(Strictly Private & confidential, not for circulation)

FORM NO. PAS-4

PART-A
PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER
[Pursuant to section 42 and rule 14(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014]

Sr. No.	Particulars	
1)	**GENERAL INFORMATION**	
i.	Name of the Company:	**Bondada Engineering Limited** (the **"Company"**)
	Address of Registered Office and Corporate Office of the Company	**Registered Office:** Plot No-37, Ashok Manoj Nagar, Kapra, Hyderabad, Telangana – 500 062, India. **Corporate Office:** Bondada House, C-26, Kushaiguda Industrial Area, Kushaiguda, ECIL, Hyderabad, Telangana – 500 062.
	Website/Email-ID of Company	**Website:** www.bondada.net **Email-ID:** cs@bondada.net
	Contact details of the Company	+91 8099366546
ii.	Date of incorporation of the company	March 29, 2012
iii.	Business carried on by the Company	
a.	The description of the Company's Principal Business Activities	The Company is engaged in the business of providing EPC and O&M services to our customers operating in the telecom and solar energy industries. Our expertise lies in providing core design and engineering services and O&M services in infrastructure space with a proven multiple projects execution track record with our knowledge-based approach.
b.	Details of subsidiaries with the details of branches or units, if any	Details of subsidiaries, branches and units of the Company are enclosed herewith as **Annexure – 1**.
iv.	Brief particulars of the management of the company	
a.	**Details of Directors**	**Profile**
	1 **Name:** Dr. Bondada Raghavendra Rao **Address:** 1-1-107/66 & 67, Vorla Shankramma Colony, Vijaya High School, Secunderabad, Hyderabad – 500062, Telangana, India. **Designation:** Chairman & Managing Director **DIN:** 01883766 **Occupation:** Business	Dr. Bondada Raghavendra Rao holds a bachelor's degree in technology (Civil) from Nagarjuna University, Andhra Pradesh. He is a laureate of the Honorary Degree of Doctor of Business and Administration (D.B.A) from California Public University (CPU). He possesses experience of over 25 years in the Telecom and Power industry. He spearheads the strategic decision-making, concerning corporate and administrative affairs, expansion activities, business development and management of the Company's overall business.
	2 **Name:** Baratam Satyanarayana **Address:** 1-1-308, Pl. No. - 14/15 Sree Rama Avenue, ECIL Post, Kapra, Medchal - Malkajgiri, Hyderabad - 500062, Telangana, India. **Designation:** Whole-Time Director & CFO **DIN:** 02610755 **Occupation:** Business	Baratam Satyanarayana is a Member of the Institute of Chartered Accountants of India. He has been associated with our Company since November 15, 2012. He possesses over 20 years of experience in Corporate Financing, Accounting and Taxation. He presently heads the segment of Finance, Accounts, Taxation, Internal controls and Budgetary Controls in the Company. He has been instrumental in developing various processes and frameworks in the company which contributed towards the growth and future prospects of our Company.

Sr. No.	Particulars	
		He is renowned for his highly effective negotiation and change management skills, which he utilised in a variety of leadership roles involving the establishment of an adequate framework for financial management. He is an experienced financial officer with global experience in shareholder value creation, ESG, and corporate governance. He is the CEO's strategic partner and supports critical company decisions and strategic processes.
	3 **Name:** Neelima Bondada **Address:** 1-1-107/66 & 67, Vorla Shankramma Colony, Hyderabad – **Designation:** 500062, Telangana, India. **DIN:** Non-Executive Director **Occupation:** 05220852 Business	Neelima Bondada is a Non-Executive Director of our Company. She is also one of the Promoters of our Company. She holds a bachelor's degree in science from Nagarjuna University, Andhra Pradesh. She has been associated with our Company since incorporation.
	4 **Name:** Sarveswar Reddy Sanivarapu **Address:** 8-2-603/23/20 and 21 Flat No - 402 HSR Tulips, Road No - 10, Opp. IAS and IPS Quarters, Banjara Hills, Khairatabad, Hyderabad - 500034, Telangana, **Designation:** India. **DIN:** Independent Director **Occupation:** 00459605 Professional	Sarveswar Reddy Sanivarapu is a Fellow Member of the Institute of Company Secretaries of India and also holds a bachelor's degree in commerce from S.V. University and a bachelor's degree in law (LL.B.) from Osmania University, Andhra Pradesh. Mr. Sarveswar Reddy Sanivarapu is a practising Company Secretary and holds a rich experience of over 29 years in the field of Secretarial Functions, Legal Compliance Systems, due diligence, secretarial audits, and Management Advisory, NCLT Matters and advisory services in a diversified manner. He holds a strong client base with more than 100 no. of clients across India. He is also a certified Insolvency Professional.
	5 **Name:** Pasupuleti Venkata Subbarao **Address:** 402, Janapriya Pramila Enclave, Kundanbagh, Begumpet, Secunderabad, Hyderabad - 500016, Telangana, India. **Designation:** Independent Director **DIN:** 08110952 **Occupation:** Service	Pasupuleti Venkata Subba Rao holds a rich experience of 39 years in the field of Power systems up to 132 KV /33KV Substations and overhead Transmission lines up to 33KV Erection and maintenance of all electrical and mechanical equipment, In charge of Power supply to mines and Townships, Worked as Head of Stores/Purchases and Material Management combined with extensive knowledge of Energy and information delivery systems. Coming to his working experiences, he served The Singareni Collieries Company Limited as a General Manager for a period of 39 years. Wherein he has handled the Repairs and maintenance of all Plant & Machinery of Opencast mines and Underground mines, Workshops, Power Houses and Coal Handling Plants.
b.	Details of Key Managerial Personnel of the Company & their profile	Other than the Managing Director, Whole-Time Director and CFO of our Company whose details are provided hereinabove, the details of our Key Managerial Personnel, are set forth below:

Sr. No.	Particulars				
		Sonia Bidlan is the Company Secretary and Compliance Officer of our Company. She is a member of the Institute of Company Secretaries of India. She also holds a master's degree in management from Indira Gandhi National Open University, New Delhi. She has been associated with the Company since March 1, 2023. She possesses over 10 years of experience in Secretarial and Legal Compliances. She is responsible for handling secretarial and legal matters of our Company.			
vi.	Management's perception of risk factors	Risk factors are enclosed herewith as **Annexure-II**			
vii.	Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of -				
	Type of Default	**Particulars**	**Amount Involved**	**Duration of Default**	**Present Status**
	1. Statutory dues	N.A.	N.A.	N.A.	N.A.
	2. Debentures and interest thereon	N.A.	N.A.	N.A.	N.A.
	3. Deposit and interest thereon	N.A.	N.A.	N.A.	N.A.
	4. Loan from any bank or financial institution and interest thereon	N.A.	N.A.	N.A.	N.A.
viii.	Details of Compliance Officer	**Name:** Sonia Bidlan **Designation:** Company Secretary & Compliance Officer **Address:** Plot No-37, Ashok Manoj Nagar, Kapra, Hyderabad, Telangana – 500 062, India. **Phone:** +91- 8099366546 **Email:** cs@bondada.net			
ix.	Registrar to the Issue	**Kfin Technologies Limited** Selenium Tower – B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad 500 032, Telangana, India. **Telephone:** +91 9396959395 **Email:** praveen.chaturvedi@kfintech.com **Website:** www.kfintech.com			
x.	Valuation Agency	Not Applicable. The price has been determined in terms of Regulation 164(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**").			
xi.	Auditor	**Sreedar Mohan & Associates** **Chartered Accountants** 4th Floor, Tower B, Win Win Towers, JNTU – Hitech City Main Road, Madhapur, Hyderabad – 500081, Telangana, India. **Firm Registration No.:** 012722S **Peer Review No.**: 013416			
xii.	Any default in the annual filing of the Company under the Companies Act, 2013 or the rules made thereunder	No, there is no default in the annual filing of the Company under the Companies Act, 2013 or the rules made thereunder. The balance sheet and annual return have been filed up to March 31st, 2023.			
2)	**PARTICULARS OF THE OFFER**				

Sr. No.	Particulars	
i.	Financial position of the Company for the last three financial years	The Balance Sheet, Profit and Loss Account and Statement of Cash flow for the last three years are enclosed herewith as **Annexure-III**
ii.	Date of passing of Board Resolution	June 05, 2024
iii.	Date of the passing of resolution in the General Meeting authorizing the offer of securities	July 04, 2024
iv.	Kinds of securities offered (i.e., whether share or debenture) and class of securities	3,13,200 (Three Lakhs Thirteen Thousand and Two Hundred) warrants each convertible into one fully paid-up equity share of the face value of Rs. 10/-
v.	Price at which the security is being offered including the premium, if any, along with justification of the price	Rs. 1,756/- (Rupees One Thousand Seven Hundred and Fifty-Six Only) per warrant In case of the frequently traded shares, as per Regulation 164(1) of the SEBI ICDR Regulations, a minimum issue price of the specified securities in preferential issues has to be calculated as: the 90 trading days volume weighted average price (VWAP) of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or the 10 trading days volume weighted average price (VWAP) of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher. Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for specified securities to be allotted pursuant to the preferential issue. The shares of the Company are listed and traded on the SME Platform of BSE. As per the trading volume data available on the Stock Exchange, the shares of the Company are frequently traded. Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations, as the proposed allotment is not more than 5% of the post-issue fully diluted Equity Share Capital of the Company, to the Proposed Allottee, the pricing shall be: Price determined as per 90 trading days VWAP – ₹ 1,080.62/- Price determined as per 10- trading days VWAP – ₹ 1,755.37/- Hence, the issue price determined as per 164(1) of the SEBI ICDR Regulations is ₹1,755.37 which is rounded off to ₹1,756/-.

<table>
<tr><th>Sr. No.</th><th colspan="2">Particulars</th></tr>
<tr><td>vi.</td><td>Name and Address of the valuer who performed the valuation of the security offered</td><td>Not Applicable

The price has been determined in terms of Regulation 164(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").</td></tr>
<tr><td>vii.</td><td>Relevant date with reference to which the price has been arrived at</td><td>Tuesday, June 4, 2024</td></tr>
<tr><td>viii.</td><td>The class or classes of persons to whom the allotment is proposed to be made</td><td>The allotment proposed to be made to Dr. Faruk G. Patel, a person belonging to a Non-Promoter Group (public category).</td></tr>
<tr><td>ix.</td><td>Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer)</td><td>None of the promoters, directors or key managerial personnel intends to subscribe to the proposed preferential issue.</td></tr>
<tr><td>x.</td><td>The proposed time within which the allotment shall be completed</td><td>In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Warrants to Proposed Allottee pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolutions.

Provided that where the allotment is pending on account of the pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, the Stock Exchange or other concerned authorities.

Proposed Allottee of Warrants shall be entitled to convert the same into an equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of the Warrants.

Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to the exercise of the Warrants is completed within 15 days from the date of such exercise by the allottee of such Warrants.</td></tr>
<tr><td>xi.</td><td>The names of the Proposed Allottees and the percentage of post private placement capital that may be held by Proposed Allottee</td><td>
<table>
<tr><th rowspan="2">Name of the Proposed Allottee</th><th colspan="2">Post Issue Shareholding</th></tr>
<tr><th>No. of Warrants</th><th>% of total diluted post-capital</th></tr>
<tr><td>Dr. Faruk G. Patel</td><td>3,13,200</td><td>1.43^</td></tr>
</table>
^The above post-issue shareholding percentage is calculated assuming full conversion of Warrants issued pursuant the Preferential Issue and without considering 82,800 ESOP granted by the Company.</td></tr>
<tr><td>xi.</td><td>The change in control, if any, in the Company that would occur consequent to the private placement</td><td>The proposed preferential issue will not result in a change in control or change in management of the Company. The preferential issue does not attract an obligation to make an open offer for shares of the Company under Securities and Exchange</td></tr>
</table>

Sr. No.	Particulars	
		Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.
xiii.	The number of persons to whom allotment on preferential basis/private placement/rights issue has already been made during the year, in terms of number of securities as well as price	The Company has not made any preferential allotment or private placement or right issue during the period from April 1, 2024, till the date of this Notice.
xiv.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable
xv.	Amount which the company intends to raise by way of proposed offer of securities	Rs. 54,99,79,200/- (Rupees Fifty-Four Crores Ninety-Nine Lakhs Seventy Nine Thousand Two Hundred only)
xvi.	Terms of raising of securities, duration, if applicable, rate of dividend or rate of interest, mode of payment and repayment	Each warrant proposed to be issued shall be convertible into a fully paid-up equity share. In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to at least 25% (twenty-five per cent) of the total consideration for the Warrants will be payable at the time of subscription to the Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares. A Warrant balance exercise price equivalent to 75% of the issue price shall be payable by the Proposed Allottee at the time of exercising the Warrant. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically. The Equity Shares to be issued on the conversion of warrants shall rank pari passu in all respects including dividend entitlement with the existing equity shares in the Company.
xvi.	Proposed time schedule for which the private placement offer cum application letter is valid	**Offer Opens on:** July 11, 2024 **Offer Closes on:** July 15, 2024 Offer is valid up to and inclusive of July 15, 2024 ("**Offer Closing Date**"). The Company reserves the right to early close the Offer or extend the Offer and shall intimate such change to the Proposed Allottee.
xviii.	Purposes and object of the Offer	Our Company intends to utilize the proceeds raised through the Preferential Issue ("**Issue Proceeds**") towards funding the following objects: 1. Working capital requirement: The Company plans to utilise a part of the proceedings to meet its working capital

Sr. No.	Particulars
	requirements arising out of the expansion of the increase in business as is stated above. 2. General Corporate Purposes: Up to 25% (twenty-five per cent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, meeting ongoing general corporate exigencies, contingencies and expenses of the Company as applicable and to repay certain high-cost unsecured debt in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws. (Collectively, referred to herein as the "**Objects**") The objects and objects incidental or ancillary to the main objects as stated in the Memorandum of Association enable us to undertake (i) our existing activities; (ii) the activities for which the funds are being raised through Preferential Issue and (iii) activities for which funds are being earmarked towards general corporate purposes. We propose to deploy the Issue Proceeds towards the Objects in accordance with the proposed schedule of implementation and deployment of funds as set forth below:

Sr. No	Objectives of the proposed issue	Amount Specified (₹ in crore)	Utilisation Timeline
1.	Working capital requirements	41.25	Within 1 year from the date of raising of funds
2.	General Corporate Purposes	13.74	Within 1 year from the date of raising of funds
	Total	54.99	

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Sr. No.	Particulars	
		Till such time the issue proceeds are fully utilized, the Company shall keep the same in bank deposits and/or mutual funds and/or other shorts terms funds deposits in scheduled commercial banks or any other investment as permitted under applicable laws and as may be decided by the Board of Directors of the Company. The above stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management.
xix.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	None of the promoters, directors intends to contribute to the offer or separately in furtherance of such objects.
xx.	Principle terms of assets charged as security, if applicable	Not Applicable. This Offer is for issue of Warrants, no charges have been proposed to be created on the assets of the Company.
xxi.	The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the company and its future operations	Nil
xxii.	The pre-issue and post-issue shareholding pattern of the Company	

S. No.	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	**Promtoers' holding**				
1	Indian				
	Individual	1,36,80,000	63.33	1,36,80,000	62.42
	Bodies Corporate	-	-	-	-
	Sub-total	1,36,80,000	63.33	1,36,80,000	62.42
2	Foreign Promoters	-	-	-	-
	Sub-Total (A)	**1,36,80,000**	**63.33**	**1,36,80,000**	**62.42**
B	**Non-Promoters' holding**				
1	Institutional Investors	4,00,400	1.85	4,00,400	1.83
2	Non-Institutional Investors				
	Private corporate bodies	5,40,400	2.50	5,40,400	2.47
	Directors and relatives	-	-	-	-
	Indian public	63,35,659	29.33	66,48,859	30.34
	Others [including Non-resident Indians (NRIs)]	6,45,600	2.99	6,45,600	2.95
	Sub-Total (B)	**79,22,059**	**36.67**	**82,35,259**	**37.58**
	GRAND TOTAL (A+B)	**2,16,02,059**	**100.00**	**2,19,15,259**	**100.00**

Notes:

1. The pre-issue shareholding pattern is on the latest BENPOS date i.e., Friday, July 05, 2024.
2. The post-issue shareholding pattern in the above table has been prepared on the basis of the proposed allottee subscribing to warrants fully and shall convert the same into equity shares. In the event for any reason, the proposed allottee does not or is unable to subscribe to and/or is not allotted the Warrants/ Equity Shares either in part or full, the shareholding pattern in the above table would undergo corresponding changes.
3. It is assumed that the shareholding of the Company in all other categories will remain unchanged.
4. The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations, at the time of allotment of Warrants and Equity Shares of the Company.

3)	**MODE OF PAYMENT FOR SUBSCRIPTION**	
a	Cheque	**Bank account Name:** Bondada Engineering Limited **A/c No.:** 14730200006878 **IFSC Code**: FDRL0001473
	OR	
b	Demand Draft	**Bank account Name:** Bondada Engineering Limited **A/c No.:** 14730200006878 **IFSC Code**: FDRL0001473
	OR	
c	Other Banking Channels (NEFT/RTGS)	**Bank account Name:** Bondada Engineering Limited **A/c No.:** 14730200006878 **IFSC Code**: FDRL0001473

4)	**DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION, ETC.**	
i.	Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other person	There is no other interest of directors, promoters or key managerial personnel in the offer which is different from that of the interests of other persons.
ii.	Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a Statutory Authority against any promoter of the offeree company during the last three years immediately preceding the year of the issue of the private placement offer cum application letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed	There is no litigation or legal action pending or taken by any Ministry or Department of the Government or a Statutory Authority against any promoter of the offeree company during the last three years immediately preceding the year of the issue of the private placement offer cum application letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed.
iii.	Remuneration of directors (during the current year and last three financial years)	

Sr. No.	Name of Directors	Remuneration (Amount in ₹ Lakhs)			
		2024-25[$]	2023-24[$]	2022-23[$]	2021-22[$]
1	Dr. Bondada Raghavendra Rao	15.40	61.46	26.76	14.36
2	Baratam Satyanarayana	5.31	21.26	20.76	11.97
3	Neelima Bondada	Nil	Nil	Nil	Nil
4	Sarveswar Reddy Sanivarapu*	0.20	0.20	N.A.	N.A.
5	Pasupuleti Venkata Subbarao*	0.20	0.20	N.A.	N.A.

**Appointed w.e.f. May 4, 2023*

[$]The remuneration for Independent Directors is in the form of sitting fees given to them for attending the board meetings.

iv.	Related party transactions entered during the last three financial years immediately preceding the year of issue of private placement offer cum application letter including	Related party transactions entered during the last three financial years immediately preceding the year of issue of private placement offer cum application letter including

	with regard to loans made or, guarantees given or securities provided			regarding loans made or, guarantees given or securities provided enclosed herewith as **Annexure-IV**	
v.	Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of issue of private placement offer cum application letter and of their impact on the financial statements and financial position of the Company and the corrective steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remark			There are no reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of issue of private placement offer cum application letter.	
vi.	Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last three years immediately preceding the year of issue of private placement offer cum application letter in the case of company and all of its subsidiaries, and if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of private placement offer cum application letter and if so, section-wise details thereof for the company and all of its subsidiaries			No inquiry, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last three years immediately preceding the year of issue of private placement offer cum application letter against the Company or its subsidiaries. Further no prosecutions have been filed or fines imposed for offences compounded in the last three years immediately preceding the year of private placement offer cum application letter.	
vii.	Details of acts of material frauds committed against the Company in the last three years, if any, and if so, the action taken by the Company			There are no acts of material fraud committed against the Company in the last three years.	
5)	**FINANCIAL POSITION OF THE COMPANY**				
i.	The Capital Structure of the Company				
		Authorised Capital	**Issued Capital**	**Subscribed Capital**	**Paid-up Capital**
	Number of Equity shares	2,50,00,000	2,16,02,059	2,16,02,059	2,16,02,059
	Nominal amount per equity shares (in Rs.)	10	10	10	10
	Total amount of equity shares (in Rs.)	25,00,00,000	21,60,20,590	21,60,20,590	21,60,20,590
	Number of preference shares	-	-	-	-
	Nominal amount per preference shares (in Rs.)	-	-	-	-
	Total amount of preference shares (in Rs.)	-	-	-	-
ii.	Size of the present offer			Rs. 54,99,79,200/- (Rupees Fifty-Four Crores Ninety-Nine Lakhs Seventy-Nine Thousand and Two Hundred Only) consisting of 3,13,200 warrants each convertible into fully paid-up equity shares of face value Rs. 10/- (Rupees Ten Only) each	
iii.	Paid-up capital				

(i)	After the offer		Rs. 21,60,20,590/- consisting of 2,16,02,059 Equity Shares of the face value of Rs. 10- each	
(ii)	After the conversion of convertible instruments		Rs. 21,91,52,590/- consisting of 2,19,15,259 Equity Shares of the face value of Rs. 10/- each	
(iii)	Share Premium Account (before the offer)		Rs. 3705.09 Lakh/-	
(iv)	Share Premium Account (after the offer)		Rs. 9173.56 Lakh	
iv.	The details of the existing share capital of the issuer company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration:		Details of allotments are enclosed herewith as **Annexure-V**	
v.	The number and price at which each of the allotments were made in the last one year preceding the date of the private placement offer cum application letter			
vi.	Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of the offer letter;			
	Particulars	**March 31, 2024 (Rs. in Lakhs)**	**March 31, 2023 (Rs. in Lakhs)**	**March 31, 2022 (Rs. in Lakhs)**
	Profits before tax (Consolidated)	6,166.75	2,280.00	1,464.14
	Profit after tax (Consolidated)	4,630.79	1,713.07	1,013.53
vii.	Dividends declared by the company in respect of the said three financial years; interest coverage ratio for the last three years (cash profit after tax plus interest paid/interest paid)			
	Dividends declared by the Company (per Equity Share) (in Rs.)	0.15	0.12	2.00
	Interest Coverage Ratio (cash profit after tax plus interest paid / interest paid) (Consolidated)(in times)	6.34	4.39	4.44
(c)	A summary of the financial position of the Company as in the three audited balance sheets immediately preceding the date of circulation of offer letter;		**Refer Annexure-III**	
(d)	Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter;		**Refer Annexure-III**	
(e)	Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company.		There are no changes in accounting policies during the last three years.	

PART -B

(To be filed by the Applicant)

Sr. No.	Particulars	
1	Name	Dr. Faruk G. Patel
2	Father's name	**Gulambhai Alibahi Patel**
3	Complete Address including Flat/ House Number, Street, Locality, Pin Code	Plot No. 9 to 11, KP Haveli, Shabnam Park Society, Adajan Patiya, Taj Road, Surat 395009.
4	Phone number, if any	+91 9687624211
5	email ID, if any	Faruk.patel@kpgroup.co
6	PAN Number	AEAPP0361H
7	Bank Account Details	**Account Name:** **Account Number:** **Bank Name and Address: IFSC:**
8	Tick whichever is applicable: (a) The applicant is not required to obtain Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to subscription of shares – ☐ (b) The applicant is required to obtain Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to subscription of shares and the same has been obtained, and is enclosed herewith - ☐	

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Name: Dr. Faruk G. Patel

Date:
Place:

Initial of the Officer of the company designated to keep the record
For, Bondada Engineering Limited

Sonia Bidlan
Digitally signed by Sonia Bidlan
Date: 2024.07.12 14:36:35 +05'30'

Sonia Bidlan
Company Secretary & Compliance Officer

Date: July 11, 2024
Place: Hyderabad

6) A DECLARATION BY THE DIRECTORS THAT-

a. the Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;

b. the compliance with the said Act and the rules made thereunder do not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government;

c. the monies received under the offer shall be used only for the purposes and objects indicated in the private placement offer cum application letter;

I am authorized by the Board of Directors of the Company *vide* resolution number 4, dated June 5, 2024, to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

For, Bondada Engineering Limited

Sonia Bidlan
Digitally signed by Sonia Bidlan
Date: 2024.07.12 14:37:45 +05'30'

Sonia Bidlan
Company Secretary & Compliance Officer

Date: July 11, 2024
Place: Hyderabad

Attachments:

1. *Copy of Board resolution*
2. *Copy of shareholder's resolution*
3. *Annexure-I – Details of Subsidiaries and Branches*
4. *Annexure II - Risk factors*
5. *Annexure-III - Extract of Balance Sheet, Profit and Loss Account and Cash Flow statement of last three years*
6. *Annexure-IV - Related party transactions entered during the last three financial years immediately preceding the year of circulation of the offer letter including with regard to loans made or, guarantees given or securities provided*
7. *Annexure-V - Details of allotments made since incorporation of the Company*