon determination of the Offer Price. The amount utilised for general corporate purposes shall not exceed 25% of the gross proceeds of the Fresh Issue.

**Details of means of finance** - There are no fund requirements towards capital expenditure and hence Regulation 4(2) of the SEBI ICDR Regulations is not applicable to the Offer. The working capital requirements will be met through the Net Proceeds (to the extent of ₹ 600 million) and identifiable internal accruals and bank borrowings (including limits available after repayment of working capital loans).

**Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Company in the preceding 10 years.** - Not Applicable

**Name of monitoring agency** - Yes Bank Limited

**Shareholding pattern of the Company as on the date of RHP**

Sl. No.	Particulars	Pre Offer number of shares	% holding of Pre-Offer
1	Promoter and Promoter Group	52,842,867	76.90
2	Public	15,871,383	23.10
	<b>Total</b>	<b>68,714,250</b>	<b>100.00</b>

**Number of equity shares proposed to be sold by Selling Shareholders -**

Selling Shareholder	Number of Equity Shares offered in the Offer for Sale	Selling Shareholder	Number of Equity Shares offered in the Offer for Sale
Theano	Up to 3,402,764	M. Ramaiah	1,925
AAJV	Up to 68,336	Pranab Kumar Pradhan	1,925
Ravindra Kishore Sinha	Up to 786,517	Rajesh Kumar Sinha	1,925
Rituraj Kishore Sinha	Up to 524,345	Dharmendra Kumar Singh	1,650
Uday Singh	166,232	Sanjay Pandey	1,650
Dhiraj Singh	55,000	Vishal Jagtap	1,650



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Selling Shareholder	Number of Equity Shares offered in the Offer for Sale	Selling Shareholder	Number of Equity Shares offered in the Offer for Sale
Manoj Fulfagar	11,000	Ajay Anupam	1,375
Brajesh Kumar	9,900	Akalesh Singh Rawat	1,375
Narayan Lenka	7,700	Anand Kumar Singh	1,375
Pushpendra Kumar	6,050	Bhanu Pratap Guddu	1,375
Jyoti K. Karan	5,500	Gopal Krishna Sinha	1,375
Dinesh Gupta	4,400	Manish Kumar Singh	1,375
Vinay Kumar Srivastava	4,400	Pranav Kumar Mishra	1,375
Sanjay Shanker Ojha	4,400	Samir Kumar Sahoo	1,375
Deepak Kumar Shaw	3,300	Sanjeev Kumar	1,375
Jayant Kumar Singh	3,300	Tarakant Raj	1,375
Narendra Dhar Dwivedi	3,300	Vikas Pandey	1,375
Tarun Goswami	3,300	Hemant Kumar Singh	1,100
Uma Sankar Pallai	3,300	Kingshuk Mallik	1,100
A.N. Singh Dhama	2,750	Rajeev Shanker Ojha	1,100
Neerja Goswami	2,750	Sanjeev Kumar	1,100
Vidya Sagar	2,750	Sanjeev Kumar Rao	990
Arvind Kumar Bali	2,200	Shishir Kumar Mishra	825
Amiya Shankar	2,200	Pranay Kumar Acharya	660
Nand Kishore Prasad	2,200		

## RESTATED AUDITED FINANCIAL STATEMENTS

(₹ in million except per share data)

Standalone	FY 2017	FY 2016	FY 2015	FY 2014	FY 2013
Revenue from operations	16,147.59	12,736.78	10,340.57	8,069.03	5,665.23
Restated Profit / (loss) before tax	239.72	485.39	304.12	469.60	403.18
Restated Profit / (loss) after tax	265.54	335.65	246.38	332.15	298.93
Share Capital	687.03	62.00	61.75	61.75	213.30
Reserves and Surplus	1,026.34	1,217.68	1,156.06	1,052.85	669.17
Net worth	1,713.37	1,279.68	1,217.81	1,114.60	882.47
Basic earning per share (₹)	3.87	4.93	3.62	4.88	4.45
Diluted earning per share (₹)	3.79	4.91	3.62	4.88	4.40
Return on net worth (%)	15.50	26.23	20.23	29.80	41.38
Net asset value per share (₹)	24.94	18.80	17.89	16.38	10.75
Consolidated	FY 2017	FY 2016	FY 2015	FY 2014	FY 2013
Revenue from operations	45,670.87	38,362.22	35,506.28	30,976.56	26,436.86
Restated Profit / (loss) before tax	1,128.91	942.03	815.66	1,024.02	829.34
Restated Profit / (loss) after tax	905.41	645.72	484.81	654.34	543.55
Share Capital	687.03	62.00	61.75	61.75	213.30
Reserves and Surplus	4,743.90	4,431.52	3,852.95	3,855.89	3,105.96
Net worth	5,430.93	4,493.52	3,914.70	3,917.64	3,319.27
Basic earning per share (₹)	13.29	11.12	9.21	10.09	8.50
Diluted earning per share (₹)	13.03	11.09	9.20	10.09	8.41
Return on net worth (%)	16.81	16.85	15.79	17.53	18.09
Net asset value per share (₹)	79.05	66.00	58.31	57.56	47.00

## INTERNAL RISK FACTORS

Below are the top 5 Risk Factors as per the RHP:-

1. Our Promoter and the Chairman of our Company, Ravindra Kishore Sinha, has been named as one of the respondents in criminal proceedings initiated by certain regulatory authorities. For further details, please see page 20 of the RHP.
2. Operational risks are inherent in our business as it includes rendering services in challenging environments. A failure to manage such risks could have an adverse impact on our business, results of operations and financial condition. For further details, please see page 20 of the RHP.
3. We have a large workforce deployed across workplaces and customer premises, consequently we may be exposed to service related claims and losses or employee disruptions that could have an adverse effect on our reputation, business, results of operations and financial condition. For further details, please see page 21 of the RHP.
4. Our businesses are manpower intensive and our inability to attract and retain skilled manpower could have an adverse impact on our growth, business and financial condition. For further details, please see page 22 of the RHP.
5. Our Company will be required to prepare financial statements under IND AS. The transition to IND AS in India is very recent and there is no clarity on the impact of such transition on our Company. For further details, please see page 22 of the RHP.

**SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION**

- A. **Total number of outstanding litigations against the Company and amount involved:** There are 53 outstanding litigations relating to criminal proceedings, taxation matters, compounding applications, statutory and/ or regulatory proceedings and other matters exceeding the materiality threshold, filed against the Company and the approximate amount involved, where quantifiable is ₹ 41.02 million.
- B. **Brief details of top 5 material outstanding litigations against the Company and amount involved:**

Sr. No.	Particulars	Litigation filed by	Current Status	Amount Involved
1	Wealthmantra Infra Private Limited and Wealthmantra Properties Limited, through their director, Sanjeev Agrawal filed an application before the Chief Judicial Magistrate, Lucknow, seeking the registration of a FIR against the Company and three others, at the Vibhuti Khand police station, Lucknow with respect to offences under sections 323, 379, 504 and 506 of the IPC. A FIR (72/2016), dated February 28, 2016 was subsequently registered with the Vibhuti Khand police station, Lucknow. For further details, please see page 464 of the RHP.	Wealthmantra Infra Private Limited and Wealthmantra Properties Limited, through their director, Sanjeev Agrawal (the "Complainant")	Pending	NA
2	Our Company received a show cause notice dated April 19, 2017 issued by SEBI, in relation to nine instances in the period between 1988 and 2012, wherein our Company had issued and allotted equity shares to more than 49 persons, pursuant to private placements. The Company has been asked to show cause as to why an inquiry should not be held against it under rule 4 of the Securities and Exchange Board of India (Procedure for Holding an Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 read with section 15-I of the SEBI Act and penalty not be imposed under section 15 HB of the SEBI Act. Our Company has since responded to the show cause notice by our letter dated May 10, 2017. For further details, please see page 467 of the RHP.	Show cause notice issued by SEBI	Pending	NA
3	A FIR (245/2014), dated December 15, 2014, was registered with the Pithampur police station, Dhar against Vikram Malviya, the branch head of our Company, under section 20 of the PSARA and section 419 of the IPC, alleging that our Company was operating its business without a valid license. Vikram Malviya has since approached the Indore Bench of the Madhya Pradesh High Court seeking that abovementioned proceedings be quashed. For further details, please see page 464 of the RHP.	State of Madhya Pradesh, through Pithampur police station	Pending	NA
4	A FIR (1051/14), dated December 31, 2014, was registered with the Madho Nagar police station, Ujjain under section 419 of the IPC, alleging that our Company was operating its business without a valid license. The Company has initiated proceedings seeking quashing of the FIR. For further details, please see page 464 of the RHP.	State of Madhya Pradesh, through Madho Nagar police station	Pending	NA
5	Raju Nirudwar and others filed a writ petition (W.P. No. 4357 of 2014), dated August 5, 2014, before the Nagpur Bench of the High Court of Judicature at Bombay against the SBI and others, including our Company, alleging that having appointed the petitioners as security guards at the SBI's premises, our Company did not pay them the minimum wage, as mandated under the Maharashtra Guard Board Rules. For further details, please see 466 of the RHP.	Raju Nirudwar and others	Pending	NA

**Note:** FIR: First Information report; IPC: Indian Penal Code; SBI; State Bank of India

- C. **Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action:** Nil
- D. **Brief details of outstanding criminal proceedings against Promoters:**

Ravindra Kishore Sinha, one of our Promoters, has been named as one of the respondents in three criminal proceedings for alleged violations of the Contract Labour Act by our Company on certain grounds, including, (i) not obtaining labour license from the licensing officer; (ii) not maintaining proper register of workmen; and (iii) not producing muster-roll-cum-wages register during inspection. These matters are currently pending. For further details, please see pages 463 and 464 of the RHP.

**ANY OTHER IMPORTANT INFORMATION AS PER GCBRLMS / BRLMs / ISSUER COMPANY**

We have made certain issuances and allotments of our Equity Shares which are not in compliance with section 67(3) of the Companies Act, 1956. For further information, see "Capital Structure -History of equity share capital of our Company – Certain Issuances and Allotments of Equity Shares in the past" on page 104 of RHP.

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the rules/guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in RHP is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in RHP are true and correct.

**DECLARATION BY SELLING SHAREHOLDERS**

Each Selling Shareholders confirms that all statements and undertakings made or confirmed by it in RHP specifically in relation to itself, as a Selling Shareholder, and the Equity Shares which are being offered by it by way of the Offer for Sale pursuant to the Offer, are true and correct. Each Selling Shareholders assumes no responsibility for any other statements or undertakings including statements or undertakings made or confirmed by the Company or any other person(s) in RHP.

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