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**BLUE WATER LOGISTICS LIMITED**  
CIN: U63030TG2022PLC165815

**Draft red herring prospectus**  
Dated: September 17, 2024  
**100% Book Building Issue**  
Please read Section 26 and 32 of Companies Act, 2013

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL & TELEPHONE	WEBSITE
H NO.8-2-270/B/1/2, Block-3, 4th Floor Uptown Banjara, Road No.3, Banjara Hills, Hyderabad, Telangana, India, 500034	N.A.	Priya Bharat Dholu Company Secretary & Compliance Officer	Email: <a href="mailto:investors@bwl.co.in">investors@bwl.co.in</a> & Telephone: +91 8341101774	<a href="http://www.bwl.co.in">www.bwl.co.in</a>
<b>NAME OF PROMOTER(S) OF THE COMPANY</b>				
<b>MR. LAXMI NARAYAN MISHRA, MR. LALIT PANDA, MS. MADHUSMITA MOHANTY AND MS. SUPRIYA MISHRA</b>				
<b>DETAILS OF THE ISSUE</b>				
Type	Fresh Issue Size (By Number of Shares)	OFS* Size (By Number of Shares)	Total Issue Size (₹ in Lakhs)	Eligibility & Share Reservation among NII & RII
<b>Fresh Issue</b>	<b>34,28,400</b>	<b>NIL</b>	<b>[●]</b>	This Issue is being made in terms of chapter IX of the SEBI (ICDR) Regulations, 2018 as amended. For further details, see "Other Regulatory and Statutory Disclosures- Eligibility for the Issue" on page 243. For details of Share reservation among QIBs, NIIs and RIIs, see "Issue Structure" beginning on page 259.
<b>RISKS IN RELATION TO THE FIRST ISSUE</b>				
This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of our Equity Shares is ₹10 each and the Floor Price and Cap Price are [●] times and [●] times of the face value of the Equity Shares, respectively. The Floor Price, Cap Price and Issue Price (determined and justified by our Company in consultation with the Book Running Lead Manager as stated in "Basis for Issue Price" on page 88 of this Draft red herring prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.				
<b>GENERAL RISK</b>				
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 entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue 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 Draft red herring prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 25 of this Draft red herring prospectus.				
<b>ISSUER'S ABSOLUTE RESPONSIBILITY</b>				
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue which is material in the context of this Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.				
<b>LISTING</b>				
The Equity Shares of our Company offered through this Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated [●] from National Stock Exchange of India Limited for using its name in the Draft Red Herring Prospectus for listing of our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Issue, National Stock Exchange of India Limited shall be the Designated Stock Exchange.				
<b>BOOK RUNNING LEAD MANAGER TO THE ISSUE</b>			<b>REGISTRAR TO THE ISSUE</b>	
 <b>MARK CORPORATE ADVISORS PRIVATE LIMITED</b> <b>Address:</b> 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off W. E. Highway, Vile Parle (East), Mumbai-400 057, Maharashtra, India <b>Tel No.:</b> +91 22 2612 3208 <b>Contact Person:</b> Niraj Kothari <b>Email ID:</b> <a href="mailto:smeipo@markcorporateadvisors.com">smeipo@markcorporateadvisors.com</a> <b>Investors Grievance Email ID:</b> <a href="mailto:investorgrievance@markcorporateadvisors.com">investorgrievance@markcorporateadvisors.com</a> <b>Website:</b> <a href="http://www.markcorporateadvisors.com">www.markcorporateadvisors.com</a> <b>SEBI Registration No.:</b> INM000012128 <b>CIN:</b> U67190MH2008PTC181996			 <b>MAASHITLA SECURITIES PRIVATE LIMITED</b> <b>Address:</b> 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, Delhi - 110034, India <b>Tel No.:</b> 011-45121795-96 <b>Contact Person:</b> Mr. Mukul Agrawal <b>Email:</b> <a href="mailto:ipo@maashitla.com">ipo@maashitla.com</a> <b>Investors Grievance Email ID:</b> <a href="mailto:investor.ipo@maashitla.com">investor.ipo@maashitla.com</a> <b>Website:</b> <a href="http://www.maashitla.com">www.maashitla.com</a> <b>SEBI Registration No.:</b> INR000004370 <b>CIN:</b> U67100DL2010PTC208725	
<b>BID/ISSUE PERIOD</b>				
<b>ANCHOR BID OPENS ON: [●] *</b>		<b>BID/ ISSUE OPEN ON: [●]</b>		<b>BID/ ISSUE CLOSES ON: [●]</b>

\*Our Company, may in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Issue Period shall be one Working Day prior to the Issue Opening Date



**BLUE WATER LOGISTICS LIMITED**  
CIN: U63030TG2022PLC165815

**Draft Red Herring Prospectus**

Dated: September 17, 2024

**100% Book Building Issue**

Please read Section 26 and 32 of Companies Act, 2013

Our Company was originally incorporated as a private limited company under the Companies Act, 2013 with Registrar of Companies, Central Registration Centre in the name and style of "Blue Water Logistics Private Limited" through a certificate of incorporation dated August 22, 2022 bearing Corporate Identification Number U63030TG2022PTC165815. Subsequently, our Company was converted into public limited company pursuant to a shareholders' resolution passed at an Extra Ordinary General Meeting held on May 30, 2024 and name of our Company was changed from Blue Water Logistics Private Limited to "Blue Water Logistics Limited" and a fresh Certificate of Incorporation dated July 25, 2024, was issued by Registrar of Companies, Central Registration Centre. As on date of this Draft red herring prospectus, the Corporate Identification Number of our Company is U63030TG2022PLC165815. For further details of incorporation please refer to section titled "Our History and Certain Other Corporate Matters" beginning on page 139 of this Draft red herring prospectus.

**Registered Office:** H NO.8-2-270/B/1/2, Block-3, 4th Floor Uptown Banjara, Road No.3, Banjara Hills, Hyderabad, Telangana, India, 500034

**Tel:** +91 8341101774; **Fax:** N.A., **Website:** [www.bwl.co.in](http://www.bwl.co.in) **E-mail:** [info@bwl.co.in](mailto:info@bwl.co.in)

**Company Secretary and Compliance Officer:** Priya Bharat Dholu

**OUR PROMOTERS:** MR. LAXMI NARAYAN MISHRA, MR. LALIT PANDA, MS. MADHUSMITA MOHANTY AND MS. SUPRIYA MISHRA

**THE ISSUE**

INITIAL PUBLIC OFFERING OF UPTO 34,28,400 EQUITY SHARES OF ₹10 EACH ("EQUITY SHARES") OF BLUE WATER LOGISTICS LIMITED ("BWL" OR THE "COMPANY") FOR CASH AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING TO ₹[●] LAKHS ("THE ISSUE"), OUT OF THE ISSUE 1,71,600 EQUITY SHARES AGGREGATING TO ₹[●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 32,56,800 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE AGGREGATING TO ₹[●] LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 30.00% AND 28.50%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

**THE FACE VALUE OF THE EQUITY SHARES IS ₹10/- EACH AND THE FLOOR PRICE AND CAP PRICE ARE [●] TIMES AND [●] TIMES OF THE FACE VALUE OF THE EQUITY SHARES, RESPECTIVELY.**

The price band and the minimum bid lot will be decided by our company, in consultation with the book running lead manager and will be advertised in all editions of [●] (a widely circulated English National Daily Newspaper) and all editions of [●] (a widely circulated Hindi National Daily Newspaper, and All Editions of [●]), the Telugu Daily Newspaper (Telugu being the regional language of Telangana where our registered office is situated), at least two working days prior to the bid/ Issue opening date and shall be made available to national stock exchange of India limited ("NSE", "stock exchange") for the purpose of uploading on their respective website. This Issue is being made in terms of chapter IX of the SEBI (ICDR) Regulations, 2018 as amended

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company in consultation with the BRLM may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Issue Price. All Bidders, other than Anchor Investors, are required to participate in the Issue by mandatorily utilising the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" on page 265.

**RISKS IN RELATION TO FIRST ISSUE**

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹10. The Floor Price, Cap Price and Issue Price (determined by our Company, in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations) as stated under the chapter titled "Basis for the Issue Price" beginning on page 88 of this Draft Red Herring Prospectus should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing

**GENERAL 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 our Company 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 Draft red herring prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 25 of this Draft red herring prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue which is material in the context of this Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

**LISTING**

The Equity Shares of our Company offered through the Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received 'in-principle' approval dated [●] from National Stock Exchange of India Limited for using its name in the Draft Red Herring Prospectus for listing of our shares on the Emerge Platform of National Stock Exchange of India Limited. A signed copy of the Draft Red Herring Prospectus and the Prospectus shall be filed with the ROC in accordance with Section 26(4) and Section 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Draft Red Herring Prospectus up to the Bid/ Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 536

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

**REGISTRAR TO THE ISSUE**



**MARK CORPORATE ADVISORS PRIVATE LIMITED**  
**Address:** 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off W. E. Highway, Vile Parle (East), Mumbai-400 057, Maharashtra, India  
**Tel No.:** +91 22 2612 3208  
**Contact Person:** Niraj Kothari  
**Email:** [smeipo@markcorporateadvisors.com](mailto:smeipo@markcorporateadvisors.com)  
**Investors Grievance Email ID:** [investorgrievance@markcorporateadvisors.com](mailto:investorgrievance@markcorporateadvisors.com)  
**Website:** [www.markcorporateadvisors.com](http://www.markcorporateadvisors.com)  
**SEBI Registration No.:** INM000012128  
**CIN:** U67190MH2008PTC181996



**MAASHITLA SECURITIES PRIVATE LIMITED**  
**Address:** 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, Delhi - 110034, India  
**Tel No.:** 011-45121795-96  
**Contact Person:** Mr. Mukul Agrawal  
**Email:** [ipo@maashitla.com](mailto:ipo@maashitla.com)  
**Investors Grievance Email ID:** [investor.ipo@maashitla.com](mailto:investor.ipo@maashitla.com)  
**Website:** [www.maashitla.com](http://www.maashitla.com)  
**SEBI Registration No.:** INR000004370  
**CIN:** U67100DL2010PTC208725

**BID/ISSUE PERIOD**

**Anchor Bid opens on: [●]**

**Bid/ Issue open on: [●]**

**Bid/ Issue Closes on: [●]**

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines, policies, circulars, notifications, directions or clarifications shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification, direction or clarification as amended, updated, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.*

*The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms in the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder. Further, the Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.*

*Notwithstanding the foregoing, the terms used in the sections titled “Industry Overview”, “Statement of Possible Special Tax Benefits”, “Restated Financial Statements”, “Basis for Issue Price”, “Key Regulations and Policies” “Outstanding Litigation and Material Developments”, “Issue Procedure” and “Main Provision of the Articles of Association” on pages 99, 95, 165, 88, 129, 223, 259 and 289 respectively, shall have the meaning ascribed to such terms in the relevant sections.*

#### General Terms

Terms	Description
“the Company”, “Our Company”, BWL, or “the Issuer” or “we”, “our” or “us”	Unless the context otherwise requires, refers to Blue Water Logistics Limited, a company incorporated under the Companies Act, 2013, bearing Corporate Identification Number U63030TG2022PLC165815 and having registered office at H. No. 8-2-270/B/1/2, Block-3, 4th Floor Uptown Banjara, Road No. 3, Banjara Hills, Hyderabad, Telangana, India- 500034
“we”, “us” or “our”	Unless the context otherwise indicates or implies, refers to our Company.
“you”, “your”, or “yours”	Prospective Investor in this issue

#### Company Related Terms

Terms	Description
AOA/ Articles/ Articles of Association	Articles of Association of our Company, as amended, from time to time
Associate Companies	A body corporate in which any other company has a significant influence, but which is not a subsidiary of the company having such influence and includes a joint venture company.
Audit Committee	Audit committee of our Board constituted in accordance with the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled “Our Management” on page 142.
Auditors / Statutory Auditors	The Statutory Auditors of our Company, being M/s S.S.N Murthy & Co, Chartered Accountants, having firm registration number 002188S having peer review number 013734.
Board / Board of Directors	Board of directors of our Company, as constituted from time to time, including a duly constituted committee thereof

Banker to Our Company	Union Bank of India
Central Registration Centre (CRC)	It's an initiative of the Ministry of Corporate Affairs (MCA) in Government Process Re-engineering (GPR) with the specific objective of providing speedy incorporation related services in line with global best practices. For more details, please refer, <a href="http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html">http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html</a>
Chief Financial Officer	The Chief Financial Officer of our Company being Mr. Mohammed Jaffar
Companies Act	The Companies Act, 2013
Company Secretary and Compliance Officer	Company Secretary and Compliance Officer of our Company, being Ms. Priya Bharat Dholu
Committee(s)	Duly constituted committee(s) of our Board
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board, as described in "Our Management - <i>Committees of the Board – Corporate Social Responsibility Committee</i> " on page 155.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Director(s)	The Director(s) of our Company, unless otherwise specified.
Equity Shares	Equity Shares of our Company of Face Value of ₹10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding equity shares of our Company.
Executive Director(s)	Executive directors of our Company comprising of our Managing Director and Whole-time Directors. For further details of the Executive Directors, see "Our Management" on page 142.
Group Companies	In terms of SEBI ICDR Regulations, the term "Group Companies" includes companies (other than promoters and subsidiary) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and any other companies as considered material by our Board, in accordance with the Materiality Policy, as described in "Our Group Companies" on page 239 of this Draft red herring prospectus.
HUF	Hindu Undivided Family.
Independent Director	A Non- executive, Independent Director as per the Companies Act, 2013 and the Listing Regulations.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISIN	International Securities Identification Number, in our case being INE0X3M01010.
Key Managerial Personnel / Key Managerial Employees	Key Management Personnel of our Company in terms of the SEBI Regulations and the Companies Act, 2013. For details, see section entitled "Our Management" on page 142 of this Draft red herring prospectus.
Managing Director	The Managing Director of our Company, being Mr. Lalit Panda
MOA / Memorandum of Association	Memorandum of Association of Blue Water Logistics Limited.
Non-Residents	A person resident outside India, as defined under FEMA.
Nomination and Remuneration Committee	The committee of the Board of Directors constituted as the Company's Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled "Our Management" on page 142 of this Draft red herring prospectus.
Non-Executive Director	Non-Executive director(s) on our Board appointed as per Companies Act, 2013 and the SEBI Listing Regulations as applicable, as described in "Our Management" on page 142.



NRI / Non-Resident Indians	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended from time to time.
Peer Review Auditor	Peer Review Auditor of our company is M/s S S N Murthy & Co., Chartered Accountants (FRN: 002188S) having their office at 506, 5th Floor Swapnalok Complex S D Road, Secunderabad, Telangana, -500003 and peer review number is 013734.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoters or Our Promoters	Mr. Laxmi Narayan Mishra, Mr. Lalit Panda, Ms. Madhusmita Mohanty and Ms. Supriya Mishra. For details, please see the section entitled “Our Promoters” and “Promoter Group” on page 159 & 163.
Promoters Group	The companies, individuals and entities (other than companies) as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018, which is provided in the chapter titled “Our Promoters Group”. For further details refer page 163 of this Draft red herring prospectus.
Registered Office	The Registered Office of our company is situated at H. No. 8-2-270/B/1/2, Block-3, 4th Floor Uptown Banjara, Road No. 3, Banjara Hills, Hyderabad, Telangana, India, 500034
Registrar of Companies / ROC	Registrar of Companies, Hyderabad
Restated Financial Statements	The Restated Financial statements of our Company, which comprises the restated statement of Assets and Liabilities for Financial Years/Period ended as on March 31, 2024, March 31, 2023, August 31, 2022 and March 31, 2022 and the restated statements of profit and loss and the restated cash flows for the Financial Years/Period ended March 31, 2024, March 31, 2023, August 31, 2022 and March 31, 2022 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended.
SEBI (LODR) Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI (Takeover) Regulations or SEBI (SAST) Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
Stakeholders’ Relationship Committee	The committee of the Board of Directors constituted as the Company’s Stakeholders’ Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled “Our Management” on page 142 of this Draft red herring prospectus.
Stock Exchange/ Exchange	Unless the context requires otherwise, refers to, the Emerge Platform of National Stock Exchange of India Limited.

Subscribers to MOA	Initial Subscribers to the MOA & AOA being Madhusmita Mohanty and Supriya Mishra.
Whole-time Director	Whole-time Director on our Board, as described in “Our Management” on page 142, i.e., Laxmi Narayan Mishra and Madhusmita Mohanty.

## Issue Related Terms

Terms	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
Allocation Note	Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	The successful applicant to whom the Equity Shares are being / have been allotted.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Draft Red Herring Prospectus / Draft Red Herring Prospectus and who has Bid for an amount of at least ₹200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Draft Red Herring Prospectus / Draft Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/Offer Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of the Draft red herring prospectus/Draft Red Herring Prospectus and the Prospectus.
Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Draft red herring prospectus/Draft Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company in consultation with the BRLM.
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Applicant/ Investor	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Draft red herring prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft red herring prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
Application Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.



ASBA/ Application Supported by Blocked Amount.	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained with an SCSB and specified in the Application Form which will be blocked by such SCSB or account of the RIIs blocked upon acceptance of UPI Mandate request by RIIs using the UPI mechanism to the extent of the appropriate Bid / Application Amount in relation to a Bid / Application by an ASBA Applicant.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad, Hyderabad, Pune, Baroda and Surat.
ASBA Investor/ ASBA applicant	Any prospective investor(s)/applicants(s) in this Issue who apply(ies) through the ASBA process except Anchor Investors.
Banker(s) to the Issue/ Public Issue Bank/ Refund Banker.	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being [●].
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the issue and which is described under chapter titled “Issue Procedure” beginning on page 265 of this Draft red herring prospectus.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Manager	The Book Running Lead Manager to the Issue, namely Mark Corporate Advisors Private Limited
Business Day	Monday to Friday (except public holidays).
Collection Centres	Centres at which the Designated intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to Anchor investors indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the designated stock exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to Demat account.
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 Issued by SEBI.
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Digital Personal Data Protection Act, 2023	An Act to provide for the processing of digital personal data in a manner that recognises both the right of individuals to protect their personal data and the need to process such personal data for lawful purposes and for matters connected therewith or incidental thereto.
Data Principal	As per DPDP Act, 2023 means an Individual who provides personal data as per Digital Personal Data Protection Act, 2023
Data Fiduciaries	As per DPDP Act, 2023 means a person who manages as determine the purpose for processing the personal data.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.

Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which relevant amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of RIIs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Draft Red Herring Prospectus following which Equity Shares will be Allotted in the Offer.
Designated Intermediaries/ Collecting Agent	In relation to ASBA Forms submitted by RIIs authorizing an SCSB to block the Application Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall mean syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs and NIBs, Designated Intermediaries shall mean SCSBs, syndicate members, sub- syndicate members, Registered Brokers, CDPs and RTAs.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a> .
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at Intermediaries [ <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ] or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited. (NSE EMERGE)
Draft red herring prospectus	This Draft Red Herring Prospectus dated September 17, 2024, issued in accordance with Section 26 and 32 of the Companies Act, 2013 and the SEBI (ICDR) Regulations and filed with NSE Emerge for obtaining In-Principle Approval.
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Emerge Platform of NSE Limited	The Emerge Platform of National Stock Exchange of India Limited for listing equity shares offered under Chapter IX of the SEBI (ICDR) Regulation which was approved by SEBI as an SME Exchange.
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.
First/ Sole Applicant	The applicant whose name appears first in the Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalized and below which no Bids will be accepted.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018, as amended
General Information Document / GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and certain other amendments to applicable laws and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and

	(SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 notified by SEBI and included in the chapter “Issue Procedure” on page no. 265 of this Draft red herring prospectus.
Issue/ Initial Public Offering/ IPO	Initial Public Offering up to 34,28,400 equity shares of ₹10 each (“equity shares”) of Blue Water Logistics Limited (“BWL” or the “Company”) for cash at a price of ₹[●] per equity share (including a premium of ₹[●] per equity share) (The “Issue Price”), aggregating to ₹[●] lakhs.
Issue Opening Date	Issue opening date for this offer is [●]
Issue Period	The period between [●] and [●], inclusive of both days.
Issue Agreement/ Memorandum of Understanding (MOU)	The agreement/MOU dated September 16, 2024 between our Company and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which Issue closes for subscription i.e., [●]
Issue Price	The final price at which Equity Shares will be Allotted to successful ASBA Applicants in terms of the Prospectus which will be decided by our Company in consultation with the BRLM.
Issue Proceeds	Proceeds from the Issue will be, being ₹[●] Lakhs.
Listing Agreement	The equity listing agreement to be signed between our Company and NSE.
Market Maker	Market Makers appointed by our Company from time-to-time [●] having SEBI registration number [●] who have agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Agreement entered into between the BRLM, Market Maker and our Company dated [●].
Market Maker Reservation	The Reserved Portion of 1,71,600 equity shares of face value of ₹10 each fully paid for cash at a price of ₹[●] per equity share aggregating ₹[●] Lakh for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue/ Offer	The Issue (excluding the Market Maker Reservation Portion) of 32,56,800 Equity Shares of ₹10/- each of Issuer at ₹[●] /- (including share premium of ₹[●] /- per equity share aggregating to ₹[●] /- Lakhs.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled “Objects of the Issue” beginning on page 80 of this Draft red herring prospectus.
Non-Institutional Applicants	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have applied for Equity Shares for an amount more than ₹2,00,000.
Non-Resident	A person resident outside India, as defined under FEMA and includes a non-resident Indian, FPIs and FVCIs
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through ECS / NECS, Direct Credit, RTGS or NEFT, as applicable.

Price Band	<p>The price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including revisions thereof.</p> <p>The Price Band and the minimum Bid Lot for the Issue will be decided by our Company, in consultation with the Book Running Lead Managers and will be advertised all editions of [●] (a widely circulated English National Daily Newspaper) and all editions of [●] (a widely circulated Hindi National Daily Newspaper, and All Editions of [●], the Telugu Daily Newspaper (Telugu being the regional language of Telangana where our registered office is situated), at least two Working Days prior to the Bid/ Offer Opening Date and shall be available to the Stock Exchanges for the purpose of uploading on their respective websites.</p>
Pricing Date	The date on which our Company in consultation with the BRLMs, finalised the Offer Price, in accordance with the Book Building Process.
Prospectus	Prospectus of our Company dated [●] to be filed with the ROC for this Offer after the Pricing Date, in accordance with Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations, containing, inter alia, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information including any addendum or corrigendum thereto
Public Issue Account	Account opened with the Banker to the Issue/Public Issue Bank i.e. [●] by our Company to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Issue consisting of not more than 16,27,200 Equity Shares which shall be available for allocation to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Issue Price or Anchor Investor Offer Price (for Anchor Investors).
Qualified Institutional Buyers / QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
“Draft red herring prospectus” or “RHP”	<p>The Draft Red Herring Prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue, including any addenda or corrigenda thereto.</p> <p>The Issue Opening Date shall be at least three Working Days after the filing of the Draft Red Herring Prospectus with the ROC and will become the Prospectus upon filing with the ROC on or after the Pricing Date</p>
Refund Account	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Refund Bank	The bank(s) which is/are clearing members and registered with SEBI as Banker(s) to the Issue, at which the Refund Account for the Issue will be opened in case listing of the Equity Shares does not occur, in this case being [●].
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable
Registrar Agreement	The agreement dated September 16, 2024, entered amongst our Company and the Registrar to the Offer also being the Registrar to the Company in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar/ Registrar to the Issue	Registrar to the Offer being Maashitla Securities Private Limited. For more information, please refer “General Information” on page 55 of this Draft red herring prospectus.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.

Retail Individual Investors or “RIIs” or “RIB(s)”	Individual Bidders, who had Bid for the Equity Shares for an amount not more than ₹ 200,000 in any of the Bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	The portion of the Offer being not less than 35% of the Offer comprising 11,40,000 Equity Shares, which shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders could revise their Bids during the Bid/Offer Period and are allowed to withdraw their Bids until Bid/Offer Closing Date.
SCSB	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount is blocked by authorising an SCSB, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time
SCORES	SEBI Complaints Redress System, a centralized web based complaints redressal system launched by SEBI
Securities Laws	Means the Act being the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
Sponsor Bank	The Banker to the Offer registered with SEBI, which has been appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the UPI Bidders using the UPI Mechanism and carry out any other responsibilities, in terms of the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, in this case being [●].
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Underwriter	Underwriter to this Issue is [●].
Underwriting Agreement	The agreement dated [●] entered into between [●] and our Company
UPI/ Unified Payments Interface	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person’s bank a/c
UPI Bidders	Collectively, individual investors applying as (i) RIBs in the Retail Portion, and (ii) Non-Institutional Bidders with an application size of up to ₹5 Lakhs in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no.



	SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹5 Lakhs using UPI Mechanism, shall provide their UPI ID in the bid-cum application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity.)
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL-2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI Circular (SEBI/HO/CFD/DIL2/P/CIR/2022/75) dated May 30, 2022, SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140, dated August 9, 2023, the Exchange Circulars; and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	Identity document created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	<p>A request (intimating the RIB by way of a notification on the UPI application and by way of a SMS directing the RIB to such UPI application) to the RIB initiated by the Sponsor Bank(s) to authorize blocking of funds in the relevant ASBA Account through the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.</p> <p>In accordance with the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, RIBs Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> and <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> respectively, as updated from time to time.</p>
UPI Mechanism	The Bidding mechanism that was used by a UPI Bidder to make a Bid in the Offer in accordance with the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter/ Fraudulent Borrower	Wilful Defaulter or Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
Working Days	<p>In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in the city as specified in this Draft Red Herring Prospectus are open for business.</p> <ul style="list-style-type: none"> <li>• However, in respect of announcement of price band and bid/ Offer period, working day shall mean all days, excluding Saturdays, Sundays and public</li> </ul>



	<p>holidays, on which commercial banks in the city as notified in the Draft Red Herring Prospectus are open for business.</p> <ul style="list-style-type: none"> <li>In respect to the time period between the bid/ Offer closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the stock exchange, excluding Sundays and bank holidays in accordance with circular issued by SEBI.</li> </ul>
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### Conventional Terms/General Terms/Abbreviations/Industry Related Terms

Abbreviation	Full Form
“₹” or “Rs.” or “Rupees” or “INR”	Indian Rupees, the official currency of the Republic of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF(s)	Alternative Investment Fund(s) as defined in and registered with SEBI under the SEBI AIF Regulations
AS/ Accounting Standards	Accounting Standards issued by ICAI
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
BIS	Bureau of Indian Standards
BTI	Bankers to Issue
BSE	BSE Limited
Bn	Billion
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CEO	Chief Executive Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
Companies Act	Companies Act, 1956 and/or Companies Act, 2013 as applicable and as amended
Consolidated FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time
Copyright Act	The Copyright Act, 1957
Demat	Dematerialised
Depository	NSDL and CDSL
Depositories Act	Depositories Act, 1996, as amended
DIN	Director Identification Number
DPIIT	Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
DP	Depository Participant
DPDP Act	Digital Personal Data Protection Act, 2023
ECS	Electronic Clearing System
EGM	Extra-Ordinary General Meeting
EPF	Employees’ Provident Fund and Miscellaneous Provisions Act, 1952, as amended
EPS	Earning Per Share
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999 as amended and the rules and regulations thereunder

FII	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
Financial Year/ Fiscal/ fiscal/ FY	Unless stated otherwise, the period of 12 months ending March 31, of that particular year
FIPB	Foreign Investment Promotion Board
FPI	Foreign Portfolio Investor(s) as defined under the SEBI FPI Regulations
GOI/ Government	Government of India
GST	Goods and Services Tax
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
ICSI	Institute of Company Secretary of India
IT Act	The Income Tax Act, 1961, as amended
IND AS	Indian Accounting Standards
India	Republic of India
Indian GAAP/GAAP	Generally Accepted Accounting Principles in India
INR	Indian Rupee
IPO	Initial Public Offering
ISD	Issue Summary Documents
IST	Indian Standard Time
LODR Regulations	Listing Obligations and Disclosure Requirements Regulations, 2015
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
Mn	Million
Mutual Fund(s)	Mutual Funds registered under the SEBI (Mutual Funds) Regulations, 1996, as amended
NA/N.A.	Not Applicable
NAV	Net Asset Value
NACH	National Electronic Clearing House
NEFT	National Electronic Fund Transfer
NPV	Net Present Value
NPCI	National Payments Corporation of India
NR	Non-Resident
NRE Account	Non-Resident External Account
NRI	An individual resident outside India who is a citizen of India or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NRO Account	Non-Resident Ordinary Account
NDSL	National Securities Depository Limited
NSE Emerge	Emerge Platform of National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
OCI	Other Comprehensive Income
P.A.	Per Annum
P/E Ratio	Price/Earnings Ratio
PAC	Person Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PSU	Public Sector Undertaking
QA/QC	Quality Assurance/Quality Control
Qty.	Quantity
RBI	The Reserve Bank of India

ROE	Return on Equity
RoNW	Return on Net Worth
RTA	Registrar and Transfer Agents
Rs.	Rupees, the official currency of the Republic of India
RERA	Real Estate Regulatory Authority
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SPV	Special Purpose Vehicle
STT	Securities Transaction Tax
T-Day	Trading Day
Tn	Trillion
US/United States	United States of America
“USD” / “US\$”	United States Dollars
VCF / Venture Capital Fund	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
WEO	World Economic Outlook

### Technical/Industry Related Terms

Terms	Description
3PL	Third Party Logistics
AAI	Airports Authority of India
AI	Artificial Intelligence
ANPR	Automated Number Plate Record
B2B	Business to Business
B2C	Business to Customer
CAGR	Compounded Annual Growth Rate
CA	Chartered Accountant
CS	Company Secretary
CMA	Cost and Management Accountant
GPS	Global Positioning System
HCV	Heavy Commercial Vehicle
HR	Human Resources
IP	Intellectual Property
IBBI	Insolvency and Bankruptcy Board of India
IBC	Intermediate Bulk Container
ICD	Inland Container Depot
IMF	International Monetary Fund
IoT	Internet of Things
ISO	International Organization for Standardization
LEADS	Logistics Ease Across Different State
MMLP	Multi-Modal Logistics Parks
R&D	Research & Development
ODC	Over-dimensional cargo
POSH	Prevention of Sexual Harassment
PE	Private Equity
VC	Venture Capital
TMS	Transport management system
W&D	Warehousing and Distribution

## **CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION**

### **Certain Conventions**

All references to “India” in this Draft Red Herring Prospectus are to the Republic of India and its territories and possessions and all references herein to the “Government”, “Indian Government”, “GoI”, “Central Government” or the “State Government” are to the Government of India, central or state, as applicable.

All references herein to the “US”, the “U.S.” or the “United States” are to the United States of America and its territories and possessions.

### **Page Numbers**

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

### **Currency and Units of Presentation**

All references to “Rupee(s),” “Rs.” or “₹” or “INR” are to Indian Rupees, the official currency of the Republic of India. All references to “US\$” or “USD” or “U.S. Dollars” are to United States Dollar, the official currency of the United States of America.

All the figures in this Draft Red Herring Prospectus have been presented in million or in whole numbers where the numbers have been too small to present in million, unless stated otherwise. One million represents 1,000,000 or ten lacs/lakhs and one billion represents 1,000,000,000 or one hundred crores. Certain figures contained in this Draft red herring prospectus, including financial information, have been subject to rounding adjustments.

All figures in decimals have been rounded off to the second decimal. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third-party industry sources may be expressed in denominations other than million or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

### **Financial Data**

Unless stated or the context requires otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus is derived from our Restated Financial Statements. For further information, see “*Financial Information*” on page 165.

The restated statement of assets and liabilities for Financial Years ended as on March 31, 2024, March 31, 2023, for Blue Water Logistics Limited and as on period ended August 31, 2022 and year ended March 31, 2022 for M/s Blue Water Logistics, the restated statements of profit and loss and the restated statement of cash flows for the financial years ended March 31, 2024, March 31, 2023 for Blue Water Logistics Limited, and for the period ended August 31, 2022 and March 31, 2022 for Blue Water Logistics, together with the statement of significant accounting policies, and other explanatory information, have been prepared in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled “Restated Financial Statements” beginning on page 165 this Draft red herring prospectus. Our restated financial

statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations.

### **Industry and Market Data**

Unless stated otherwise, industry data used throughout the Draft Red Herring Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in the Draft Red Herring Prospectus is reliable, it has not been independently verified. Further, the extent to which the industry and market data presented in the Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

### **EXCHANGE RATES**

This Draft Red Herring Prospectus may contain 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.

<b>Currency</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>	<b>August 31, 2022</b>	<b>March 31, 2022</b>
1 USD	83.37	82.21	80.09	75.81
1 EUR	90.22	84.66	79.54	84.66

Source : [www.rbi.org.in](http://www.rbi.org.in); [www.fbil.org.in](http://www.fbil.org.in)

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## FORWARD-LOOKING STATEMENTS

*This Draft Red Herring Prospectus contains certain “statements” which are not statements of historical fact and may be described as “forward-looking statements.” These forward-looking statements include statements which can generally be identified by words or phrases such as “aim,” “anticipate,” “believe,” “can,” “could” “goal,” “expect,” “estimate,” “intend,” “objective,” “plan,” “project,” “should” “will,” “will continue,” “shall” “seek to,” “will pursue” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward looking statements. These forward-looking statements are based on our present plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.*

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

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

- Changes in the competition landscape;
- Our ability to maintain brand image;
- Our ability to successfully implement Marketing strategies;
- Our ability to respond to new innovations in our industry;
- Our ability to maintain tie-ups and collaborations with national and international partners;
- Our ability to successfully implement strategy, growth and expansion plans;
- Our ability to update and adapt new technology;
- Our ability to hire and retain managerial personnel and supporting staff;
- Our ability to attract and retain qualified personnel;
- Changes in laws and regulations that apply to the industries in which we operate including any change in government policies resulting in increases in taxes payable by us;
- Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
- Our ability to finance our business growth and obtain financing on favorable terms;
- Conflict of Interest with affiliated companies, the promoter group and other related parties;
- Variations in demand and changes in consumer preference and ability to gain customer acceptance for our products.
- General economic, political and other risks that are out of our control;
- Impact of Covid 19 pandemic or any future pandemic;
- Market fluctuations and industry dynamics beyond our control;
- Developments affecting the Indian economy;

For further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis



of *Financial Condition and Results of Operations*” beginning on page 25, 113 and 203, respectively of this Draft red herring prospectus.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Therefore, 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 views as of the date of the Draft Red Herring Prospectus and not a guarantee of future performance. 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 future gains or losses could materially differ from those that have been estimated. Neither our Company / our directors nor the BRLM, nor any of its affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the BRLM will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange(s).

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## SECTION II – SUMMARY OF ISSUE DOCUMENT

*The following is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft red herring prospectus, including “Risk Factors”, “The Issue”, “Capital Structure”, “Objects of the Issue”, “Industry Overview”, “Our Business”, “Our Promoters”, “Promoter Group”, “Restated Financial Information”, “Outstanding Litigation and Material Developments”, “Issue Procedure” and “Main Provisions of the Articles of Association” on pages 25, 50, 64, 80, 99, 113, 159, 163, 165, 223 and 265 and 289, respectively.*

Originally Blue Water Logistics was formed as a partnership firm vide registration no. 632 in the year 2010. Later it converted into a private limited company in the name and style of “Blue Water Logistics Private Limited” through a certificate of incorporation dated August 22, 2022 bearing Corporate Identification Number U63030TG2022PTC165815. Subsequently, our Company was converted into public limited company pursuant to a shareholders’ resolution passed at an Extra Ordinary General Meeting held on May 30, 2024 and name of our Company was changed from Blue Water Logistics Private Limited to “Blue Water Logistics Limited” and a fresh Certificate of Incorporation dated July 25, 2024, was issued by Registrar of Companies, Central Registration Centre. As on date of this Draft red herring prospectus, the Corporate Identification Number of our Company is U63030TG2022PLC165815.

### SUMMARY OF PRIMARY BUSINESS OF OUR COMPANY

M/s Blue Water Logistics (BWL) was established in 2010 as a partnership firm between one of our promoters Laxmi Narayan Mishra and Lalit Panda, for providing comprehensive end-to-end logistics solutions, ensuring that clients could depend entirely on our expertise for all aspects of shipping goods both within India and internationally. Later, in 2022 to further enhance our operational capabilities and to capitalize the advantages of corporate structure, our company i.e., Blue Water Logistics Limited has been formed. Post conversion from partnership to Company, our Promoters were appointed as Directors in the company and since then they are looking after the overall business operations of the company.

For further details, please see section titled “*Our Business*” on page 113. of this Draft red herring prospectus.

### SUMMARY OF THE INDUSTRY IN WHICH OUR COMPANY OPERATES

Logistics is critical for a country's economy, overseeing the efficient flow of resources from acquisition to delivery. It shapes supply chain success through transportation, inventory management, and customer service. In India, the logistics sector, including warehousing and industrial logistics, is pivotal for achieving its ambitious economic goals, projected at reaching a US\$ 5 trillion economy by FY25. Boosted by COVID-19's impact on e-commerce, the sector's rapid expansion is supported by infrastructure improvements, digital initiatives like Digital India, and policies aimed at reducing logistics costs.

The Indian logistics industry is rapidly expanding, driven by a booming e-commerce sector and technological advancements. It is projected to constitute 14.4% of the GDP, evolving from basic transportation and storage to encompassing comprehensive product planning, value-added services, predictive analytics, and more. This growth is supported by a workforce of 22 million and is vital for various sectors. Valued at US\$ 250 billion in 2021, the industry is expected to reach US\$ 380 billion by 2025, growing at 10%-12% annually. The government aims to reduce logistics costs from 13-14% to 10% of GDP, fostering efficiency. With over 1,000 active players, including local leaders, global giants, and tech-driven startups, the sector spans transportation, warehousing, and value-added services. Technological solutions like Transportation Management System (TMS) and Warehouse

Management System (WMS) used in logistics and supply chain management to optimize and enhancing operational efficiency, cost-effectiveness, and customer satisfaction.

For further details, please see section titled “Industry Overview” on page 99 of this Draft red herring prospectus. (Source: IBEF: <https://www.ibef.org/blogs/warehousing-and-logistics-sector-in-india>)

## PROMOTERS OF OUR COMPANY

The promoters of our Company are Mr. Laxmi Narayan Mishra, Mr. Lalit Panda, Ms. Madhusmita Mohanty and Ms. Supriya Mishra. For further details, please see section titled “Our Promoters” on page number 159 respectively of this Draft red herring prospectus.

## ISSUE SIZE

Initial Public Offer of 34,28,400 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹[●] Lakhs. The Issue constitutes 30.00% of the post-issue paid-up Equity Share capital of our Company.

For further details, please see section titled “The Issue” and “Issue Structure” on pages 50 and 259, respectively

## OBJECT OF THE ISSUE

(Amt. in Lakhs)

S. No.	Particulars	Amount
1.	Capital expenditure requirement of our company towards purchase of Trailers (“Vehicles”) and Improvement in the body of the Trailers	655.00
2.	Meet working capital requirements	1,980.00
3.	General Corporate Purposes	[●]
4.	Issue Expenses	[●]
<b>Total</b>		[●]

\*The amount for General Corporate purposes to be utilised alone shall not exceed 25% of the Gross Proceeds.

For further details, please see section titled “Objects of the Issue” on page 80.

## AGGREGATE PRE-ISSUE SHAREHOLDING OF OUR PROMOTERS, THE PROMOTER GROUP

S. No.	Name of Shareholders	Pre-Issue		Post Issue	
		No of Equity Shares	% of Pre-Issue	No of Equity Shares	% of post-issue
<b>1.</b>	<b>Promoters</b>				
a)	Madhusmita Mohanty	39,99,580	49.99%	39,99,580	35.00%
b)	Supriya Mishra	39,99,580	49.99%	39,99,580	35.00%
c)	Lalit Panda	400	0.01%	400	Negligible
d)	Laxminarayan Mishra	360	0.01%	360	Negligible
<b>Total (A)</b>		<b>79,99,920</b>	<b>100.00%</b>	<b>79,99,920</b>	<b>70.00%</b>
<b>2.</b>	<b>Promoters Group</b>				
	Bhumika Mishra	40	Negligible	40	Negligible
<b>Total (B)</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B)</b>		<b>79,99,960</b>	<b>100.00%</b>	<b>79,99,960</b>	<b>70.00%</b>

For further details, please see section titled “Capital Structure” on page 64.

## SUMMARY OF FINANCIAL INFORMATION

The following details of our Equity Share capital, net worth, revenue, restated profit/(loss) for the period/year, earnings per Equity Share (basic and diluted), restated net asset value per Equity Share (basic and diluted) and total borrowings for the Financial Years ended as on March 31, 2024, March 31, 2023, for Blue Water Logistics Limited and for the period ended as on August 31, 2022 and year ended as on March 31, 2022 for our converted partnership firm M/s Blue Water Logistics i.e., are derived from the Restated Financial Information:

(Amt. in Lakhs)

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
Equity Share capital	200.00	200.00	200.00	880.08
Net Worth	942.70	354.06	525.73	880.08
Total Revenue	13,874.33	9,806.96	8,471.12	15,850.07
Restated Profit/(Loss) for the Period	588.63	154.06	104.31	243.77
Earnings Per Equity Share (basic and diluted)	29.43	7.70	5.22	12.19
Net Asset Value Per Equity Shares	4.71	1.77	-	-
Non-current - Long Term Borrowings	601.22	642.66	573.88	678.87
Current - Short term borrowings	1,121.15	1,238.05	1,184.94	1,069.29
Total Borrowings	1,722.37	1,880.71	1,758.82	1,748.16

For further details, please see section titled “Restated Financial Statement” and “Other Financial Information” on pages 165 and 201 respectively.

## AUDITOR QUALIFICATION

Our Peer Reviewed Statutory Auditors have not made any qualifications to the Restated Financial Statements

## SUMMARY OF OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

A summary of outstanding litigations involving our Company, our Promoters and our Directors which have a material impact on our Company, as on the date of this Draft Red Herring Prospectus is as follows:

Category of Individuals/entities	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigation	Aggregate amount involved (₹ in lakhs)
<b>Company</b>						
By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Company	Nil	Nil	17	Nil	Nil	226.14
<b>Promoters</b>						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
<b>Directors (other than promoters)</b>						
By our directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our directors	Nil	Nil	Nil	Nil	Nil	Nil

Further, there is no outstanding litigation involving our Company, Directors, and Promoters which is so major that our Company’s survival is dependent on the outcome of such pending litigation. *For further details, please*

see section titled “Outstanding Litigations and Material Developments” on page 223 of this Draft red herring prospectus.

## RISK FACTORS

Specific attention of Bidders is invited to the section “Risk Factors” on page 25. It is advised to read the risk factors carefully before taking an investment.

## SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As on the date of Draft red herring prospectus, there are no contingent liabilities of our company.

## SUMMARY OF RELATED PARTY TRANSACTION

A summary of the related party transactions entered into by our Company and in Financial Year ended on March 31, 2024, March 31, 2023 and by partnership firm for the period ended August 31, 2022 and for year ended on March 31, 2022 of converted partnership firm, read with the SEBI ICDR Regulations, is given below:

<i>(Amount in Lakhs)</i>						
Name of Related Party	Nature of Relationship	Nature of Transaction	Blue Water Logistics Limited		Blue Water Logistics (Firm)	
			For the period/year ended on			
			March 31, 2024	March 31, 2023	August 31, 2023	March 31, 2022
Madhusmita Mohanty	Director	Director's/Partner's Remuneration	18.00	23.90	14.50	24.00
		Loan Received	100.00	-	250.00	-
		Loan Repaid	-	6.14	22.41	298.60
		Closing balance-Loan a/c	107.00	6.14	-	298.60
		Rent	18.00	10.50		
Supriya Mishra	Director	Director's Remuneration	18.00	20.00	12.50	24.00
		Loan Received	17.00	-	0.00	0.00
		Loan Repaid/ Advance given	0.00	0.00	0.00	0.00
		Closing balance-Loan a/c	190.41	0.00	-	0.00
Laxminarayan Mishra	Director	Salary	19.18	4.45	22.27	26.85
		Loan Received	0.85	-	3.02	64.05
		Loan Repaid/ Advance given	0.85	14.50	3.00	118.57
		Closing balance-Loan a/c	-	14.50	-	88.02
Lalit Panda	Director	Salary	18.00	3.00	15.00	27.50
		Loan Received	45.50	-	-	36.50
		Loan Repaid/ Advance Given	25.50	5.00	-	137.98
		Closing Balance/Loan Ac	-	5.00	-	192.99
Moonglade Shipping and Logistics Private Ltd	Company owned by relative of Director	Sales Revenue	752.48	689.43	523.28	1185.63
		Amount Received	742.86	634.59	548.65	1,174.30
		Closing balance-Loan a/c	64.45	54.83	113.54	138.91

For further details please refer “Restated Financial Information – Notes to Financial Information – Annexure No. 35-Related Party Transactions” at page 196 of this Draft red herring prospectus.

## DETAILS OF FINANCING ARRANGEMENTS

Our Promoters, members of the Promoter Group, our directors and their relatives have not financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of the Draft red herring prospectus.

## WEIGHTED AVERAGE PRICE OF ACQUISITION OF SECURITIES ACQUIRED BY OUR PROMOTERS AND THE PROMOTER GROUP IN THE LAST ONE YEAR

The weighted average cost of acquisition of Equity Shares by our Promoters and members of the Promoter Group during the last one year from the date of Draft Red Herring Prospectus is as follows:

S. No.	Name	Number of Equity Shares	Weighted Average Cost of Acquisition per share (in ₹)
<b>Promoters</b>			
1.	Madhusmita Mohanty	29,99,580	Nil
2.	Supriya Mishra	29,99,580	Nil
3.	Lalit Panda	400	28.75
4.	Laxminarayan Mishra	360	28.75
<b>Promoters Group</b>			
1.	Bhumika Mishra	40	28.75

\* As certified by M/s S.S.N Murthy & Co dated September 16, 2024

## AVERAGE COST OF ACQUISITION OF SHARES FOR PROMOTER

The average cost of acquisition of Equity Shares by our Promoters and members of the Promoter Group as on the date of Draft Red Herring Prospectus is as follows:

S. No.	Name	Number of Equity Shares	Weighted Average Cost of Acquisition per share (in ₹)	Cap Price is 'x' times the weighted average cost of acquisition*
<b>Promoters</b>				
1.	Madhusmita Mohanty	39,99,580	2.50	[●]
2.	Supriya Mishra	39,99,580	2.50	[●]
3.	Lalit Panda	400	28.75	[●]
4.	Laxminarayan Mishra	360	28.75	[●]
<b>Promoters Group</b>				
1.	Bhumika Mishra	40	28.75	[●]

\* As certified by M/s S.S.N Murthy & Co dated September 16, 2024

For further details of the average cost of acquisition of our Promoters, please see section titled “Capital Structure –Promoter’s shareholding in our Company” on page 73.

## DETAILS OF PRE-ISSUE PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Red Herring Prospectus until the listing of the Equity Shares.



**ISSUANCE OF EQUITY SHARES IN THE LAST ONE YEAR FOR CONSIDERATION OTHER THAN CASH**

Except Bonus issue made on July 26, 2024, our Company has not issued any Equity Shares for consideration other than cash. For further details of the same, please refer to chapter titled “Capital Structure” beginning from page 64.

**SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR**

Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft red herring prospectus.

**EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI SHALL BE DISCLOSED**

Our Company has not made any application under the SEBI ICDR Regulations for seeking exemption from complying with any provisions of securities laws, as on the date of this Draft red herring prospectus.

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### SECTION III – RISK FACTORS

*An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft red herring prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares of our Company.*

*The risks described below are relevant to us or our Equity Shares, the industry in which we operate or to India. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with “Industry Overview”, “Our Business”, “Restated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and on pages 99, 113, 165, and 203, respectively, as well as the other financial and statistical information contained in this Draft red herring prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Issue including the merits and risks involved.*

*This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft red herring prospectus. For further information, see “Forward-Looking Statements” on page 17. Further Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein*

*Unless otherwise indicated, the financial information included herein is based on our Restated Financial Information included in this Prospectus. For further information, see “Restated Financial Information” on page 165. Unless otherwise indicated or the context otherwise requires, in this section, references to “we”, “us” or “our” “our Company” or “the Company”, refers to Blue Water Logistics Limited.*

#### **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 Company 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 Draft red herring prospectus, 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 203 of this Draft Red Herring Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “Restated Financial Statements”.*

## **Internal & Business Risk Factors**

### **1. Our Company has been formed via conversion of the partnership firm to a limited company of our promoters thus we have limited operating history as a Company which may make it difficult for investors to evaluate our historical performance or prospects.**

Our Company has incorporated on August 22, 2022 under section 366 of Companies Act, 2013 in the name and style of “Blue Water Logistics Private Limited”, by converting the partnership firm namely M/s Blue Water Logistics bearing partnership firm registration no. 632 formed in the year of 2010. Later it converted into a public limited company. Post incorporation, partners of the said firm i.e., Ms. Madhusmita Mohanty and Ms. Supriya Mishra became the promoters of our Company. Considering our limited operating history as a company it is difficult for us to evaluate our business, prospects and viability. Our future revenues and profitability are difficult to estimate and could fluctuate significantly and leading to volatility in the price of our Equity Shares. However, operating as a limited company offers several advantages, including limited liability for shareholders, their personal assets are protected in case of business debts or legal issues. It also provides greater access to capital through the sale of shares, which can help in the expansion and growth of the business also often have higher level of credibility and trust with clients, suppliers, and financial institutions in comparison to a partnership firm.

Although the partnership has experienced growth in past years, which we aim to continue, but there is no assurance that this growth will be met successfully in future. We may not be able to increase revenue or maintain profitability on a quarterly or an annual basis. If this occurs, our results of operations and financial condition will be adversely affected. Our growth exposes us to a wide range of increased risks and places significant demands on our management, financial and other resources and will require us to continuously develop and improve our operational, financial and internal controls. There can be no assurance that we will be able to successfully pursue our growth strategies, or that pursuing these strategies will provide us the anticipated growth and profitability. Further, we may be unable to develop adequate systems, infrastructure and devote sufficient financial resources or develop and attract talent to manage our growth. Our inability to pursue our growth strategies successfully or at all, or an inability to manage our growth, may adversely affect our prospects. For further details, see the section titled “*Our History and Certain Other Corporate Matters*” and “*Restated Financial Statements*” on page 139 and 165 respectively of the Draft red herring prospectus.

### **2. Our Registered Office and other business premises through we conduct our business are not owned by us and the same has been acquired through rent agreement.**

Our registered office is on the rented premises and we have entered into a rent agreement dated July 04, 2024 on a monthly rent of ₹1,50,000, which is owned by the Promoter i.e., Ms. Madhusmita Mohanty W/o Mr. Lalit Panda. Other than the registered office, the company uses the premises of its employees as and when need basis and for which neither the company has entered into any formal contract nor any payment relating to the same is being given to the employee till date. For further details, see the section titled “*Our Business – Our Properties*” on page 124 of the Draft Red Herring Prospectus.

In the event of termination/ non-renewal of said rent agreements for registered office, we may be required to vacate such premises which may cause disruption in our corporate affairs and business and impede our effective operations and thus can adversely affect our business, financial condition and result of operations. There can be no assurance that we will, in the future, be able to renew the agreements for the existing locations on same or similar terms, or will be able to find alternate locations for the offices on similar terms favourable to us, or at all. We may also fail to negotiate the renewal of our rent agreements for our premises, either on commercially acceptable terms or at all, which could result in increased rental rates for subsequent renewals or searching of new premises, affecting our financial condition and operations. If alternative premises are not available at the

same or similar costs, size or locations, our business, financial condition and results of operations may be adversely affected.

### 3. Our Company does not have Custom House Agent license

We currently do not possess a Custom House Agent (CHA) license under our name, which is necessary for the clearance of cargo at customs stations for both imports and exports. Instead, we have established long-term partnerships with CHA agents who manage these customs clearance services on our behalf and it allows us to navigate the complexities of customs regulations without holding a CHA license ourselves. Any delays in the service or refusals or disruptions of services by Custom House Agency may adversely impact the timely delivery of our goods and we may have to compensate our customers for the loss if any. Further, all the licenses issued by the government authorities are issued for fixed period of time and the license holders are required to fulfil certain condition for renewal of the license. If a CHA agent faces regulatory actions or if their license is not renewed, it could result in significant delays in the customs clearance process. In such scenarios, we would be required to seek alternative solutions to ensure that our cargo is cleared in a timely manner. Any such potential disruptions can have a direct impact on our business operations, affecting our efficiency and damaging our reputation with customers.

### 4. We derive a significant portion of our revenue from operations from our top 10 customers of our Company. Loss of one or more of these customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. Further, we do not have long-term agreements with several of our customers.

Our business is dependent on our continuing relationships with our customers. Our Company neither has any long-term contract with any of our customers nor has any marketing tie up for our logistics services. The following table summarizes the revenue proportion of our top customers for the respective period:

*(Amount in Lakhs)*

Top Customers	Company				Partnership Firm			
	For the year/period ended							
	March 31, 2024		March 31, 2024 <sup>3</sup>		August 31, 2022 <sup>^</sup>		March 31, 2024	
	Amount	%	Amount	%	Amount	%	Amount	%
Top 10 Customers	7,146.93	51.54	7,978.74	43.68	7,996.77	50.48	4267.37	50.40

<sup>^</sup>Financial Year starting from the date of incorporation i.e., August 22, 2022

Loss of one or more of these customers or a reduction in the amount of business we obtain from them for any reason including due to loss of, or failure to renew existing arrangements; adverse general economic conditions; disputes with such customers; decline in business of such customers; adverse changes in the financial condition of such customers; adverse change in any of such customers' supply chain strategies could have an adverse effect on our business, results of operations, financial condition and cash flows. Also, we do not have long-term agreements with several of our customers and the success of our business is accordingly significantly dependent on us maintaining cordial relationships with our customers.

Furthermore, we are exposed to payment delays and/or defaults by our major customers, and our financial position and performance depend on their creditworthiness. There is no guarantee that all or any of our dealers will honor their outstanding amounts on time or fulfill their obligations due to financial difficulties, cash flow issues, deterioration in business performance, or an economic downturn. We may face working capital risks due to payment delays or defaults, which could restrict our ability to meet our financial obligations. Such defaults or delays by our customers in meeting their payment obligations could materially affect our business, financial condition, and results of operations.

**5. Our success hinges on our capacity to generate ample freight volumes and maximize revenue to meet targeted profit margins and prevent losses. Any inability to attain the desired operating or net profit margins could negatively impact our business, financial results, overall financial health, and cash flows.**

In the logistics industry, generating ample freight volumes and maximizing revenue are critical to achieving targeted profit margins and preventing losses. The success of a logistics company like ours is heavily reliant on these factors, which collectively influence our business's financial health, stability, and cash flow. The more freight we can move, the more revenue we generate. Several factors impact our ability to secure and maintain high freight volumes. Our financial health and cash flows are directly influenced by our ability to achieve desired operating and net profit margins. Failing to meet these targets can have several negative consequences. Reduced profitability can limit our ability to invest in new technologies, expand our fleet, or enter new markets. It can also affect our creditworthiness, making it more challenging to secure financing for growth initiatives. Moreover, consistent financial underperformance can erode investor confidence and negatively impact our stock price if we are a publicly traded company. This, in turn, can limit our ability to raise capital through equity markets. Additionally, poor financial performance can strain relationships with suppliers, leading to less favorable payment terms and potentially disrupting our operations.

**6. We have very short span of operating history as company**

Our company was incorporated on August 22, 2022 as a private limited company by converting the partnership firm. Thus, our operating history as company is less than three years. However, the Promoters of the Company who were partners in the partnership firm have a long experience since year 2010 by establishment of M/s Blue Water Logistics, partnership firm. Short span of our operating history, makes it difficult to assess our future prospects and historic growth rates or results of operations and which may not be representative or reliable indicators of our future performance. While we intend to continue to expand our operations, we may not be able to sustain historic growth levels and may not be able to leverage our experience in our existing markets in order to grow our business in new markets. If our operations continue to grow, for which there can be no assurance, we will be requiring to continue to expand our sales and marketing, product development and distribution functions, to upgrade our management information systems and other processes, and to obtain more space for our expanding administrative support. Our continued growth could increase the strain on our resources, and we could experience serious operating difficulties, including difficulties in hiring, training and managing an increasing number of employees. If we are unable to manage our operations at our current size or to manage any future growth effectively, our brand image and financial performance may suffer adversely.

**7. Market demand plays a significant role in logistics business. Fluctuations in demand for logistics services can be influenced by economic downturns, changes in consumer behavior, or disruptions in supply chains, all of which can lead to reduced demand for our services.**

For us market demand is a critical factor that significantly impacts our performance and profitability. Fluctuations in demand for our logistics services can arise from various factors. Economic downturns, for instance, can lead to reduced consumer spending and decreased industrial output. During such periods, businesses may cut back on their production and shipping needs, which in turn results in lower freight volumes and diminished revenue for Blue Water Logistics. Disruptions in supply chains, such as those caused by natural disasters, geopolitical tensions, or pandemics, can further impact our operations. These disruptions may lead to delays, increased costs, and interruptions in the flow of goods, which challenge our ability to maintain consistent service levels and manage our operations efficiently. To address these demand fluctuations, we are adopting strategic measures, including diversifying our service offerings, investing in adaptable technology solutions, and strengthening our relationships with clients. For our strategies see the chapter titled “*Our Business*” – Our Competitive Strength on page 122 of this Draft red herring prospectus.

**8. The logistics industry is highly competitive, with numerous players vying for market share. Price wars, enhanced service offerings from competitors, and aggressive marketing strategies can affect our ability to attract and retain customers.**

The intense competition in logistic industry poses a significant risk to the company's ability to attract and retain customers, impacting its overall business performance and profitability. Firstly, price wars are a common occurrence in the logistics sector. Competitors often lower their prices to attract more clients, forcing Blue Water Logistics to either match these lower prices or risk losing customers. Engaging in such price wars can erode profit margins and reduce overall profitability. Alternatively, if the company chooses not to lower its prices, it may face the risk of losing price-sensitive customers to competitors offering more attractive rates. Secondly, enhanced service offerings from competitors can challenge Blue Water Logistics' market position. Competitors may invest heavily in technology, infrastructure, and customer service to provide superior logistics solutions. If Blue Water Logistics fails to keep pace with these advancements, it may struggle to meet customer expectations and retain clients who seek the latest and most efficient services. Moreover, aggressive marketing strategies employed by competitors can also affect the company's customer acquisition and retention efforts. Competitors with substantial marketing budgets can create high visibility and brand awareness, drawing potential customers away from Blue Water Logistics. This increased competition for market visibility makes it more challenging for the company to maintain its market share and grow its customer base. To mitigate these risks, Blue Water Logistics is focussing on differentiating its services through innovation and value addition. Investing in technology to enhance service efficiency, providing exceptional customer service, and developing unique value propositions can help the company stand out in the crowded market. Additionally, strategic marketing efforts and competitive pricing strategies are essential to maintaining and growing the customer base amidst intense competition. By proactively addressing these competitive pressures, Blue Water Logistics can safeguard its market position and ensure sustainable business growth. For our strategies see the chapter titled "Our Business" – Our Competitive Strength on page 122 of this Draft red herring prospectus.

**9. Maintaining strong relationships with clients from diversified industries is essential. A failure to meet service expectations or adapt to the evolving needs of our clients can result in lost business and reduced freight volumes.**

We offer customized solutions to various industries though not restricted to the same, to meet the unique needs of our clients. While this approach is beneficial for creating tailored services and fostering strong client relationships, it also presents significant risks. Maintaining these relationships is crucial, and failure to meet service expectations or adapt to evolving client needs can lead to lost business and reduced freight volumes. Customized solutions require a deep understanding of each client's specific requirements. Any miscommunication or misunderstanding can lead to dissatisfaction with the provided services. If we fail to deliver the expected level of customization or makes errors in service execution, it could result in client dissatisfaction and damage to the relationship. Discontented clients may seek alternative providers who can better meet their expectations, leading to a loss of business. Also the logistics industry is dynamic, with client needs and market conditions continually evolving. We stay agile and responsive to these changes to remain competitive. If the company is unable to quickly adapt its services to meet the shifting demands of its clients, it risks becoming obsolete in the eyes of its customers. This failure to innovate and adjust can cause clients to switch to competitors who offer more up-to-date and relevant solutions, further reducing freight volumes and revenues. Additionally, maintaining strong relationships with key clients often requires ongoing investments in technology, personnel, and infrastructure. If the company is unable to sustain these investments due to financial constraints or other challenges, it may struggle to meet client expectations consistently. This can erode trust and loyalty, resulting in the loss of long-term business relationships.

Details of such industries are given follows:

*(Amt. in Lakhs)*

INDUSTRY WISE*	Blue Water Logistics Limited	Blue Water Logistics (Firm)
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	For the period/year ended on			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
Agri Products	6.18	6.74	19.44	36.89
Automobile	218.08	637.65	441.09	817.19
Chemicals	763.46	1,169.31	939.85	1,272.91
Confectionery	2,589.59	2,065.49	1,103.77	2,285.25
Crockery	1,044.73	986.84	703.18	657.91
Electronics	172.36	103.19	137.20	359.22
Fitness Equipment	135.55	89.05	69.61	254.17
Forwarding	4,760.79	2,178.30	2,097.70	4,092.20
Lubricants	14.90	7.84	46.16	75.86
Manufacturing	2,212.99	813.58	781.92	1,087.26
Natural Stones	446.11	374.63	888.10	771.66
Pharma	527.16	895.29	380.72	1,537.83
Pulp & Paper	552.22	328.66	579.21	1,629.90
Textile	423.25	141.68	278.96	962.65
<b>Grand Total</b>	<b>13,867.37</b>	<b>9,798.24</b>	<b>8,466.90</b>	<b>15,840.90</b>

*\*We are not restricted to the mentioned industries.*

**10. In case of our inability to obtain, renew or maintain the statutory and regulatory licenses, permits and approvals required to operate our business it may have a material adverse effect on our business.**

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits at state and central government levels for doing our business. The approvals, licenses, registrations and permits obtained by us may contain conditions. Further we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or need to update pursuant to change in name and conversion of company to public Company. While we have applied for relevant licenses now and have obtained a significant number of approvals, licenses, registrations and permits from the relevant authorities, there can be no assurance that the relevant authority will issue an approval or renew expired approvals within the applicable time period or at all. Any delay in receipt or nonreceipt of such approvals, licenses, registrations and permits could result in cost and time overrun or which could affect our related operations. These laws and regulations governing us are increasingly becoming stringent and may in the future create substantial compliance or liabilities and costs. While we endeavor to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased cost and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalty. For further details regarding the material approvals, licenses, registrations and permits, see “Government and Other Approvals” on page 236 of this Draft red herring prospectus.

**11. In case of our inability to obtain, renew or maintain the statutory and regulatory licenses, permits and approvals required to operate our business it may have a material adverse effect on our business.**

Our business operations are governed by a various laws and regulations and we need to comply both state and central government levels. The approvals, licenses, registrations and permits obtained by us may contain certain conditions. Further we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or need to be updated pursuant to change in name and conversion

of company to public Company such as PAN Card, Insurances, Trademark, certifications, memberships etc.

While we are in the process of applying for name change pursuant to conversion to public company for relevant licenses now and have obtained a significant number of approvals, licenses, registrations and permits from the relevant authorities, there can be no assurance that the relevant authority will issue an approval or renew expired approvals within the applicable time period or at all. Any delay in receipt or non-receipt of such approvals, licenses, registrations and permits could result in cost and time overrun or which could affect our related operations.

These laws and regulations governing us are increasingly becoming stringent and may in the future create substantial compliance or liabilities and costs. While we endeavour to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased cost and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalty. For further details regarding the material approvals, licenses, registrations and permits, see “Government Approvals” on page 236 of this Draft Red Herring Prospectus.

**12. Our operations are subject to high working capital requirements. Our inability to maintain an optimal level of working capital required for our business may impact our operations adversely.**

Our business requires significant amount of working capital and major portion of our working capital is utilized towards trade receivables. The details of our working capital is as under:

Particular	Partnership Firm	Company			
	For the year ended				
	March 31, 2022	March 31, 2023	March 31, 2024	March 31, 2025	March 31, 2026
	Restated	Restated	Restated	Estimated	Estimated
<b>(I) Current Assets</b>					
Inventories	52.40	-	-	-	-
Trade receivables	2,729.42	1,991.40	2,646.78	3726.53	5113.33
Short-term loans and advances	628.02	110.49	344.92	450.00	470.00
Advance Income Tax & TDS	397.21	246.28	418.81	376.32	549.40
Other current assets	211.83	313.20	433.31	457.62	500.40
<b>Total (I)</b>	<b>4,018.88</b>	<b>2,661.35</b>	<b>3,843.81</b>	<b>5,010.47</b>	<b>5,010.47</b>
<b>(II) Current Liabilities</b>					
Trade Payables	1,418.59	549.26	1270.46	1293.87	1883.74
Other Current Liabilities	36.47	76.60	63.15	73.60	81.30
Short Term Provisions - Prov. For Inc. Tax	83.03	57.97	202.89	376.32	549.40
Current Maturities of Long Term Loan	256.05	330.22	315.31	351.75	0.00
Short Term Borrowings	813.24	907.83	805.84	800.00	800.00
<b>Total (II)</b>	<b>2,607.38</b>	<b>1,921.87</b>	<b>2,657.66</b>	<b>2,895.54</b>	<b>3,314.44</b>
<b>Working Capital Requirement for the year(I-II)</b>	<b>1,411.51</b>	<b>739.49</b>	<b>1,186.16</b>	<b>2,114.93</b>	<b>3,318.69</b>
Internal Accruals	1,411.51	739.49	1,186.16	1,314.93	2,138.69
<b>IPO Proceeds</b>	-	-	-	<b>800.00</b>	<b>1,180.00</b>

Further, our growing scale and expansion may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sources of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. Further, we have high outstanding amount due from our debtors which may result in a high risk in case of non-payment by these debtors. Debtors for the year ended March 31, 2024 is ₹2,646.78 Lakhs. In case of any such defaults from our debtors, it may affect our business operations and financials. For further details regarding working capital requirement, please refer to the section “*Objects of the issue*” on page 80 of this Draft Red Herring Prospectus.

**13. Our company is promoted by First Generation Entrepreneurs**

Our company is founded by Ms. Madhusmita Mohanty and Ms. Supriya Mishra and later Mr. Laxmi Narayan Mishra and Mr. Lalit panda have also joined, who are the first-generation promoters. Their experience in managing and being instrumental in the growth of our Company is limited to the extent of their knowledge and experience and we cannot assure that this will not affect our business growth. However, our promoters have cumulative experience of more than Four Decades. Investors and stakeholders may exercise caution when entrepreneurs belong to first generation or having limited knowledge and experience. This could potentially impact our ability to secure funding or establish partnerships that are critical for growth. Established entrepreneurs often have extensive and broad networks within their industries, which can prove invaluable for forming partnerships, collaborations, and accessing resources. Our promoters may have limited connections, posing challenges in tapping into these opportunities.

**14. Our inability to manage our diversified operations may have an adverse effect on our business, results of operations, financial condition and cash flows. Failure to improve diversification of our revenue streams exposes us to risk of concentration of revenue from transportation verticals.**

At Blue Water Logistics, our diversified operations span various transportation verticals, including air, sea, and road. While diversification is a strength, our inability to effectively manage these diversified operations can have adverse effects on our business, results of operations, financial condition, and cash flows.

Managing diversified operations involves coordinating different logistics services, each with its own unique set of challenges and requirements. The complexity of synchronizing air, sea, and road transport necessitates robust management practices, advanced technology systems, and skilled personnel. Any lapses in these areas can lead to inefficiencies, delays, and increased operational costs. Furthermore, our failure to improve the diversification of our revenue streams exposes us to the risk of revenue concentration. Currently, a significant portion of our revenue is derived from a single (Water) transportation vertical, we become vulnerable to market fluctuations and operational disruptions within that specific vertical, sudden increase in fuel prices or regulatory changes affecting the industry could disproportionately impact our revenue and profitability. Diversification of revenue streams across multiple verticals can mitigate these risks. By expanding our presence in air and sea transport, we can reduce our reliance on any single vertical, thereby enhancing our resilience to market changes. However, achieving this requires substantial investment in infrastructure, technology, and workforce training to ensure seamless integration and management of diversified operations.

To mitigate these risks, we are continuously investing in improving our operational capabilities, leveraging technology for better coordination, and training our workforce to handle the complexities of diversified logistics services. Implementing robust risk management practices and maintaining flexibility to adapt to changing market conditions will be crucial in sustaining our diversified operations and ensuring steady revenue growth across all transportation verticals.

*(Amt. in Lakhs)*

SERVICES	Blue Water Logistics Limited	Blue Water Logistics (Partnership Firm)
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	March 31, 2024	%	March 31, 2023	%	August 31, 2022	%	March 31, 2022	%
<b>Water Transport Services</b>	7,441.89	53.66	6,785.33	69.25	6,559.86	77.48	11,398.84	71.96
<b>Air Transport Services</b>	143.82	1.04	561.48	5.73	205.38	2.43	1,155.43	7.29
<b>Road Transport Services</b>	1,110.29	8.01	369.15	3.77	290.90	3.44	559.36	3.53
<b>Railway Transport Services</b>	118.33	0.85	43.20	0.44	41.60	0.49	92.59	0.58

**15. Our business is substantially dependent on dealers from whom we derive a significant portion of our revenues. The loss of any significant clients may have a material and adverse effect on our business and results of operations.**

We face a critical risk due to our substantial dependency on dealers, from whom it derives a significant portion of its revenues. This dependency creates a vulnerable business environment where the loss of any significant clients can have material and adverse effects on the company's operations and financial health. Firstly, the reliance on a limited number of key dealers means that the company's revenue stream is not diversified. If any of these dealers were to cease operations, switch to a competitor, or renegotiate terms unfavorably, it could result in a significant drop in revenue. Such a sudden decrease in income would strain the company's financial resources, potentially leading to cash flow problems and impacting its ability to meet operational expenses and invest in growth opportunities. Secondly, the dependency on key dealers can also limit the company's bargaining power. With a few dealers contributing a large portion of the revenue, the company might be compelled to accept unfavorable terms to maintain these crucial relationships. This can lead to reduced profit margins and can affect the overall profitability of the company. Moreover, the loss of a major dealer can disrupt the supply chain and service delivery. If a key dealer exits the partnership, finding a replacement on short notice might be challenging, leading to delays and dissatisfaction among customers. Such disruptions can tarnish the company's reputation and result in the loss of customer trust, further exacerbating the adverse impact on the business.

**16. We depend on our third-party service providers and vendors/suppliers in certain aspects of our operations and unsatisfactory services provided by them or failure to maintain relationships with them could disrupt our operations.**

Our business relies heavily on various intermediaries such as cargo carriers, vendors, brokers, and port authorities, among others, to facilitate our operations smoothly. However, the performance of these third-party service providers and vendors may not always meet our expectations, leading to disruptions in our business operations and potential damage to our brand reputation. Further, certain assets necessary for our business operations such as moving equipment, cargo containers, vehicles, warehouses and manpower are leased from third parties. Any interruptions or failures in the timely supply of these assets could negatively impact our operations. Further, we may not have any control over the servicing and maintenance of these transport assets. Any nonavailability or delays in obtaining transport assets or breakdowns, on-road repairs or service interruptions may result in loss of orders or delays in delivery of goods, any of which could lead to client dissatisfaction and loss of business. Moreover, Disputes with third-party service providers can also strain our relationships with them and our customers. If any of the foregoing risks materialize, our business, operations, reputation, financial condition, results of operations and cash flows may be adversely affected.

**17. Any disruptions which affect our ability to utilize our transportation network in an uninterrupted manner could result in delays, additional costs or a loss of reputation or profitability.**

With a significant portion of the goods in India being transported by road, air, water and rail, our business operations are dependent on the road, air, water transportation. Certain factors which could adversely affect any of these and result in delays, additional costs or unreliability include bad weather conditions, natural calamities, time-consuming and complex inter-state travel, political unrest, regional disturbances, fatigue or improper

conduct of drivers, accidents, water leakage, shortage/pilferage, improper packaging, loading or unloading under supervision of untrained staff, breakdowns of vehicles and third-party negligence. Our cargo transported through any of road transportation could suffer delays and additional costs due to, among others, personnel strikes, advent of unfavourable policy or regulatory framework, increased costs of cargo booking, mishandling of cargo by personnel. We cannot assure you that these factors and conditions will not affect our supply chain and logistics schedules, including last-mile connectivity, or our ability to operate without disruption. Any prolonged or significant downtime of, or damage to, our fleet or other related equipment may cause disruptions to our operations. If any of these risks materialize, our business, operations, financial condition, results of operations and cash flows may be materially and adversely affected. While we owe to our customers' certain contractual obligations such as timely delivery of goods, any failure on our part to provide such services in an effective manner, we may become liable to claims by customers, suffer adverse publicity and suffer substantial loss as a result of deficiency which could adversely affect our business, results of operations and cash flows. Our daily operations rely heavily on the orderly and timely development and maintenance of infrastructure for logistics services. We are highly dependent on government infrastructure. Any deficiencies in India's road network, and telecommunication and internet infrastructure, change in policy for transportation or impositions of any unfavourable taxes for various infrastructures could adversely affect our business, operations, results of operations and cash flows. For further detail on this see the chapter titled "*Our Business*" – Geographical and Mode wise Revenue Bifurcation on page 119 of this Draft red herring prospectus.

**18. We are subject to various risks associated with transportation and we may face claims relating to loss or damage to cargo, personal injury claims or other operating risks that are not adequately insured.**

Loss or damage to cargo is a critical risk in our business. Despite implementing stringent safety and handling protocols, there is always a possibility of goods being damaged or lost during transit due to factors beyond our control, such as accidents, natural disasters, or theft. Such incidents can lead to substantial financial losses and damage our reputation. Clients who experience loss or damage to their cargo may file claims against us, seeking compensation, which can be costly and time-consuming to resolve. Personal injury claims pose another significant risk. Our operations involve handling heavy equipment, loading and unloading cargo, and operating vehicles, all of which present potential hazards to our employees and third parties. Accidents or injuries occurring during these activities can result in claims for medical expenses, lost wages, and other damages. These claims can have legal and financial repercussions, especially if they lead to litigation or regulatory penalties. Additionally, we face various operating risks, including mechanical failures, equipment breakdowns, and delays due to unforeseen circumstances. While we strive to maintain high standards of maintenance and operational efficiency, these risks cannot be entirely eliminated. Such incidents can disrupt our operations, leading to delays, increased costs, and dissatisfied customers. Insurance plays a crucial role in mitigating these risks. However, there are limitations to the coverage provided by our insurance policies. Certain types of risks may not be fully covered, or the coverage limits may not be sufficient to cover all potential losses. For example, specialized cargo or high-value shipments may exceed our insurance coverage limits, leaving us exposed to significant financial liabilities. Similarly, some personal injury claims or operational disruptions may involve circumstances not covered by our insurance policies.

Though we have never recorded any such mishap in our history as we already implemented robust risk management practices, such as regular safety training, comprehensive maintenance programs, and effective contingency planning, can help minimize the likelihood and impact of these risks. By proactively managing our exposure to transportation-related risks, we can better protect our business, maintain operational continuity, and uphold our commitment to delivering reliable and secure logistics services to our clients.

**19. Failure to successfully implement our business strategies may materially and adversely affect our business, prospects, financial condition and results of operations.**

Our business strategies are designed to enhance operational efficiency, expand market reach, and drive revenue growth. These strategies include investments in advanced technology, expansion into new geographic markets, diversification of service offerings, and improvements in customer service. One significant risk is the potential misalignment between our strategic initiatives and market conditions. The logistics industry is dynamic, with rapidly changing customer demands, technological advancements, and regulatory environments. If our strategies do not adapt swiftly to these changes, we risk falling behind our competitors, losing market share, and missing growth opportunities, also implementing new technologies and processes often involves substantial capital investment and operational disruption. Expansion into new markets presents another set of challenges. Entering unfamiliar territories involves understanding local market dynamics, regulatory requirements, and customer preferences. Moreover, diversifying our service offerings to reduce dependency on specific revenue streams requires careful market analysis and resource allocation. Introducing new services that do not resonate with our customers or fail to meet market demands can lead to wasted investments and lost revenue opportunities.

Improving customer service is also a critical component of our business strategy. However, maintaining consistently high service standards across all operations requires continuous training, monitoring, and feedback mechanisms. Any lapses in service quality can lead to customer dissatisfaction, negative reviews, and loss of business. To mitigate these risks, we have adopted a proactive and adaptive approach to strategy implementation. This involves continuous market research, regular review and adjustment of strategic plans, and effective risk management practices. Engaging with stakeholders, including employees, customers, and partners, to gather feedback and insights can also help refine our strategies and ensure their successful execution. For further details regarding the Business Strategies and SWOT analysis, see “*Our Business*” on page 113 of this Draft red herring prospectus.

**20. We are also exposed to risks related to an escalation in fuel prices.**

At Blue Water Logistics, we are significantly exposed to risks related to fluctuations in fuel prices, which can impact our operations across various modes of transport, including air, sea, and road. Fuel costs constitute a substantial portion of our operating expenses, and any escalation in fuel prices can directly affect our profitability. For our air transport services, fuel price volatility can lead to increased costs for our cargo flights. Higher aviation fuel prices not only raise operational expenses but can also necessitate fuel surcharges that may be passed on to our clients, potentially making our services less competitive.

In sea transport, fuel costs are a critical factor in determining shipping rates. An increase in marine fuel prices can raise the cost of operating our fleet of vessels, impacting our ability to offer competitive pricing to customers. Additionally, the transition to low-sulfur fuel to comply with environmental regulations has added to fuel expenses, further straining our cost management efforts. Road transport, a core component of our logistics services, is equally vulnerable to fuel price fluctuations. Diesel and gasoline prices significantly influence the cost of running our fleet of trucks and delivery vehicles. Rising fuel prices can lead to higher transportation costs, which may affect our pricing strategies and overall service affordability. Managing the impact of fuel price escalation requires a multi-faceted approach. This includes implementing fuel-efficient practices, investing in fuel-efficient vehicles and vessels, and exploring alternative fuels or hybrid technologies. Additionally, we may need to adjust our pricing models to include fuel surcharges that reflect current market conditions while maintaining transparency with our clients. Given the integral role that fuel costs play in our operations, staying vigilant and responsive to changes in fuel prices is crucial for maintaining our financial health and competitive edge in the logistics industry. Ensuring that we have strategies in place to mitigate these risks will help us sustain our operations and continue delivering reliable services to our clients across all modes of transport.

**21. The increase in the age of our vehicles and an increase in the prices of vehicles may adversely affect our business and results of operations.**

As of March 31, 2024, we owned a wide range of 15 commercial vehicles. Operations from our fleet contributed 8.01% , 3.77%, 3.44% and 3.53% representing to ₹1,110.29 Lakhs, ₹369.15 Lakhs, ₹290.90 lakhs and ₹559.36 Lakhs, respectively, of our revenue from operations for the financial year ended March 31, 2024 and Period ended March 31, 2023 (01.09.2022 to 31.3.2023) for Blue Water Logistics Limited as well as Period ended August 31, 2022 and Financial Year ended March 31, 2022 for partnership firm, M/s Blue Water Logistics. As the age of our fleet increases, we expect maintenance costs related to our fleet to also increase. We may also acquire new vehicles to expand our business or to manage operational efficiencies and reduce cost of maintenance. Unless we continue to expand and upgrade our fleet of vehicles and acquire such vehicles on commercially favourable terms, our aging fleet may result in increased operating and maintenance costs.

**22. Our Promoters and the Promoter Group will jointly continue to retain majority shareholding in our Company after the Issue, which will allow them to determine the outcome of the matters requiring the approval of shareholders.**

Post completion of the Offer, our Promoters Ms. Madhusmita Mohanty and Ms. Supriya Mishra will hold the majority of our outstanding Equity Shares. Consequently, our Promoters will continue to exercise significant control over us, including the ability to shape the composition of our Board and make decisions requiring shareholders’ or board’s approval. Our Promoters may take or block action with respect to our business that may not align with the interests of our minority shareholders or us. By leveraging their controlling power, our promoters may delay, defer, or influence changes in our control or capital structure, as well as impact potential merger, consolidation, takeover or other business combinations involving our company. Additionally, they may encourage or discourage potential acquirers from making tender offers or attempting to obtain control. While exercising their rights, we cannot guarantee that our Promoters and Promoter Group will constantly prioritize our company's interests. Please refer to the chapter “*Capital Structure*” beginning on page 64 of this Draft red herring prospectus.

**23. The average cost of acquisition of Equity Shares by our Promoters could be lower than the issue price.**

The average cost of acquisition of Equity Shares by our Promoters in our Company is lower than the final Issue Price in which shares is to be issued. Details of average cost of acquisition of equity shares held by the promoters are set out as below:

<b>Name of the Promoters</b>	<b>Average Cost of Acquisition (₹)</b>
Madhusmita Mohanty	2.50
Supriya Mishra	2.50
Lalit Panda	28.75
Laxminarayan Mishra	28.75

For further details regarding the average cost of acquisition of Equity Shares by our Promoters and the buildup of Equity Shares in our Company, please refer to the chapter “*Capital Structure*” beginning on page 59 of this Draft red herring prospectus.

**24. Our Promoters are involved in certain litigation which is currently pending. However, they may face any litigation proceedings in future which may have any adverse decisions in these cases against the Promoter it may impact business and operations of the Company**

Our Promoters are currently involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The summary of outstanding litigation in relation to our Promoter as on the date of this Draft Red Herring Prospectus have been provided below. For



details kindly refer the chapter titled “*Outstanding Litigation and Material Developments*” beginning on page no. 223 of this Draft red herring prospectus.

(Amt. in Lakhs)

Particulars	Number of Cases	Total Amount Involved
<b>Proceedings against our Promoter</b>		
Civil	Nil	Nil
Criminal	Nil	Nil
Tax	Nil	Nil
<b>Proceedings by our Promoter</b>		
Civil	Nil	Nil
Criminal	Nil	Nil
Tax	Nil	Nil
<b>Proceedings against our Company</b>		
Civil	Nil	Nil
Criminal	Nil	Nil
Tax	17	226.14
<b>Proceedings by our Company</b>		
Civil	Nil	Nil
Criminal	Nil	Nil
Tax	Nil	Nil

**25. We are unable to surrender our previous GSTIN of our partnership firm due to ongoing proceedings against our firm.**

Before the conversion of our partnership firm, Blue Water Logistics, into a company, the firm was issued GST Registration Number 36AAKFB4303K1ZJ. It was our intention to surrender this GST registration following the conversion. However, due to ongoing Input Tax Credit (ITC) demands associated with the said registration, we have been unable to proceed with its surrender at this time. The retention of the GST number is necessary until the resolution of all pending ITC claims. For details kindly refer the chapter titled “*Outstanding Litigation and Material Developments*” beginning on page no. 223 of this Draft red herring prospectus.

**26. We require certain licenses, registrations, approvals and permits to operate our business, failure to obtain or renew them in a timely manner or maintain the statutory and regulatory permits and approvals required to operate our business may adversely affect our operations and financial conditions**

We require certain statutory and regulatory permits, licenses and approvals to operate our business. While we believe that we have obtained the necessary approvals which are adequate to run our business, we cannot assure that there is no other statutory/regulatory requirement which we are required to comply with or cannot assure that all the requirements have been met. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew these permits, licenses, and approvals, but there is no assurance that authorities will issue them in a timely manner or at all. Failure to renew, maintain, or obtain required permits or approvals on time may lead to operational interruptions and could materially impact our business, financial condition, and results of operations.

Also, approvals required by our Company are contingent and subject to numerous conditions, and there can be no assurance that they would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions, or due to regulatory actions. If there is any failure by us to comply with applicable regulations or amendments to regulatory frameworks governing our business could result in increased costs, penalties, revocation of approvals and permits, or suffer a disruption in our operational, any of which could adversely impact our business. Our Company is currently in the process of applying for a change

in name for all permits, licenses, and approvals under the name of proprietorships businesses. Employees' State Insurance Corporation Certificate issued to the company mentions a varied address of the company which is in process for the updating. Details regarding approvals can be found in the section titled "*Government and Other Approvals*" starting on page 236 of the Draft red herring prospectus. However, there is no assurance that relevant authorities will issue these approvals or licenses in a timely manner, or at all.

**27. We have experienced negative cash flows in previous years based on restated statement. Any operating losses or negative cash flows in the future could adversely affect our results of operations and financial conditions**

Our Company had negative cash flows from our operating activities in current year, investing activities (largely due to purchase of non-current assets and purchase of property, plant and equipment) in previous years and financing activities in previous year as per the Restated Financial Statements. Details of which are as follows:

*(Amt in Lakhs)*

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Firm)	
	For the period/year ended on			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
Net Cash generated from / used in Operating Activities	423.16	(1,414.60)	924.51	(872.33)
Net Cash from / used in Investing Activities	(175.83)	(291.86)	(71.00)	(26.20)
Net Cash generated from / used in Financing Activities	(325.74)	1,946.18	(533.97)	934.53

Cash flow is a key indicator of a company's ability to generate cash from operations to meet capital expenditures, pay dividends, repay loans, and make new investments without raising external finance. Operating losses or negative cash flows could adversely affect our results of operations and financial condition. Insufficient cash flow generation may negatively impact our business and financial operations. For more information regarding cash flows, please refer to the section titled "*Financial Statements - Annexure 3*" beginning on page 171 of this Draft red herring prospectus.

**28. We are heavily dependent on our Promoters and Key Managerial Personnel for the continued success of our business through their continuing services and strategic guidance and support.**

Our success heavily depends on the continued services of our Promoters Mr. Laxmi Narayan Mishra, Mr. Lalit Panda, Ms. Madhusmita Mohanty and Ms. Supriya Mishra. The loss of any of our Promoters or the inability to recruit suitable or comparable replacements, could adversely affect us. Losing the services of our Promoters and Key Managerial Personnel could significantly hinder our ability to efficiently manage and expand our business. If we are unable to retain qualified employees at reasonable costs, we may be unable to execute our growth strategy effectively. For further details about our Directors and key managerial personnel, please refer to Section "*Our Management*" on page 113 of this Draft red herring prospectus.

**29. We have in the past entered into related party transactions and may continue to do so in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our Company's financial condition and results of operations.**

Our Company has entered into Related Party Transaction with relative of promoters. The transaction pertains to short term unsecured term borrowings received by Company. Details of which is as follows:

*(Amt. in Lakhs)*

Name of Related Party	Nature of Relationship	Nature of Transaction	Blue Water Logistics Limited	Blue Water Logistics (Firm)
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			For the period/year ended on			
			March 31, 2024	March 31, 2023	August 31, 2023	March 31, 2022
Madhusmita Mohanty	Director	Director's/Partner's Remuneration	18.00	23.90	14.50	24.00
		Loan Received	100.00	-	250.00	-
		Loan Repaid	-	6.14	22.41	298.60
		Closing balance-Loan a/c	107.00	6.14	-	298.60
		Rent	18.00	10.50		
Supriya Mishra	Director	Director's Remuneration	18.00	20.00	12.50	24.00
		Loan Received	17.00	-	0.00	0.00
		Loan Repaid/ Advance given	0.00	0.00	0.00	0.00
		Closing balance-Loan a/c	190.41	0.00	-	0.00
Laxminarayan Mishra	Director	Salary	19.18	4.45	22.27	26.85
		Loan Received	0.85	-	3.02	64.05
		Loan Repaid/ Advance given	0.85	14.50	3.00	118.57
		Closing balance-Loan a/c	-	14.50	-	88.02
Lalit Panda	Director	Salary	18.00	3.00	15.00	27.50
		Loan Received	45.50	-	-	36.50
		Loan Repaid/ Advance Given	25.50	5.00	-	137.98
		Closing Balance/Loan Ac	-	5.00	-	192.99
Moonglade Shipping and Logistics Private Ltd	Company owned by relative of Director	Sales Revenue	752.48	689.43	523.28	1185.63
		Amount Received	742.86	634.59	548.65	1,174.30
		Closing balance-Loan a/c	64.45	54.83	113.54	138.91

While our Company believes that all such transactions have been conducted on the arm's length basis, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our Company will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operation. For detailed information, please refer to Annexure No. - 35 – Related Party Transactions under the section titled “*Financial Information as Restated*” on page 196 of this Draft red herring prospectus.

### 30. Our promoters were director in a company which is now struck off by the ROC.

Our promoters Ms. Madhusmita Mohanty and Ms. Supriya Mishra were previously directors in a company that has since been struck off by the Registrar of Companies (ROC). Details of which are as follows:

Name of the Company	CIN	State	ROC Order Date	Status
<b>Blue Water Logistics India Private Limited</b>	<a href="#">U61100TG2012PTC083975</a>	Telangana	21-07-2017	Strike Off

This situation could raise concerns among stakeholders, including investors, lenders, and customers, about the governance practices and the historical conduct of our promoters. Being associated with a company that was struck off by the ROC might lead to increased scrutiny from regulatory authorities, scrutiny could result in additional compliance requirements or audits, potentially diverting resources and attention from our core operations. This could lead to challenges in securing financing, forming partnerships, or attracting new business.

**31. We have incurred indebtedness which exposes us to various risks which may have an adverse affect on our business and results of operations**

Our ability to borrow and the terms of our borrowings depends upon our financial condition, stability of cash flows, economic and political conditions in our operating regions. As of March 31, 2024, our total outstanding indebtedness amounted to ₹ 1722.37 Lakhs out of which ₹ 601.22 lakhs are long term borrowings and ₹1121.15 lakhs are unsecured short term borrowings.

Our significant indebtedness in future may result in substantial amount of debt service obligations which could lead to:

1. limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
2. limiting our ability to borrow more money both now and in the future; and
3. increasing our interest expenditure and adversely affecting our profitability.

If our loans are recalled on short notice, we may need to secure funds quickly to meet the immediate demand. Occurrence of these events could adversely affect our cash flow and the financial condition of the company. For further details regarding our indebtedness, please refer to the “*Statement of Financial Indebtedness*” on page 220 of this Draft red herring prospectus.

**32. Terrorist attacks or war or conflicts involving India or other countries could adversely affect consumer and business sentiment and the financial markets and adversely affect our business.**

Terrorist attacks and other acts of violence or war may adversely affect global equity markets and economic growth as well as the Indian economy and stock markets. Such acts negatively impact business and economic sentiment, which could adversely affect our business and profitability. Also, India has from time to time experienced, and continues to experience, social and civil unrest and hostilities with neighbouring countries. Armed conflicts could disrupt communications and adversely affect the Indian economy. Such events could also create a perception that investments in Indian companies involve a high degree of risk. This, in turn, could have a material adverse effect on the market for securities of Indian companies, including our Equity Shares. The consequences of any armed conflicts are unpredictable and we therefore may not be able to foresee events that could have an adverse effect on our business.

**33. We will continue to be controlled by our Promoters after the completion of the issue.**

Post completion of the Issue, our Promoters will hold the majority of our outstanding Equity Shares. Consequently, our Promoters will continue to exercise significant control over us, including the ability to shape the composition of our Board and make decisions requiring shareholders’ or board’s approval. Our Promoters may take or block action with respect to our business that may not align with the interests of our minority shareholders or us. By leveraging their controlling power, our promoters may delay, defer, or influence changes in our control or capital structure, as well as impact potential merger, consolidation, takeover or other business combinations involving our company. Additionally, they may encourage or discourage potential acquirers from making tender offers or attempting to obtain control. While exercising their rights, we cannot guarantee that our Promoters and Promoter Group will constantly prioritize our company's interests.

**34. The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company**

Since the Issue does not exceed ₹10,000 lakhs, according to SEBI ICDR Regulations, our Company is not required to appoint an Independent Monitoring Agency to overseeing the deployment of funds raised through this Issue. The Audit Committee will have discretion over the utilization of these funds, and it will not be subject

to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could have adverse effects on our finances.

**35. The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles “Objects of the Issue”.**

The fund requirement and deployment are mentioned in the "Objects of the Issue" on page 80 of this Draft Red Herring Prospectus are derived from estimates provided by our management and have not undergone for appraisal by any bank, financial institution, or independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. Given the highly competitive and dynamic nature of our business, we may need to revise our business plan periodically, resulting in potential adjustments to the associated fund requirements.

Further, the allocation of funds as stated under chapter “*Objects of the Issue*” is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency oversight. However, the audit committee of our company will monitor the deployment of funds and ensure disclosure for the same as per applicable provisions. Additionally, we cannot assure that the actual costs or implementation schedule as stated in the “*Objects of the Issue*” chapter will not deviate from the estimated costs or schedule. Such variances may arise due to various factors, some of which may be beyond our control. The occurrence of any such event could potentially delay our business plans and/or have an adverse impact on our expected revenues and earnings.

**36. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule**

The proposed fund requirement mentioned in the section titled “*Objects of the Issue*” is to be funded from the proceeds of this IPO. We have not identified any alternative sources of funding. Therefore, any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay our implementation schedule. As a result, we cannot assure that we will be able to execute our future plans and strategies within the specified timeframe. For further details, please refer to the Chapter titled “*Objects of the Issue*” starting on page 80 of this Draft red herring prospectus.

**37. Any adverse development affecting the growth of trade volumes and freight rates may have an adverse effect on our business, results of operations and financial condition.**

Our results of operations are affected by the volume of our business, which in turn depends on worldwide trade volumes as well as the import and export volumes in India. Global trade volumes and the import and export volumes in India are significantly affected by changes in global, regional and local economic, financial and political conditions and freight rates that are outside of our control, including as a result of:

- changing economic cycles and other macroeconomic developments;
- the imposition of trade barriers, sanctions, boycotts and other measures;
- significant variations in the exchange rates applicable to currencies in the regions in which our customers operate;
- trade disputes and work stoppages, particularly in the logistics services industry;
- acts of war, hostilities, natural disasters, epidemics or terrorism; and
- changes in freight rates.

Any obstruction in trade with the markets from which we receive cargo, or to which cargo passing through our facilities is shipped, slowing economic growth (due to factors such as economic fluctuations, wars, natural disasters or internal developments such as political realignments) or the imposition of new trade barriers (such as rail, road and other tariffs; minimum prices; political, economic or military sanctions; export subsidies and import restrictions or duties), could lead to lower growth or a decline in the volume of trade and, consequently, to a decline or slower growth in cargo container handling. Given our dependence on the volume of container traffic and freight rates, such developments could have an adverse effect on our business, results of operations and financial condition.

**38. Our insurance coverage may not adequately protect us, which may adversely affect business operations and financial condition.**

We believe that the insurance coverage maintained, would reasonably cover all normal risks associated with the operation of our Business. However, there can be no assurance that any claim under the insurance policies maintained by us will be met fully, in part or on time. We suffer loss or damage that is not covered by insurance or exceeds our insurance coverage, our results of operations and cash flow may be adversely affected.

Furthermore, our Company is required to renew these insurance policies from time to time. Failure to renew policies within the prescribed timeframes in the respective insurance policies or not obtain at all, our Company may face significant uninsured losses. If our Company suffers a large uninsured loss or if any insured loss suffered, significantly exceeds our insurance coverage, our business, financial condition and results of operations may be adversely affected. For further details, please refer to the Chapter titled “*Our Business*” starting on page 113 of this Draft red herring prospectus.

**39. We may not be able to prevent unauthorised use of trademarks obtained/ applied for by third parties, which may lead to the dilution of our goodwill.**

We have obtained trademark registration of our brand  under class 39 under the Trade Marks Act, 1999 (“Trade Marks Act”), any unauthorized use of our trademarks, by unrelated third parties may damage our reputation and brand. Preventing trademark infringement, particularly in India, is difficult, costly and time-consuming. The measures we take to protect our trademarks may not be adequate to prevent unauthorized use by third parties, which may affect our brand and in turn adversely affect our business, financial condition, results of operations and prospects. For detailed information regarding the status of these trademark applications, please refer to the section titled “*Government and Other Approvals – Intellectual Property Rights*” on page 238 of this Draft red herring prospectus.

**40. Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and financial condition**

Our operations may be subject to incidents of theft or damage to inventory. The business may also encounter some inventory loss on account of employee theft, vendor fraud and general administrative error. While we have not experienced any such instance in the past, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse or similar incidents in the future, which could adversely affect our results of operations and financial condition. Though we have insurance losses due to theft, fire, breakage or damage caused by other casualties, could adversely affect our results of operations and financial condition.

**41. Any failure to maintain standard control for deliverable goods could have a material adverse effect on our business, reputation, results of operations and financial condition.**

Maintaining standard control for deliverable goods is critical to ensuring customer satisfaction, preserving our reputation, and sustaining our business operations. Any failure to uphold these standards can have a material adverse effect on our business, reputation, results of operations, and financial condition.

Ensuring that goods are delivered in excellent condition and on time is fundamental to our service promise. This requires stringent quality control measures throughout the logistics process, from handling and storage to transportation and final delivery. Any lapses in these controls can lead to damaged or lost goods, resulting in dissatisfied customers and potential financial claims. Failure to maintain standard control can also severely impact our reputation. Operational efficiency is closely tied to maintaining high standards for deliverable goods. Disruptions caused by handling errors, inadequate storage conditions, or improper transport procedures can lead to operational inefficiencies, increasing costs and reducing profitability. This inefficiency can strain our financial resources, affecting our ability to invest in growth initiatives and maintain competitive pricing. Maintaining high standards for deliverable goods is essential for protecting our business, reputation, operational efficiency, and financial health. By prioritizing quality control, we can safeguard our company against the adverse effects of lapses in standard control and continue to deliver exceptional service to our clients. For details relating to Registrations applied for, please refer to “*Government and Other Approval*” in Our Business starting from page 236, of this Draft red herring prospectus.

**42. The requirements of being a publicly listed company may strain our resources.**

We are not a publicly listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations, which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and, or, we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management’s attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition. Any further issuance of Equity Shares, or convertible securities or other equity-linked instruments by us may dilute your shareholding. We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors’ shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. We cannot assure you that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

**43. Our Company if not able to manage our growth or to successfully implement our business plan could have an effect on our business, results of operations and financial condition.**

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy involves increasing of Geographical Presences and focus on consistently meeting quality standards etc., for further details see section title “*Our Business – Our Business Strategy*” on page 123. We have successfully executed our business strategies in the past but there can be no guarantee that we can

implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted customers. Our success in implementing for growth strategies may be affected by:

- Our ability to identify new market to expand;
- Our ability to maintain quality of our products;
- Changes in the local regulatory environment in logistics industry

If our Company fails to execute our strategy within the estimated budget and timeline, or if our expansion and development plans do not yield increased profitability as estimated it could significantly impact our results of operations. Further, we expect our growth strategy will place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to effectively manage our business and implement our growth strategy could adversely affect our business, financial condition, and profitability.

The cash flow of a company serves as a key indicator, illustrating the amount of cash generated from operations to cover capital expenditures, dividend payments, loan repayments, and new investments, all without relying on external financing. Operating losses or negative cash flows could have adverse effects on our operations and financial results. If we are unable to generate Insufficient cash flow, it may also negatively impact our business and financial operations. For further details on cash flows, please refer to the section titled “*Financial Statements – Cash Flow Statement*” starting on page 171 of this Draft red herring prospectus.

**44. In addition to normal remuneration, other benefits and reimbursement of expenses some of our promoters and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company**

In addition to their regular remuneration and expense reimbursements, some of our directors (including our Promoters) and Key Management Personnel have vested interests in our Company through their shareholding and entitlement to dividends. Consequently, these directors will continue to exercise significant control over our Company, influencing board composition and decisions requiring simple or special majority voting. Other shareholders may be unable to affect the outcome of such voting. We cannot guarantee that our directors or Key Management Personnel will consistently exercise their shareholder rights in the best interests of our Company. This situation may potentially impact our business operations, financial results, and future prospects adversely.

**45. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.**

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “*Dividend Policy*” on page 164 of this Draft red herring prospectus.

**46. Certain key performance indicators for certain listed industry peers included in this Prospectus have been sourced from public sources and there is no assurance that such financial and other industry information is complete**

In compliance with the SEBI ICDR Regulations, we have included specific key performance indicators, comprising financial and operational data, for selected listed industry peers, detailed in the “*Basis for Issue*”



*Price*” section starting on page 88 of the Draft red herring prospectus. This information has been sourced from and relies upon the audited financial statements of relevant listed industry peers, accessible on Stock Exchanges' websites, including annual reports submitted to the respective exchanges. It should be noted that there is no guarantee of the completeness of this information concerning industry peers. Different methodologies and formulas may have been employed in calculating the various ratios.

**47. Any future issuance of Equity Shares may dilute your shareholdings, and sale of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares**

Any future equity issuance by our Company may result in the dilution of investors' ownership stakes in our Company. In addition, significant sales of Equity Shares in the public market following the completion of this Issue, including those by our major shareholders, or concerns regarding such sales, could negatively impact the market price of the Equity Shares and potentially restrict our ability to raise capital through future offerings of Equity Shares. The potential impact of market sales of Equity Shares held by our major shareholders or the availability of these shares for future sale on the market price of our Equity Shares cannot be accurately predicted at this time.

**48. Third party industry and statistical data in this Draft Red Herring Prospectus may be incomplete, incorrect or unreliable**

Neither Book Running Lead Manager nor we have independently verified the data obtained from the official and industry publications and other sources referred in this Draft Red Herring Prospectus and therefore, while we believe them to be true, there can be no assurance that they are complete or reliable. Such data may also be produced on different bases from those used in the industry publications we have referenced. The discussion of matters relating to India, its economy and our industry in this Draft Red Herring Prospectus are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data or report and do not take responsibility for any errors or omissions or for the results obtained from using their data or report. Accordingly, investors should not place undue reliance on, or base their investment decision on this information, please refer to section titled “*Industry Overview*” beginning on page 99 of this Draft red herring prospectus.

**External Risks**

**49. A slowdown in economic growth in India may adversely affect our business, financial condition, cash flows, results of operations and prospects.**

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by centre or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general.

Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse affect on the price of our raw materials and demand for our products and, as a result, on our business and financial results. 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 U.S. and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and financial results.

**50. Changing laws, rules and regulations and legal uncertainties in India, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.**

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter “*Government and Other Approvals*” on page 236 for details of the laws currently applicable to us.

There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous requirements and conditions on our operations. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse affect on all our business, financial condition and results of operations.

**51. Natural disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business**

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19, man-made disasters, including acts of war, terrorist attacks, environmental issues and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition, cash flows and results of operations.

Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares.

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 operation as well as the price of the equity shares.

**52. Financial instability in other countries may cause increased volatility in Indian financial markets.**

The Indian market and the Indian economy are influenced by economic and market conditions in other countries including conditions in the United States, Europe and certain emerging economies in Asia. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Financial turmoil in Asia, United States, United Kingdom, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Although economic conditions vary

across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy.

These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

**53. Investors outside India subscribing to this Issue may not be able to enforce any judgment of a foreign court against us, except by way of a suit in India.**

Our Company is a limited liability company incorporated under the laws of India. Our Company's assets are located in India. As a result, it may be difficult for investors to effect service of process upon us or such persons in India or to enforce judgments obtained against our Company or such parties outside India. India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions, including the United Kingdom, Singapore, UAE, and Hong Kong. A judgment from certain specified courts located in a jurisdiction with reciprocity must meet certain requirements of the Code of Civil Procedure, 1908, as amended ("Civil Procedure Code"). The United States has not been notified as a reciprocating territory.

In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable. Such amount may also be subject to income tax in accordance with applicable law. Consequently, it may not be possible to enforce in an Indian court any judgment obtained in a foreign court, or effect service of process outside of India, against Indian companies, entities, their directors and executive officers and any other parties resident in India. Additionally, there is no assurance that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner.

**54. If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate thereby reducing our margins.**

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs.

Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or entirely offset any increases in costs with increases in prices for our products. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the Government 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.

**55. If certain labour laws become applicable to us, our profitability may be adversely affected**

India has stringent labour legislations that protect the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Any change or modification in the existing labour laws may affect our flexibility in formulating labour related policies.

**56. Under Indian legal regime, foreign investors are subject to investment restrictions that limit our Company's ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares. Accordingly, our ability to raise foreign capital may be constrained**

As a company incorporated in India, we are subject to exchange controls that govern the borrowings in foreign currencies. Further, under applicable foreign exchange regulations in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified under applicable laws. If share transfer is not in compliance with such requirements and does not fall under any of the permissible exceptions, then prior approval of the relevant regulatory authority is required. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness.

**57. Downgrading of India's sovereign debt rating by an international rating agency could have an adverse impact on our business and results of operations**

Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

**58. The Issue price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the Issue price and you may not be able to sell your Equity Shares at or above the Issue Price**

The Issue price of the equity shares have been based on many factors and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled "*Basis for Issue Price*" beginning on page 88 of the Draft red herring prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price.

**59. We may require further equity issuance, which will lead to dilution of equity and may affect the market price of our Equity Shares or additional funds through incurring debt to satisfy our capital needs, which we may not be able to procure and any future equity offerings by us**

Our growth is dependent on having a strong balance sheet to support our activities. In addition to the IPO Proceeds and our internally generated cash flow, we may need other sources of financing to meet our capital needs which may include entering into new debt facilities with lending institutions or raising additional equity in the capital markets. We may need to raise additional capital from time to time, dependent on business conditions. The factors that would require us to raise additional capital could be business growth beyond what the current balance sheet can sustain; additional capital requirements imposed due to changes in regulatory regime or significant depletion in our existing capital base due to unusual operating losses. Any fresh issue of shares or convertible securities would dilute existing holders, and such issuance may not be done at terms and conditions, which are favourable to the then existing shareholders of our Company. If our Company decides to

raise additional funds through the incurrence of debt, our interest obligations will increase, and we may be subject to additional covenants, which could further limit our ability to access cash flows from our operations. Such financings could cause our debt-to-equity ratio to increase or require us to create charges or liens on our assets in favour of lenders. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be affected if we are unable to implement our expansion strategy.

Any future issuance of Equity Shares by our Company may dilute shareholding of investors in our Company; and hence affect the trading price of our Company's Equity Shares and its ability to raise capital through an Issue of its securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Company's Equity Shares. Additionally, the disposal, pledge or encumbrance of Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of the Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

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

Global economic and political factors that are beyond our control, influence forecasts 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.

**61. Our performance is linked to the stability of policies and the political situation in India**

The Government of India has traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares. Any political instability could delay the reform of the Indian economy and could have a material adverse affect on the market for our Equity Shares. There can be no assurance to the investors that these liberalization policies will continue under the newly elected government. Protests against privatization could slow down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the industrial equipment manufacturing sectors, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.

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## SECTION IV – INTRODUCTION

### THE ISSUE

The following table sets forth details of the Issue:

Particulars	Details of Number of Shares
Fresh Issue of Equity Shares by our Company	34,28,400 Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹[●] (including a share premium of ₹[●]/) per Equity Share aggregating to ₹[●] Lakh.
<b>Out of which</b>	
<b>Reserved for Market Makers</b>	1,71,600 Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹[●] (including a share premium of ₹[●]/) per Equity Share aggregating to ₹[●] Lakh.
<b>Net Issue to the Public</b>	32,56,800 Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹[●] (including a share premium of ₹[●]) per Equity Share aggregating to ₹[●] Lakh.
<b>Which includes</b>	
<b>A. QIB portion *</b>	Not more than 16,27,200 Equity Shares
Out of which	
(a) Anchor Investor Portion	Upto [●] Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹[●] (including a share premium of ₹[●]) per Equity Share aggregating to ₹[●] Lakhs
(b) Net QIB Portion (assuming anchor Investor Portion is fully subscribed)	Upto [●] Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹[●] (including a share premium of ₹[●]) per Equity Share aggregating to ₹[●] Lakhs
<b>Of which:</b>	
(i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto [●] Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹[●] (including a share premium of ₹[●]) per Equity Share aggregating to ₹[●] Lakhs
(ii) Balance of QIB Portion for all QIBs including Mutual Funds	Upto [●] Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹[●] (including a share premium of ₹[●]) per Equity Share aggregating to ₹[●] Lakhs
<b>B. Non – institutional portion *</b>	Not Less than 4,89,600 Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹[●] (including a share premium of ₹[●]) per Equity Share aggregating to ₹[●] Lakhs
<b>C. Retail portion *</b>	Not Less than 11,40,000 Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹[●] (including a share premium of ₹[●]) per Equity Share aggregating to ₹[●] Lakhs
<b>Pre-and Post-Issue Equity Shares:</b>	
Equity Shares outstanding prior to the Issue	80,00,000 Equity Shares of ₹10 each
Equity Shares outstanding after the Issue	1,14,28,400 Equity Shares of ₹10 each
Use of Proceeds	See “Objects of the issue” on page 80 of this Draft Red Herring Prospectus for information about the use of Net Proceeds.

*\*As per the Regulation 253 of the SEBI (ICDR) Regulations, 2018, as amended, as present issue is a Book Building issue the allocation is the net offer to the public category shall be made as follows:*

- a) Not less than thirty five percent to retail individual investors;*
- b) Not less than fifteen percent to non-institutional investors*
- c) Not more than fifty percent to qualified institutional buyers, five percent of which shall be allocated to mutual funds.*

*Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.*

*Provided further that in addition to five percent allocation available in terms of clause (C), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.*

*The issue is being made by our company in terms of Regulation 229 (2) of SEBI (ICDR) Regulation, 2018 read with Rule 19(2)(b)(i) of SCRR as amended wherein not less than 25% of the post issued paid-up equity share capital of our company are being offered to the public for subscription.*

*Our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portions shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Issue Procedure" on page 265.*

*Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, as applicable, at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, subject to applicable law.*

#### **Notes**

*The Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on August 10, 2024, and by our Shareholders pursuant to a resolution passed at the EGM held on August 13, 2024. This Issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to section titled "Issue Structure" beginning on page no. 259 of this Draft red herring prospectus.*

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## SUMMARY OF FINANCIAL INFORMATION

### RESTATED STATEMENT OF ASSETS AND LIABILITIES

Annexure – I

(Amt. in lakhs)

Particulars	Note No.	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
		As At March 31, 2024	As At March 31, 2023	As At August 31, 2022	As At March 31, 2022
<b>I. Equity and Liabilities</b>					
<b>(1) Shareholders' Funds</b>					
(a) Share Capital	5	200.00	200.00	0.00	0.00
(b) Reserve & Surplus	6	742.70	154.06	525.73	880.08
<b>(2) Share application money pending allotment</b>		0.00	0.00	0.00	0.00
<b>(3) Non-current Liabilities</b>					
(a) Long term borrowings	7	601.22	642.66	573.88	678.87
(b) Deferred tax liabilities (Net)		0.00	0.00	0.00	0.00
(c) Other long term liabilities		0.00	0.00	0.00	0.00
(d) Long term provisions	8	10.58	9.29	4.14	4.12
<b>(4) Current Liabilities</b>					
(a) Short term borrowings	9	1,121.15	1,238.05	1,184.94	1,069.29
(b) Trade payables	10				
(A) Total outstanding dues of micro and small enterprises		24.26	0.00	0.00	0.00
(B) Total outstanding dues of creditors other than micro and small enterprise		1246.20	549.26	1,498.29	1,418.59
(c) Other current liabilities	11	63.15	76.60	58.37	36.46
(d) Short term provisions	12	202.89	57.97	35.08	83.04
<b>Total</b>		<b>4,212.16</b>	<b>2,927.87</b>	<b>3,880.43</b>	<b>4,170.46</b>
<b>II. Assets</b>					
<b>(1) Non-current Assets</b>					
(a) Property, Plant and Equipment and Intangible assets					
(i) Property, Plant and Equipment	13	330.29	248.86	177.31	93.29
(ii) Intangible assets		0.00	0.00	0.00	0.00
(iii) Capital WIP		0.00	0.00	0.00	25.05
(iv) Intangible assets under development		0.00	0.00	0.00	0.00
(b) Non-current investments	14	0.00	0.00	0.00	0.00
(c) Deferred tax assets (net)	15	3.38	6.13	1.04	1.04
(d) Long term loans and advances	16	32.21	8.22	35.23	32.20
(e) Other non-current assets	17	2.48	3.31	0.00	0.00
<b>(2) Current Assets</b>					
(a) Inventories	18	0.00	0.00	0.00	52.40
(b) Trade receivables	19	2,646.78	1,991.40	2,758.27	2,729.42
(c) Cash and cash equivalents	20	161.30	239.72	371.45	51.91
(d) Short-term loans and advances	21	763.73	356.76	348.50	1,025.23
(e) Other current assets	22	272.00	73.47	188.63	159.92
<b>Total</b>		<b>4,212.16</b>	<b>2,927.87</b>	<b>3,880.43</b>	<b>4,170.46</b>





**RESTATED STATEMENT OF CASH FLOW STATEMENT**

**Annexure – III**  
*(Amt in lakhs)*

Particulars	Blue Water Logistics Limited		Blue Water Logistics - Firm	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
<b>(A) Cash Flow from Operating Activities</b>				
<b>Restated Net Profit Before Tax and Extraordinary items</b>	<b>793.95</b>	<b>205.87</b>	<b>139.39</b>	<b>325.76</b>
<u>Adjustments For:</u>				
Gratuity Provision	0.00	0.00	0.00	0.00
(Interest Received)	-1.14	-8.27	-1.85	-2.40
Income-tax/Prior Year Adjustment	0.00	0.00	0.00	0.00
(Profit on sale of fixed assets)	0.00	0.00	0.00	0.00
Interest and Finance Charges Paid	167.42	134.52	85.96	114.70
Depreciation	95.55	51.27	13.88	19.00
<b>Operating profit before working capital changes</b>	<b>1,055.78</b>	<b>383.39</b>	<b>237.39</b>	<b>457.06</b>
<u>Changes in Working Capital</u>				
(Increase)/Decrease in Trade Receivables	-655.38	-1,991.40	-28.84	-1,164.50
(Increase)/Decrease in Inventories	0.00	0.00	52.40	30.90
(Increase)/Decrease in Short Term Loans and Advances	-406.96	-356.76	676.73	-690.47
(Increase)/Decrease in Long Term Loans and Advances	-23.99	-8.22	-3.03	33.90
(Increase)/Decrease in Other Current Assets	-198.53	-73.47	-28.71	-159.40
(Increase)/Decrease in Other Non-current Assets	3.58	-9.44	0.00	-1.04
Increase/(Decrease) in Long Term Provisions	1.29	9.29	0.01	4.12
Increase/(Decrease) in Trade Payables	721.21	549.26	79.70	613.33
Increase/(Decrease) in other Current liabilities	-13.45	76.60	21.91	2.71
Increase/(Decrease) in Short Term Provisions	144.93	57.97	-47.96	83.04
<b>Cash Generated from / (used in) operating activities</b>	<b>628.48</b>	<b>-1,362.79</b>	<b>959.60</b>	<b>-790.34</b>
<b>Less: Income Tax paid</b>	<b>205.31</b>	<b>51.81</b>	<b>35.08</b>	<b>81.99</b>
<b>Cash Flow before extraordinary items</b>	<b>423.16</b>	<b>-1,414.60</b>	<b>924.51</b>	<b>-872.33</b>
<b>Extraordinary items</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Net cash generated from / (used in) Operating Activities (A)</b>	<b>423.16</b>	<b>-1,414.60</b>	<b>924.51</b>	<b>-872.33</b>
<b>(B) Cash Flow from Investing Activities</b>				
(Increase)/Decrease in Non-Current Investment	0.00	0.00	0.00	0.00
Interest Received	1.14	8.27	1.85	2.40
(Purchase)/Sale of Tangible Fixed Assets	-176.97	-300.13	-72.85	-28.60
Sale of Tangible Fixed Assets	0.00	0.00	0.00	0.00
<b>Net cash generated from / (used in) Investing Activities (B)</b>	<b>-175.83</b>	<b>-291.86</b>	<b>-71.00</b>	<b>-26.20</b>
<b>(C) Cash Flow from financing Activities</b>				
Proceeds from issue of Share Capital	0.00	200.00	0.00	0.00
Capital introduced	0.00	0.00	-458.66	-2.63
Increase/(Decrease) in Short Term Borrowings	-116.89	1,238.05	115.65	534.54
Increase/(Decrease) in Long Term Borrowings	-41.43	642.66	-104.99	517.31
Interest and Finance Charges Paid	-167.42	-134.52	-85.96	-114.70
Dividend & tax thereon	0.00	0.00	0.00	0.00
Increase/(Decrease) in Share Application Money	0.00	0.00	0.00	0.00
<b>Net cash generated from / (used in) Financing Activities (C)</b>	<b>-325.74</b>	<b>1,946.18</b>	<b>-533.97</b>	<b>934.53</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>-78.41</b>	<b>239.72</b>	<b>319.55</b>	<b>36.00</b>
<b>Cash and cash equivalents at the beginning</b>	<b>239.72</b>	<b>0.00</b>	<b>51.91</b>	<b>15.91</b>
<b>Cash and cash equivalents at the end</b>	<b>161.30</b>	<b>239.72</b>	<b>371.45</b>	<b>51.91</b>

## GENERAL INFORMATION

### Brief Summary

Originally Blue Water Logistics was formed as a partnership firm vide registration no. 632 in the year 2010. Later it converted into a private limited company in the name and style of “Blue Water Logistics Private Limited” through a certificate of incorporation dated August 22, 2022 bearing Corporate Identification Number U63030TG2022PTC165815. Subsequently, our Company was converted into public limited company pursuant to a shareholders’ resolution passed at an Extra Ordinary General Meeting held on May 30, 2024 and name of our Company was changed from Blue Water Logistics Private Limited to “Blue Water Logistics Limited” and a fresh Certificate of Incorporation dated July 25, 2024, was issued by Registrar of Companies, Central Registration Centre. As on date of this Draft red herring prospectus, the Corporate Identification Number of our Company is U63030TG2022PLC165815.

*For further details of incorporation please refer to section titled “Our History and Certain Other Corporate Matters” beginning on page 139 of this Draft red herring prospectus.*

### General Information of Company

<b>Name</b>	Blue Water Logistics Limited
<b>Registered Address</b>	H. No. 8-2-270/B/1/2, Block-3, 4th Floor Uptown Banjara, Road No.3, Banjara Hills, Hyderabad, Telangana, India, 500034 Tel.: +91 8341101774 Fax: N.A. E-mail: <a href="mailto:info@bwl.co.in">info@bwl.co.in</a> Website: <a href="http://www.bwl.co.in">www.bwl.co.in</a>
<b>CIN/ Registration No.</b>	U63030TG2022PLC165815
<b>Address of ROC</b>	Registrar of Companies, Hyderabad 2nd Floor, Corporate Bhawan, GSI Post, Tattiannaram Nagole, Bandlaguda, Hyderabad - 500 068 Tel. No.: 040-29805427/29803827/2980192 Email: <a href="mailto:roc.hyderabad@mca.gov.in">roc.hyderabad@mca.gov.in</a> Website: <a href="http://www.mca.gov.in">www.mca.gov.in</a>

### BOARD OF DIRECTORS OF OUR COMPANY

S. No.	Name	Designation	DIN	Address
1.	Laxmi Narayan Mishra	Chairman & Whole Time Director	05358706	29-1405/1 Plot No. 206, Deendayal Anagar Road No.4, Near Nagendra High School, Neredmet, Ramakrishnapuram, Hyderabad Telegana-500056
2.	Lalit Panda	Managing Director	05358709	Kompally, Ashoka Ala Maison, Villa No -136, Near St Martin Engineering College, Kompally, Hyderabad, Dollapally, Medchal - Malkajgiri, Telegana-500100
3.	Madhusmita Mohanty	Whole Time Director	06575521	Kompally, Ashoka Ala Maison, Villa No -136, Near St Martin Engineering College, Kompally, Hyderabad, Dollapally, Medchal -Malkajgiri, Telegana-500100
4.	Supriya Mishra	Director	06681803	29-1405/1 Plot No. 206, Deendayal Anagar Road No.4, Near Nagendra High School, Neredmet, Ramakrishnapuram, Hyderabad Telegana-500056

5.	Ketan G Desai	Independent Director	10683556	A 1203, Wetern Glory, Nr. Satyamev vista, Nr. Gota Gam S G Highway, Gota Ahmedabad, Gujarat-382481
6.	Falguni Khodabhai Prajapati	Independent Director	10735011	26, Ashirvad Society, Radhanpur Road, Near Omkareshwar Mahadev, Mahesena Gujarat 384002
7.	Sugoto Ghosh	Independent Director	03227177	F-703, Acme Amay CHS, Vishweshwar Nagar Road Near Udipi Restaurant, Goregaon East Mumbai Maharashtra 400063

For further details in relation to our directors, please refer to chapter titled "Our Management" on page 142 of this Draft red herring prospectus.

Company Secretary and Compliance Officer	Chief Financial Officer
<b>Priya Bharat Dholu</b>	<b>Mohammed Jaffar</b>
<b>Address:</b> H. No. 8-2-270/B/1/2, Block-3, 4th Floor Uptown Banjara, Road No.3, Banjara Hills, Hyderabad - 500034	<b>Address:</b> H. No. 12-15-891, Manikeshwari Nagar, Hyderabad - 500007
<b>Telephone No.:</b> 8341101774	<b>Telephone No.:</b> 9000624920
<b>Email:</b> <a href="mailto:compliance@bwl.co.in">compliance@bwl.co.in</a>	<b>Email:</b> <a href="mailto:accounts@bwl.co.in">accounts@bwl.co.in</a>

### Investor Grievances:

Investors can contact the Company Secretary and Compliance Officer, the BRLM and/or the Registrar to the Issue being Maashitla Securities Private Limited in case of any pre-Issue or post-Offer related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.

All grievances relating to the Issue other than the Anchor Investors may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Bidders should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs (if applicable), address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Bidder.

All grievances relating to the Anchor Investors may be addressed to the BRLM, giving full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidders DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form.


For all Issue related queries and for redressal of complaints, Applicants may also write to the BRLM. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the BRLM, who shall respond to the same.

### Details of Key Intermediaries pertaining to this Issue and Our Company:


Book Running Lead Manager to the Issue	Registrar to the Issue
 <b>MARK CORPORATE ADVISORS PRIVATE LIMITED</b>	 <b>MAASHITLA SECURITIES PRIVATE LIMITED</b>

**Address:** 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off W. E. Highway, Vile Parle (East), Mumbai-400 057, Maharashtra, India  
**Tel No.:** +91 22 2612 3208  
**Contact Person:** Niraj Kothari  
**Email ID:** [smeipo@markcorporateadvisors.com](mailto:smeipo@markcorporateadvisors.com)  
**Investors Grievance Email ID:** [investorgrievance@markcorporateadvisors.com](mailto:investorgrievance@markcorporateadvisors.com)  
**Website:** [www.markcorporateadvisors.com](http://www.markcorporateadvisors.com)  
**SEBI Registration No.:** INM000012128  
**CIN:** U67190MH2008PTC181996

**Address:** 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, Delhi - 110034, India  
**Tel No.:** 011-45121795-96  
**Contact Person:** Mr. Mukul Agrawal  
**Email:** [ipo@maashitla.com](mailto:ipo@maashitla.com)  
**Investors Grievance Email ID:** [investor.ipo@maashitla.com](mailto:investor.ipo@maashitla.com)  
**Website:** [www.maashitla.com](http://www.maashitla.com)  
**SEBI Registration No.:** INR000004370  
**CIN:** U67100DL2010PTC208725

Legal Advisor	Peer Review Statutory Auditor
 <p><b>Abizchancellor Law LLP</b>  <b>Address:</b> 1, Birbal Road, Jangpura Ext. Delhi-110014  <b>Tel No.:</b> +91 8882017384  <b>Email Id:</b> <a href="mailto:adv.parvindra@gmail.com">adv.parvindra@gmail.com</a>  <b>Contact Person:</b> Advocate Parvindra Nautiyal  <b>Enrolment no.:</b> D/958/2020</p>	<p><b>M/s S S N Murthy &amp; Co., Chartered Accountants</b>  <b>Address:</b> Flat No 506, 5<sup>th</sup> Floor Swapnalok Complex SD Road Secunderabad Telangana - 500003  <b>Tel No.:</b> 8886376663  <b>Fax No.:</b> NA  <b>Contact Person:</b> Sattiraju Sathyanarayana  <b>Email:</b> <a href="mailto:cassnmurthy@gmail.com">cassnmurthy@gmail.com</a></p>

Banker to the Issue	Market Maker
<p>[•]</p> <p>[•]  <b>Address:</b> [•]  <b>Tel No.:</b> [•]  <b>Fax No.:</b> [•]  <b>Contact Person:</b> [•]  <b>Email:</b> [•]</p>	<p>[•]</p> <p>[•]  <b>Address:</b> [•]  <b>Tel No.:</b> [•]  <b>Fax No.:</b> [•]  <b>Contact Person:</b> [•]  <b>Email:</b> [•]</p>

Banker of the Company
 <p><b>Union Bank of India</b>  <b>Address:</b> No.- 6-3-455 6-6-347/9/4 Dwarakapuri Colony Sai Baba Temple Road Somajiguda, Punjagutta, Hyderabad, Telangana 500082  <b>Tel No.:</b> +91 7396429796  <b>Contact Person:</b> Mr. S Venkata Naresh  <b>Email:</b> <a href="mailto:673327@unionbankofindia.bank">673327@unionbankofindia.bank</a>  <b>Website:</b> <a href="http://www.unionbankofindia.co.in">www.unionbankofindia.co.in</a></p>

### Self-Certified Syndicate Banks

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

using the UPI Mechanism, a list of which is available on the website of SEBI at <https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> or such other website as updated from time to time.

### **Eligible SCSBs and mobile applications enabled for UPI Mechanism**

In accordance with SEBI RTA Master Circular, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, read with other applicable UPI Circulars, UPI Bidders Bidding through UPI Mechanism may apply through the SCSBs and mobile applications, using UPI handles, whose name appears on the SEBI website. A list of SCSBs and mobile applications, which, are live for applying in public issues using UPI Mechanism is provided in the list available on the website of SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

### **Syndicate SCSB Branches**

In relation to Bids (other than Bids by Anchor Investors and RIBs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI ([www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35)) and updated from time to time or any such other website as may be prescribed by SEBI from time to time.

### **Registered Brokers**

Bidders can submit Bid cum Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time. For details on Registered Brokers, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=30>.

### **Registrar to Issue and Share Transfer Agents**

The list of the RTAs eligible to accept Bid cum Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10>, as updated from time to time.

### **Collecting Depository Participants**

The list of the Collecting Depository Participants (CDPs) eligible to accept Bid-cum-Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> for NSDL CDPs and at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18> for CDSL CDPs, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

### **Inter-Se Allocation of Responsibilities**

Since Mark Corporate Advisors Private Limited is the sole Book Running Lead Manager (BRLM) to the Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them.

### **Credit Rating**

This being an issue of Equity Shares, credit rating is not required.

### **IPO Grading**

Since the Issue is being made in terms of Chapter IX of SEBI ICDR Regulations, there is no requirement of appointing an IPO grading agency.

### **Debenture Trustee**

Since this is not a debenture issue, appointment of debenture trustee is not required.

### **Appraisal and Monitoring Agency**

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Issue size is up to ₹10,000 Lakh. Since the Issue size is below ₹10,000 Lakh, our Company has not appointed any monitoring agency for this Issue. However, as per section 177 of the Companies Act, 2013 the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

### **Filing of Issue Documents with the Designated Stock Exchange/SEBI/ROC**

The Draft Red Herring Prospectus was not filed with SEBI, nor SEBI issued any observation on the Issue Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Draft Red Herring Prospectus along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 will be filed with the ROC at its office through the electronic portal at <http://www.mca.gov.in> and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed with the Registrar of Companies, Hyderabad, 2nd Floor, Corporate Bhawan, GSI Post, Tattiannaram Nagole, Bandlaguda, Hyderabad - 500 068 at its office and through the electronic portal at <http://www.mca.gov.in>.

### **Expert Opinion**

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

Our Company has received written consent dated August 30, 2024 from Peer Review Auditor namely, M/s S. S. N Murthy & CO., Chartered Accountants (FRN: 002188S), and written consent from Advocate Parvindra Nautiyal (Partner of Abizchancellor Law LLP) dated August 29, 2024 (Enrolment no.: D/958/2020) to include their name as an expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act 2013.



The report of the peer review auditor dated September 16, 2024 on Statement of Tax Benefits and report dated September 16, 2024 on Restated Financial Year ended March 31, 2024 and March 31, 2023 for Blue Water Logistics Limited and for the period ended August 31, 2022 and for the Financial Year ended March 31, 2022 for M/s Blue Water Logistics as included in this Draft red herring prospectus.

### **Book Building Process**

The Book Building, in the context of the Issue, refers to the process of collection of Bids on the basis of the Draft red herring prospectus/ Draft Red Herring Prospectus within the Price Band, which will be decided by our Company, in consultation with the BRLM, and will be advertised in all editions of [●] (a widely circulated English National Daily Newspaper) and all editions of [●] (a widely circulated Hindi National Daily Newspaper, and All Editions of the Telugu Daily Newspaper, [●], (Telugu being the regional language of Telangana where our registered office is situated), at least two working days prior to the Bid/ Issue Opening Date. The Issue Price shall be finalized after the Bid/ Issue Closing Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company in consultation with the Book Running Lead Managers, after the Bid/ Issue Closing Date. For further details, see “Issue Procedure” on page 265.

All Bidders (other than Anchor Investors) shall participate in the Issue mandatorily through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the ASBA Bidders shall participate through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or in case of UPI bidders through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of the number of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bid(s) during the Bid/Issue Period and withdraw their Bid(s) until the Bid/Issue Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/Offer Period. RIBs can revise their Bids during the Bid/ Issue Period and withdraw their Bids until Bid/Issue Closing Date Except for allocation to RIBs, Non-Institutional Bidders and the Anchor Investors, allocation in the Offer will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis and allocation to the Non-Institutional Investors will be in a manner as prescribed under the SEBI ICDR Regulations.

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

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Issue. In this regard, our Company has appointed the BRLM to manage this Issue and procure Bids for this Issue. The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

The process of Book Building is in accordance with the guidelines, rules and regulations prescribed by SEBI under the SEBI ICDR Regulations and the Bidding Processes are subject to change from time to time. Investors are advised to make their own judgment about investment through this process prior to submitting a Bid in this Issue. Bidders should note that this Issue is also subject to obtaining (i) final approval of the ROC after the Prospectus is filed with the ROC; and (ii) final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment.

For further details, please refer to the chapters titled “*Issue Structure*” and “*Issue Procedure*” beginning on pages 259 and 265 respectively of this Draft red herring prospectus.

### Underwriting Agreement

Our Company and BRLM to the issue hereby confirm that the Issue is 100% Underwritten.

Pursuant to the terms of the Underwriting Agreement dated [●] entered into by Company and Underwriter, the obligations of the Underwriters are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Name, Address, Telephone, Fax, and Email of the Underwriter	Number of Shares to Be Underwritten	Amount Underwritten (₹ in Lakh)	% of the Total Issue Size Underwritten
[●] Address: [●] Telephone: [●] Email: [●] Website: [●] Contact Person: Mr. [●] SEBI Registration No. [●]	[●]	[●]	[●]

In the opinion of our Board of Directors of the Company, the resources of the abovementioned Underwriter is sufficient to enable them to discharge the underwriting obligations in full.

### Change in Auditors during the last three (3) years

There has been no change in our Company’s auditors since incorporation.

### Details of the Market Making Arrangement for this Issue

Our Company and the BRLM have entered into a tripartite agreement dated [●] with following Market Maker for this Issue, duly registered with NSE to fulfill the obligations of Market Making:

Name	[●]
Address	[●]
Telephone No.	[●]
Website	[●]
Contact	[●]
SEBI Registration Number	[●]
Market Maker Registration Number	[●]

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time. Following is a summary of the key details pertaining to the Market Making arrangement:

**Following is a summary of the key details pertaining to the Market making arrangement:**

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of NSE and SEBI from time to time.
3. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to Issue their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the Emerge platform of NSE (in this case currently the minimum trading lot size is [●] equity shares; however, the same may be changed by the NSE from time to time).
5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
6. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
7. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.
8. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
9. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
10. On the first day of the listing, there will be pre-opening session (call auction) and thereafter the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
11. The Marker maker may also be present in the opening call auction, but there is no obligation on him to do so.
12. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
13. **Risk containment measures and monitoring for Market Makers:** Emerge Platform of NSE will have

all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value- At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.

14. **Punitive Action in case of default by Market Maker:** Emerge Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Makers, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties/ fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker(s) in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
15. The Market Maker(s) shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s). In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the BRLM to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further, our Company and the BRLM reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Makers from time to time.

Price Band and Spreads: Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27,2012, limits on the upper side for Markets Makers during market making process has been made applicable, based on the issue size and as follows:

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buyquote (including mandatory initial inventory of 5% of the Issue Size)
Up to ₹20 Crore	25%	24%
₹20 Crore to ₹50 Crore	20%	19%
₹50 Crore to ₹80 Crore	15%	14%
Above ₹80 Crore	12%	11%

The Marketing Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and/or norms issued by SEBI/NSE from time to time.

***The trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.***

## CAPITAL STRUCTURE

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

(₹ in lakhs, except share data)

S. No.	Particulars	Aggregate Nominal value	Aggregate value at Issue price <sup>^</sup>
<b>A.</b>	<b>Authorized Share Capital</b> 1,25,00,000 Equity Shares having face value of ₹10 each	1,250.00	-
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Share Capital prior to the Issue</b> 80,00,000 Equity Shares of ₹10 each	800.00	-
<b>C.</b>	<b>Present Issue in terms of this Draft red herring prospectus*</b> Issue of 34,28,400 Equity Shares of face value of ₹10 each at a premium of ₹[●] per share	342.84	[●]
	<i>Of which**</i>		
<b>(I)</b>	<b>Reservation for Market Maker Portion</b> 1,71,600 Equity Shares of ₹10 each at a price of ₹[●] per Equity Share reserved as Market Maker Portion.	17.16	[●]
<b>(II)</b>	<b>Net Issue to the Public</b> 32,56,800 Equity Shares of ₹10 each at a price of ₹[●] per Equity Share to Public	325.68	[●]
	<i>Which includes</i>		
<b>1.</b>	<b>QIB Portion</b> Not more than 16,27,200 Equity Shares of ₹10 each at a price of ₹[●] to QIB including anchor investors.		
	(a) Anchor Investor Portion Upto [●] Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹[●] (including a share premium of ₹[●]) per Equity Share aggregating to ₹[●] Lakhs		
	(b) Net QIB Portion (assuming anchor Investor Portion is fully subscribed) Upto [●] Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹[●] (including a share premium of ₹[●]) per Equity Share aggregating to ₹[●] Lakhs		
	<i>Of which:</i>		
	(i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion) Upto [●] Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹[●] (including a share premium of ₹[●]) per Equity Share aggregating to ₹[●] Lakhs		
	(ii) Balance of QIB Portion for all QIBs including Mutual Funds Upto [●] Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹[●] (including a share premium of ₹[●]) per Equity Share aggregating to ₹[●] Lakhs		
<b>2</b>	<b>. Non – institutional portion*</b> - Not Less than 4,89,600 Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹[●] (including a share premium of ₹[●]) per Equity Share aggregating to ₹[●] Lakhs		
<b>3.</b>	<b>Retail portion *</b> - Not Less than 11,40,000 Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹[●] (including a share premium of ₹[●]) per Equity Share aggregating to ₹[●] Lakhs	[●]	[●]
<b>D.</b>	<b>Issued, Subscribed and Paid-up Share Capital after the Issue</b> 1,14,28,400 Equity Shares of face value of ₹10 each	1142.84	
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue	0.00	
	After the Issue	[●]	

^To be updated upon finalisation of the Offer Price, and subject to the Basis of Allotment

\*The Present Issue of up to 34,28,400 Equity Shares in terms of this Draft Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated August 10, 2024, and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the members held on August 13, 2024.

\*\*The allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.

## Class of Shares

The company has only one class of shares i.e. Equity Shares of ₹10 each only and all Equity Shares are ranked pari-passu in all respect. All Equity Shares issued are fully paid-up as on date of the Draft red herring prospectus. Our Company does not have any outstanding convertible instruments as on the date of the Draft red herring prospectus.

## NOTES TO THE CAPITAL STRUCTURE

### 1. Changes in authorized Equity Share Capital of Our Company

Since the incorporation of our Company, the Authorised Equity share capital of our Company has been altered in the manner set forth below:

S. No.	Particulars	Date of Meeting	Cumulative No. of Shares	Face Value (₹)	Cumulative Authorized Share Capital (₹ in lakhs)	Whether AGM/ EGM
1.	On Incorporation*	-	20,00,000	10	200.00	N.A.
2.	Increase in Authorized Share Capital from ₹ 200 lakhs to ₹ 1,250 lakhs	May 06, 2024	1,25,00,000	10	1,250.00	EGM

\*The Date of incorporation of the company is August 22, 2022.

### 2. History of Paid-up Equity Share Capital of our Company

S. No.	Date of Allotment	No. of Equity Shares Allotted	Face Value (₹)	Issue Price (including Premium if applicable) (₹)	Nature of consideration	Nature of allotment	Cumulative No. of Equity Shares	Cumulative Paid-up Capital (₹)	Cumulative Securities Premium (₹)
1.	On Incorporation*	20,00,000	10	10	Other than Cash	Subscription to the MoA <sup>(1)</sup>	20,00,000	2,00,00,000	-
2.	July 26, 2024	60,00,000	10	N.A.	Other than Cash	Bonus Issue <sup>(2)</sup>	80,00,000	8,00,00,000	-

All the above-mentioned shares are fully paid up since the date of allotment.

\*The company has been converted from partnership firm to company with effect from August 22, 2022, wherein the partners' capital account of ₹50,000 each cumulative ₹1,00,000 has been treated as unsecured loan.

#### Note:

- Initial Subscribers to Memorandum of Association subscribed 20,00,000 Equity Shares, the details of which are given here:

S. No.	Name of Subscribers	No. of Shares Subscribed	Face Value per share (in ₹)
1.	Madhusmita Mohanty	10,00,000	10
2.	Supriya Mishra	10,00,000	10
<b>Total</b>		<b>20,00,000</b>	<b>-</b>

2. Bonus Issue of 60,00,000 Equity Shares each in the ratio of Three (3) Bonus Equity Share for every one (1) Equity Shares held by shareholders, details of which is mentioned hereinbelow:

S. No.	Name of Subscribers	No. of Shares Subscribed	Face Value per share (in ₹)
1.	Madhusmita Mohanty	29,99,685	10
2.	Supriya Mishra	29,99,685	10
3.	Lalit Panda	300	10
4.	Laxmi Narayan Mishra	270	10
5.	Bhumika Mishra	30	10
6.	Ashok Kumar Shee	15	10
7.	Shailendra Malviya	15	10
<b>Total</b>		<b>60,00,000</b>	<b>-</b>

3. No Equity Shares have been allotted pursuant to any scheme approved under sections 230-234 of the Companies Act, 2013.
4. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.
5. Issue of Equity Shares for consideration other than cash:

Except as set out below we have not issued Equity Shares for consideration other than cash:

Name of Allottees	Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Benefit Accrued to our Company
Madhusmita Mohanty	August 22, 2022	10,00,000	10	10	Subscription of MoA	Subscription of MoA on account of conversion of partnership into company
Supriya Mishra		10,00,000	10	10		
Madhusmita Mohanty	July 26, 2024	29,99,685	10	Nil	Issue of bonus shares in the ratio of 3 (three) for every 1 (one) equity shares held	Issue of Bonus Shares by Capitalization on reserve and surplus
Supriya Mishra		29,99,685	10	Nil		
Lalit Panda		300	10	Nil		
Laxmi Narayan Mishra		270	10	Nil		
Bhumika Mishra		30	10	Nil		
Ashok Kumar Shee		15	10	Nil		
Shailendra Malviya		15	10	Nil		



6. Except of bonus shares made on July 26, 2024, our Company has not issued Equity shares at price below the Issue price within last one year from the date of the Draft red herring prospectus.
7. We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

*This space has been left blank intentionally*

## 8. Shareholding Patterns

**Table I - Summary Statement showing holding of specified securities as per Regulation 31 of the SEBI (LODR) Regulations, 2015, as on the date of this Draft red herring prospectus**

Category	Category of shareholder	No. Of shareholder	No. of fully paid up equity Shares Held	No. of Parity paid-up Equity share held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (unrealized as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form	
								No. of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total shares held (B)	No. (a)		As a % of total shares held (B)
								Class X	Class Y	Total								
I	II	III	IV	V	VI	VII= IV+V+VI	VIII	IX			X	XI=VII +X	XII		XIII		XIV	
(A)	Promoters and Promoter Group	5	79,99,960	-	-	79,99,960	100.00%	79,99,960	-	79,99,960	100.00%	-	100.00%	-	-	-	-	79,99,960
(B)	Public	2	40	-	-	40	Negligible	40	-	40	Negligible	-	Negligible	-	-	-	Negligible	40
(C)	Non-Promoter -Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	-
(C1)	Shares underlying DRs	-	-	-	-	-	NA	-	-	-	-	-	-	-	-	-	NA	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	-
<b>Total</b>		<b>7</b>	<b>80,00,000</b>	<b>-</b>	<b>-</b>	<b>80,00,000</b>	<b>100.00%</b>	<b>80,00,000</b>	<b>-</b>	<b>80,00,000</b>	<b>100.00%</b>	<b>-</b>	<b>100.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>80,00,000</b>

**Table II - Statement showing holding of specified securities by the Promoter and Promoter Group**

Category	Category & Name of shareholders	Particulars	No. of shares held	No. of fully paid-up Shares Held	No. of Partly paid-up Equity share held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (unrealized as per SCR R, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized firm	
									No. of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total shares held (B)	No. (a)		As a % of total shares held (B)
									Class X	Class Y	Total								
	I	III	IV	V	VI	VII	VIII= V+VI+VII	IX	X			XI	XII=VIII+XI	XIII		XIV		XV	
(1)	<b>Indian</b>																		
(a)	Individual/ HUF																		
1	Madhusmita Mohanty	P	1	39,99,580	-	-	39,99,580	49.99%	39,99,580	-	39,99,580	49.99%	-	49.99%	-	-	-	-	39,99,580
2	Supriya Mishra	P	1	39,99,580	-	-	39,99,580	49.99%	39,99,580	-	39,99,580	49.99%	-	49.99%	-	-	-	-	39,99,580
3	Lalit Panda	P	1	400	-	-	400	0.01%	400	-	400	0.01%	-	0.01%	-	-	-	-	400
4	Laxmi Narayan Mishra	P	1	360	-	-	360	0.01%	360	-	360	0.01%	-	0.01%	-	-	-	-	360
5	Bhumika Mishra	PG	1	40	-	-	40	0.00%	40	-	40	0.00%	-	0.00%	-	-	-	-	40
(b)	Cen. Govt./ State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any other (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (A) (1)</b>		<b>5</b>	<b>79,99,960</b>	<b>-</b>	<b>-</b>	<b>79,99,960</b>	<b>100.00%</b>	<b>79,99,960</b>	<b>-</b>	<b>79,99,960</b>	<b>100.00%</b>	<b>-</b>	<b>100.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>79,99,960</b>
(2)	<b>Foreign</b>																		
(a)	Individual (NRI/ Foreign Individual)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub - Total (A) (2)</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1) + (A)(2)</b>		<b>5</b>	<b>79,99,960</b>	<b>-</b>	<b>-</b>	<b>79,99,960</b>	<b>100.00%</b>	<b>79,99,960</b>	<b>-</b>	<b>79,99,960</b>	<b>100.00%</b>	<b>-</b>	<b>100.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>79,99,960</b>

**Table III - Statement showing holding of specified securities by the Public shareholders**

Category	Category & Name of Shareholders	PAN	No. of Shares held	No. of fully paid-up Shares Held	No. of Partly paid-up Equity share held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (unrealized as per SCR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized firm	
									No. of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total shares held (B)	No. (a)		As a % of total shares held (B)
									Class X	Class Y	Total								
	I	II	III	IV	V	VI	VII= IV+V+VI	VIII	IX			X	XI	XII		XIII		XIV	
<b>1.</b>	<b>Institutions (Domestic)</b>																		
(a)	Mutual Fund	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Alternative Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Provident / Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Asset Reconstruction Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i)	NBFCs Registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(j)	Other Financial Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(k)	Any Other (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Sub Total B(1)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>2.</b>	<b>Institutions (Foreign)</b>																		
(a)	Foreign Direct Investment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Portfolio Investors Category I	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e)	Foreign Portfolio Investors Category II	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Oversees Depositories (holding DRs balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Any Other (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Sub Total B(2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>3.</b>	<b>Central Government/ State Government(s)</b>																		
(a)	Central Government/ President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

(b)	State Government/ Governor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Shareholding by Companies or Bodies Corporate where Central/State Government is Promoter	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Sub Total B(3)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>4.</b>	<b>Non – Institutions</b>																		
(a)	Associate Companies/ Subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Directors and their relatives (excluding independent directors and their nominee directors)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Key Managerial Personnel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Relative of Promoters (other than immediate relatives)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e)	Trust where any person belonging to promoter and promoter group is trustee, beneficiary or author of the trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Investor Education and Protection Fund	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g)	Resident Individuals holding nominal share capital up to ₹ 2 lakhs		2	40	-	-	40	Negligible	40	-	40	Negligible	-	Negligible	-	-	-	-	40
(h)	Resident Individuals holding nominal share capital in excess of ₹ 2 lakhs		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Non-Resident Indians	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(j)	Foreign Nationals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(k)	Foreign Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(l)	Bodies Corporate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	BRJ Resources Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(m)	Any other (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Sub Total B(4)</b>	-	<b>2</b>	<b>40</b>	-	-	<b>40</b>	<b>Negligible</b>	<b>40</b>	-	<b>40</b>	<b>Negligible</b>	-	<b>Negligible</b>	-	-	-	-	<b>40</b>
	<b>Total Public Shareholding (B) = B(1) + B(2)+ B(3)+ B(4)</b>	-	<b>2</b>	<b>40</b>	-	-	<b>40</b>	<b>Negligible</b>	<b>40</b>	-	<b>40</b>	<b>Negligible</b>	-	<b>Negligible</b>	-	-	-	-	<b>40</b>

**Table IV - Statement showing holding of specified securities by the Non-Promoter Non-Public shareholders**

Category	Category & Name of Shareholders	Pan	No. Of share holder	No. of fully paid-up equity Shares Held	No. of Partly paid-up Equity share held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (unrealized as per SCR R, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized firm	
									No. of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total shares held (B)	No. (a)		As a % of total shares held (B)
									Class X	Class Y	Total								
	I	II	III	IV	V	VI	VII= IV+V+VI	VIII	IX			X	XI	XII		XIII		XIV	
(1)	<b>Custodian/ DR Holder</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Sob-Total (C1)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2)	<b>Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Sob-Total (C2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Total Non Promoter - Non Public Shareholding (C) = (C1) + (C2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

**Table V- Statement showing details of significant beneficial owners**

S. No.	Details of the SBO (I)			Details of the registered owner (II)			Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*: (III)	Date of creation / acquisition of significant beneficial interest# (IV)
	Name	PAN/ Passport No. in case of a foreign national\$	Nationality	Name	PAN/ Passport No. in case of a foreign national\$	Nationality		
							Whether by virtue of:	
							(a) Shares	
							(b)	
							(c)	
							(d)	
							(e)	
	-	-	-	-	-	-	-	-

9. **Details of major shareholders Company holding 1% or more of the paid up Share Capital of the Company**

*(A) As on date of this Draft red herring prospectus:*

S. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Madhusmita Mohanty	3,999,580	49.99%
2.	Supriya Mishra	3,999,580	49.99%
	<b>Total</b>	<b>79,99,160</b>	<b>99.98%</b>

*(B) Ten days prior to the date of the Draft red herring prospectus*

S. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Madhusmita Mohanty	3,999,580	49.99%
2.	Supriya Mishra	3,999,580	49.99%
	<b>Total</b>	<b>79,99,160</b>	<b>99.98%</b>

*(C) One year prior to the date of the Draft red herring prospectus*

S. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Madhusmitha Mohanty	10,00,000	50.00%
2.	Supriya Mishra	10,00,000	50.00%
	<b>Total</b>	<b>20,00,000</b>	<b>100.00%</b>

*(D) Two years prior to the date of this Draft red herring prospectus*

S. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	Madhusmitha Mohanty	10,00,000	50.00%
2.	Supriya Mishra	10,00,000	50.00%
	<b>Total</b>	<b>20,00,000</b>	<b>100.00%</b>

10. Our Company has not made any Initial Public Offer of specified securities in the preceding two years.
11. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, Right issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue.

Further, our Company does not intend to alter its capital structure within six months from the date of opening of the Issue, by way of split/ consolidation of the denomination of Equity Shares. However, our Company may further issue Equity shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

12. **Capital Build-up in respect of Shareholding of our Promoter**

As on the date of this Draft red herring prospectus, our Promoters – Laxmi Narayan Mishra, Lalit Panda, Madhusmita Mohanty and Supriya Mishra hold 79,99,920 Equity Shares representing 100% (Approx.) of the pre-

issue paid up share capital of our Company. None of the Equity Shares held by our Promoters is subject to any pledge.

Date of Allotment and acquisition when made fully paid up/ Transfer	Nature (Allotment/ transfer)	No. of Equity Shares	Face Value per Equity Share (₹)	Issue/ Transfer price per Equity Share (₹)	Consideration (cash/ other than cash)	% of pre issue share capital	% of post issue share capital	No and % of pledged shares
<b>Madhusmita Mohanty</b>								
August 22, 2022	On Incorporation	10,00,000	10	10	Other than cash	12.50%	8.75%	N.A.
May 20, 2024	Transfer to Lalit Panda	(100)	10	115	Cash	Negligible	Negligible	-
May 20, 2024	Transfer to Ashok Kumar Shee	(5)	10	115	Cash	Negligible	Negligible	-
July 26, 2024	Bonus Issue	29,99,685	10	Nil	N.A.	37.49%	26.25%	N.A.
	<b>Total</b>	<b>39,99,580</b>				<b>49.99%</b>	<b>35.00%</b>	
<b>Supriya Mishra</b>								
August 22, 2022	On Incorporation	10,00,000	10	10	Other than cash	12.50%	8.75%	N.A.
May 20, 2024	Transfer to Laxmi Narayan Mishra	(90)	10	115	Cash	Negligible	Negligible	-
May 20, 2024	Transfer to Shailendra Malviya	(5)	10	115	Cash	Negligible	Negligible	-
May 20, 2024	Transfer to Bhumi Mishra	(10)	10	115	Cash	Negligible	Negligible	-
July 26, 2024	Bonus Issue	29,99,685	10	Nil	N.A.	37.49%	26.25%	N.A.
	<b>Total</b>	<b>39,99,580</b>				<b>49.99%</b>	<b>35.00%</b>	
<b>Lalit Panda</b>								
May 20, 2024	Transfer from Madhusmita Mohanty	100	10	115	Cash	Negligible	Negligible	-
July 26, 2024	Bonus Issue	300	10	Nil	N.A.	Negligible	Negligible	N.A.
	<b>Total</b>	<b>400</b>				<b>0.01%</b>	Negligible	
<b>Laxmi Narayan Mishra</b>								
March 06, 2024	Transfer from Supriya Mishra	90	10	115	Cash	Negligible	Negligible	N.A.
July 26, 2024	Bonus Issue	270	10	Nil	N.A.	Negligible	Negligible	N.A.
	<b>Total</b>	<b>360</b>				<b>0.01%</b>	<b>Negligible</b>	

13. Following are the details of the holding of securities of persons belonging to the category “Promoter and Promoter Group” before and after the Issue

S. No.	Name of Shareholders	Pre-Issue		Post Issue	
		No of Equity Shares	% of Pre-Issue	No of Equity Shares	% of post-issue
<b>1.</b>	<b>Promoters</b>				
a)	Madhusmita Mohanty	39,99,580	49.99%	39,99,580	35.00%
b)	Supriya Mishra	39,99,580	49.99%	39,99,580	35.00%
c)	Lalit Panda	400	0.01%	400	Negligible
d)	Laxmi Narayan Mishra	360	0.01%	360	Negligible
	<b>Total (A)</b>	<b>79,99,920</b>	<b>100.00%</b>	<b>79,99,920</b>	<b>70.00%</b>



2.	Promoters Group				
a)	Bhumika Mishra	40	Negligible	40	Negligible
	<b>Total (B)</b>	-	-	-	-
	<b>Grand Total (A+B)</b>	<b>79,99,960</b>	<b>100.00%</b>	<b>79,99,960</b>	<b>70.00%</b>

\* Issue of 34,28,400 equity shares constituting 30.00% of post equity shareholding.

14. We have 7 shareholders as on the date of filing of this Draft red herring prospectus.
15. The average cost of acquisition of Equity Shares by our Promoters and members of the Promoter Group as on the date of Draft Red Herring Prospectus is as follows:

S. No.	Name	Number of equity shares	Average Cost of Acquisition per share (in ₹)
<b>Promoters</b>			
1.	Madhusmita Mohanty	39,99,580	2.50
2.	Supriya Mishra	39,99,580	2.50
3.	Lalit Panda	400	28.75
4.	Laxmi Narayan Mishra	360	28.75
<b>Promoters Group</b>			
1.	Bhumika Mishra	40	28.75

\* As certified by M/s S.S.N Murthy & Co dated September 16, 2024.

16. Except as provided below, no Equity Shares were acquired/ purchased/ sold by the Promoters and Promoter Group, Directors and their immediate relatives within six months immediately preceding the date of filing of this Draft red herring prospectus.

Date of Allotment/ Transfer	Name of Shareholder/ Transferor	Transferee (in case of transfer)	Allotment/ Acquire/ Transfer	Number of Equity Shares	Consideration
May 20, 2024	Madhusmita Mohanty	Lalit Panda	Transfer	100	11,500
		Ashok Kumar Shee	Transfer	5	575
	Supriya Mishra	Laxmi Narayan Mishra	Transfer	90	10,350
		Shailendra Malviya	Transfer	5	575
		Bhumika Mishra	Transfer	10	1,150
July 26, 2024	Madhusmita Mohanty	N. A	Bonus	29,99,685	N.A.
	Supriya Mishra	N. A	Bonus	29,99,685	N.A.
	Lalit Panda	N. A	Bonus	300	N.A.
	Laxmi Narayan Mishra	N. A	Bonus	270	N.A.
	Bhumika Mishra	N. A	Bonus	30	N.A.
	Ashok Kumar Shee	N. A	Bonus	15	N.A.
	Shailendra Malviya	N. A	Bonus	15	N.A.

17. None of our Promoters, Promoter Group, Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of Draft red herring prospectus.
18. As on the date of filing of the Draft red herring prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer.
19. **Details of Promoters Contribution locked in for 3 years:**

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post Issue capital held by our Promoters shall be considered as Promoter’s Contribution (“Promoters Contribution”) and shall be locked-in for a period of three years from the date of commencement of commercial production or date of allotment in this Issue, whichever is later. The lock in of Promoter’s Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

*Explanation: The expression “date of commencement of commercial production” means the last date of the month in which commercial production of the project in respect of which the funds raised are proposed to be utilized as stated in the offer document, is expected to commence.*

As on the date of this Draft red herring prospectus, our Promoters holds 79,99,920 Equity Shares constituting 70.00% of the Post Issued, subscribed and paid up Equity Share Capital of our Company, which are eligible for the Promoters’ contribution. Our Promoters, Mr. Laxmi Narayan Mishra, Mr. Lalit Panda, Ms. Madhusmita Mohanty and Ms. Supriya Mishra, have given written consent to include 22,86,000 Equity Shares held by them and subscribed by them as part of Promoters Contribution constituting 20.00% of the post Issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters contribution, for a period of three years from the date of allotment in the Issue.

Name of Promoter	Date of Transaction/Transfer and when made fully paid-up	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price per Equity Share (₹)	Percentage of post Issue Paid-Up Capital (%)	Lock in Period
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]

The minimum Promoter’s contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as “Promoter” under the SEBI (ICDR) Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI (ICDR) Regulations and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this Issue.

The entire pre-issue shareholding of the Promoter and Promoter Group, other than the Minimum Promoters contribution which is locked in for three years, shall be locked in for a period of one year from the date of allotment in this Issue.

**We confirm that the minimum Promoters contribution of 20.00% which is subject to lock-in for 3 years does not consist of:**

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets;
- Equity Shares acquired during the preceding three years resulting from a bonus issue by utilization of revaluation reserves or unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters contribution;
- Equity Shares acquired by Promoters during the preceding one year at a price lower than the Issue Price;
- The Equity Shares held by the Promoters and offered for minimum 20% Promoters Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters Contribution subject to lock-in.

## 20. Details of Promoters' Contribution Locked-in for One Year

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting [●] Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the Equity Shares which are subject to lock-in shall carry inscription '**non-transferable**' along with the Ratio of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

## 21. Other requirements in respect of lock-in:

### *Pledge of Locked in Equity Shares:*

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the following:

- a) In case of Minimum Promoters' Contribution under the clause (a) of Regulation 238, the loan has been granted to the issuer company or its subsidiary(ies) for the purpose of financing one or more of the Objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan.
- b) In case of Equity Shares held by Promoters in excess of Minimum Promoters' contribution under the clause (b) of Regulation 238, the pledge of equity shares is one of the terms of sanction of the loan.

However, lock in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock in period stipulated has expired.

### *Transferability of Locked in Equity Shares:*

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable:

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
- The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

22. Neither, we nor our Promoters, Directors and the BRLM to this Issue have entered into any buyback and/or standby arrangements and/ or similar arrangements for the purchase of our Equity Shares from any person.

23. As on the date of this Draft red herring prospectus, the entire Issued, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire Issue price in respect of the Issue is payable on application, all the successful applicants will be allotted fully paid up Equity Shares.
24. The BRLM and their associates do not hold any Equity Shares in our Company as on the date of filing of Draft red herring prospectus.
25. As on the date of this Draft red herring prospectus, we do not have any Employees Stock Option Scheme/ Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed Issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
26. Our Company has not raised any bridge loan against the proceeds of the Issue.
27. As on the date of this Draft red herring prospectus, none of the shares held by our promoters/promoter group are subject to any pledge.
28. We hereby confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.
29. Investors may note that in case of over-subscription, the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to time.
30. An over-subscription to the extent of 10% of the Issue, subject to the maximum post Issue paid up capital of ₹25 Cr., can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post-Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to 3-year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
31. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and Designated Stock Exchange i.e. NSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
32. There are no safety net arrangements for this public Issue.
33. As per RBI regulations, OCBs are not allowed to participate in this issue.
34. This Issue is being made through Book Building Method.
35. Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.
36. There are no Equity Shares against which depository receipts have been issued.

37. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
38. In terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we have not made any public issue or rights issue of any kind or class of securities since its incorporation.
39. Other than the Equity Shares, there is no other class of securities issued by our Company.
40. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-Issue paid-up Equity Shares Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
41. No person connected with the Issue shall Issue any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
42. Our Promoters and Promoter Group will not participate in this Issue.
43. Our Company ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of filing of the Draft Red Herring Prospectus with the Registrar of companies and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

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## OBJECT OF THE ISSUE

The Issue constitutes a public Issue of 34,28,400 Equity Shares of our Company at an Issue Price of ₹ [●]/- per Equity Share.

### Fresh Issue

Our Company proposes to utilize the Net Proceeds towards funding the following objects:

1. Capital expenditure requirement of our company towards purchase of Trailers (“Vehicles”) and Improvement in the body of the Trailers
2. Meet working capital requirements; and
3. General Corporate Purposes

(collectively, referred to herein as the “Objects”)

Our Company expects to receive the benefits from listing of our Equity Shares on NSE Emerge (“NSE”). We believe this listing will enhance our corporate image, increase brand visibility, and provide liquidity for our existing shareholders. Additionally, it will establish a public trading market for our Equity Shares.

We are a logistics company, primarily engaged in Supply Chain Management (SCM) and our business model is divided into 4 categories:

- (a) Cargo Handling
- (b) Transportation through Air, Sea, Road and Railway (including project logistics);
- (c) Warehousing and Distribution and
- (d) Other services (including coastal movement).

The main objects clause and the objects incidental and ancillary to the main objects clause as set out in MOA enables our Company (i) to undertake our existing business activities; and (ii) undertake the activities for which the funds are being raised by our Company in the issue and which are proposed to be funded from the Net Proceeds.

### Requirement of Funds

The details of the Proceeds of the Offer are summarized in the table below:

S. No.	Particulars	Amount (in lakhs) *
1.	Gross proceeds of the issue	[●]
2.	Less: Estimated expenses in relation to the issue**	[●]
3.	<b>Net Proceeds</b> <sup>^</sup>	[●]

\* tentative figures

\*\* for further details, kindly see section titled issue related expenses on page 86.

<sup>^</sup>To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the ROC.

### Means of Finance

We propose to fund the requirements of the entire Objects of the Issue from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and Company’s internal accruals, as required under the SEBI ICDR Regulations.

### Appraisal by Appraising Agency

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are

currently based on available quotations and management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including but not limited to variations in interest rate structures, changes in our financial condition and current commercial conditions of our Business and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

### Requirement of funds and utilization of Net Proceeds

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be ₹[●] Lakhs (the “**Net Proceeds**”). The Net Proceeds are proposed to be utilized in accordance with the details provided hereunder:

S. No.	Particulars	Amount (in lakhs) *
1.	Capital expenditure requirement of our company towards purchase of Trailers (“ <b>Vehicles</b> ”) and Improvement in the body of the Trailers	655.00
2.	Meet working capital requirements	1,980.00
3.	General Corporate Purpose*	[●]
<b>Total</b>		[●]

\*To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The amount of general corporate purposes does not exceed 25% of gross proceeds.

### Proposed schedule of implementation and deployment of Net Proceeds

Particulars	Total Estimated Amount	Estimated Utilization of Gross Proceeds	
		For F.Y. 2024-25	For F.Y. 2025-26
Capital expenditure requirement of our company towards purchase of Trailers (“ <b>Vehicles</b> ”) and Improvement in the body of the Trailers	655.00	655.00	-
Meet working capital requirement	1,980.00	800.00	1180.00
General Corporate Purpose	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	[●]

\*As per the certificate given by the M/s S.S.N Murthy & Co, Chartered Accountant dated September 16, 2024, the Company has incurred ₹5.00 lakhs towards issue expenses till date.

*The total estimated amount and deployment of funds indicated above are based on internal management estimates and has not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in Internal / external circumstances or costs or other financial conditions and other factors. In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, subject to regulatory approval required under applicable law. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals.*

*However as on the date of Draft red herring prospectus, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds. We further confirm that no part proceed of the Issue shall be utilized for repayment of any Part of unsecured loan outstanding. As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company’s historical expenditure may not be reflective of our future expenditure plans. We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements*

*for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013.*

## Deployment of funds

The Company has received the Sources and Deployment Funds Certificate dated September 16, 2024, from M/s S S N Murthy & Co., Chartered Accountants. The certificate states that the Company has incurred ₹5.00 lakhs toward issue expenses till date.

## DETAILS OF THE OBJECT OF THE ISSUE

### 1. CAPITAL EXPENDITURE REQUIREMENT OF OUR COMPANY TOWARDS PURCHASE OF TRAILERS (“VEHICLES”) AND IMPROVEMENT IN THE BODY OF THE TRAILERS

As on March 31, 2024 our fleet comprises 15 commercial trailers that are fully owned by us. In addition to our owned vehicles, to address fluctuating demand and operational requirements efficiently, we procure services from various third-party truck services. On average, we utilize third-party trucks for approximately 150 trips per month. However, the trips can vary depending on the orders and necessity of orders. For details of our owned trucks, kindly see “*Business Overview - Infrastructures & Utilities*” on page no 124 of this draft red herring prospectus.

To limit the dependency on third party and in order to increase our operational efficiency in our transportation vertical, we propose to procure 15 (fifteen) commercial container trailers and modification to build 40ft XXXL Hi Bed Trailer with ABS System on all 15 trailers which proposed to be purchased. Basis on the management assessment and quotations obtained by our Company, we intend to utilize ₹655.00 Lakhs out of the Net Proceeds towards purchase of 15 Diesel trailers for our transportation vertical including modification for trailers. The detailed break-down of their estimated costs is as set forth below:

S. No.	Vendor	Model	Description	Date of quotation	Quantity	Price per unit (Rs. In Lakhs)	Total Cost (Rs. In Lakhs)
1.	Automotive Manufacturers Private Limited	Ashok Leyland UA 4620	3400MM WB Fitted With H Series 200 HP BS6 Diesel Engine 6 Speed Gear Box Factory Built Sleeper Cab ESP, TPT & THDC 3 NOS 295/90R20 4 NOS 295/90R20	July 30, 2024	8	28.76	230.07
2.	Jasper Industries Private Limited	Tata Signa 4625.S	33 CAB 6.7L BL 295/90 R20 G950 CX RDE	August 02, 2024	7	28.60	200.18
3.	M/s Siddhivinayak Trailers	Trailers <sup>^</sup>	40ft XXXL Hi Bed Trailer with ABS System	July 30, 2024	15	15.00	225.00
<b>Total</b>						<b>72.36</b>	<b>655.26</b>
<b>Proceeds from IPO</b>						<b>-</b>	<b>655.00</b>

\*All the prices mentioned are exclusive of GST.

\*\*The total cost may fluctuate in accordance with market price.

<sup>^</sup> Details of technical specification of modifications on the proposed 15 trailers is as follows:

<b>Model</b>	40ft XXXL Hi Bed Trailer with ABS System
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<b>Overall Length of Trailer</b>	40 Feet
<b>Overall Width of Trailer</b>	8.6 Feet
<b>Steel</b>	Main Members 400 x 140 Side Channel 125 x 65 Cross Members 125 x 65 Front Bumper 175 x 85 Rear Bumper 200 x 100 12mm Flats to Strengthen Beam 4mm Chequered plate
<b>Axle</b>	Heavy-Duty (HD) Axle
<b>Container Lock</b>	12 Nos.
<b>Tool Box</b>	2 Nos.
<b>Khula Box</b>	08 Nos. (4ft)
<b>Landing Leg</b>	Heavy-Duty (HD) Landing Leg
<b>King Pin</b>	EN-18 king pin with 14mm Turn table M.S. Plates duly welded
<b>Leaf Springs</b>	6 Nos.
<b>Brake Layout</b>	TVS Components
<b>Brake System</b>	Hydraulic System (Pipeline)
<b>Wheel Rims</b>	12 Nos. (Wheels India)
<b>Tyres</b>	12 Nos. (JK Jet R Miles)
<b>ABS System</b>	Made by WABCO
<b>Suspension</b>	Made by Siddhivinayak
<b>Painting</b>	As per company's instructions

Further, the Charges towards Registration, Document Processing and Insurance Expenses will be met out of the Internal accruals of the Company. Our Company will be using these trailers for transporting shipments. They are proposed to be utilized for end-to-end transportation for distribution of shipments. With respect to the purchase of these Trailers, we have not entered into definitive agreements with any of the aforesaid vendors and there can be no assurance that the same vendors would be engaged to eventually supply the Trailers or at the same costs. The quantity of Trailers to be purchased is based on the present given quotation. All quotations received from the vendors mentioned above are valid as on the date of this Draft red herring prospectus. If we engage someone other than the identified third-party vendors from whom we have obtained quotations or if the quotations obtained expire, such vendor's estimates and actual costs for the items listed above may differ from the current estimates. No second-hand or used vehicle is proposed to be purchased out of the Net Proceeds.

## 2. MEET WORKING CAPITAL REQUIREMENTS

We are an integrated logistics company, primarily operating in (i) Cargo handling; (ii) Transportation; (iii) Warehousing and Distribution and (iv) other services. Our Company funds the majority of its working capital requirements in the ordinary course of business from internal accruals and funds availed from Banks. For further details of the working capital facilities currently availed by our Company, see "*Financial Indebtedness*" and "*Restated Financial Information*" on pages 220 and 165, respectively.

Net Working Capital requirement of our Company based on restated standalone basis for March 31, 2024 was ₹1,411.49 Lakhs and for March 31, 2023 was ₹ 739.49 Lakhs.

. Further, in light of the incremental business requirements, our Company requires additional working capital for funding its working capital requirements in the Financial Year 2024-2025 and 2025-2026. On the basis of our existing working capital requirements and the projected working capital requirements, our Board pursuant to its resolution dated August 30, 2024 has approved the business plan for the Financial Year 2024-2025 and 2025-2026 and the proposed funding of such working capital requirements. The details of Company's working capital and the source of funding, on the basis of Restated Financial Statements, as certified by our Statutory and Peer Review Auditor, M/s S.S.N Murthy & Co., Chartered Accountants, vide their report dated September 16, 2024 are provided in the table below.

**Basis of estimation of working capital requirement:**

(Amount in lakhs)

Particulars	March 31, 2022	March 31, 2023	March 31, 2024	March 31, 2025	March 31, 2026
	Partnership Firm	Company			
	Restated	Restated	Restated	Estimated	Estimated
<b>Current Assets</b>					
Inventories	52.40	-	-	-	-
Trade receivables	2,729.42	1,991.40	2,646.78	3726.53	5113.33
Short-term loans and advances	628.02	110.49	344.92	450.00	470.00
Advance Income Tax & TDS	397.21	246.28	418.81	376.32	549.40
Other current assets	211.83	313.20	433.31	457.62	500.40
<b>Total (I)</b>	<b>4,018.88</b>	<b>2,661.35</b>	<b>3,843.81</b>	<b>5,010.47</b>	<b>5,010.47</b>
<b>Current Liabilities</b>					
Trade Payables	1,418.59	549.26	1270.46	1293.87	1883.74
Other Current Liabilities	36.47	76.60	63.15	73.60	81.30
Short Term Provisions - Prov. For Inc. Tax	83.03	57.97	202.89	376.32	549.40
Current Maturities of Long Term Loan	256.05	330.22	315.31	351.75	0.00
Short Term Borrowings	813.24	907.83	805.84	800.00	800.00
<b>Total (II)</b>	<b>2,607.38</b>	<b>1,921.87</b>	<b>2,657.66</b>	<b>2,895.54</b>	<b>3,314.44</b>
<b>Net Working Capital Requirement</b>	<b>1,411.51</b>	<b>739.49</b>	<b>1,186.16</b>	<b>2,114.93</b>	<b>3,318.69</b>
Internal Accruals**	1,411.51	739.49	1,186.16	1,314.93	2,138.69
<b>Funding through IPO</b>	-	-	-	<b>800.00</b>	<b>1,180.00</b>

**Assumption for Holding Levels**

Particulars	March 31, 2022	March 31, 2023	March 31, 2024	March 31, 2025	March 31, 2026
	Partnership Firm	Company			
	Restated	Restated	Restated	Estimated	Estimated
<b>Current Assets</b>					
Trade receivables	63	74	70	76	72
<b>Current Liabilities</b>					
Trade Payables	35	22	38	30	30

**Justification**

Particulars	Details
Creditor Days	With the availability of higher working capital, the company aims to reduce trade payable days from 38 days in Fiscal 2024 to 30 days in Fiscal 2025 and 2026. The objectives are to improve cash flow, enhance payment terms with suppliers to build stronger relationships, and obtain better pricing. This reduction in trade payable days will also improve the company's credit standing in the market and support the company in offering better commercial terms to its customers.
Debtor Days	Trade receivables were managed at 70 days in Fiscal 2023-24, and the company plans to keep this number with a slight increase of 5-7 days. This plan supports the company's growth strategy by helping meet customer demands and maintain good relationships with distributors who are used to the current credit terms. Seasonal sales spikes and the holiday season contributes to changes in the number of days for receivables.

Short Term Loan & Advances	This includes mostly advances given to vendors. This growth is driven by the company's need to make advance payments to suppliers to secure cost-efficient pricing as it expands its business operations. This figure is projected to further rise to ₹ 470.00 Lakhs by March 2026, as the company continues to expand its operations.
Other Current Assets	Other current assets include prepaid expenses such as insurance, electricity, and office expenses, unbilled revenues and also Cash & cash equivalents. These assets increased from ₹ 313.20 Lakhs in March 2023 to ₹ 433.31 Lakhs in March 2024, reflecting the company's growth and its increasing regulatory and operational activities. This figure is projected to further rise to ₹ 500.40 Lakhs by March 2026, as the company continues to expand its operations and incurs higher prepaid expenses.
Short Term Provisions	Short-term provisions, which mainly include income tax payable and the current portion of gratuity provisions, have seen a significant increase from ₹ 57.97 Lakhs in 2022-23 to ₹ 202.89 Lakhs in 2023-24. This growth aligns with the company's increasing profitability and the corresponding tax liabilities. The projected increase to ₹ 549.40 Lakhs by March 2026 is in line with the company's growth trajectory and its commitment to regulatory compliance.
Short Term Borrowings	Short-term borrowings primarily consist of a Cash Credit facility from the bank. In Fiscal 2023-24, the company had short-term borrowings amounting to ₹ 805.84 Lakhs. The company plans to utilise this fund to bridge the working capital gap and maintain liquidity in the day-to-day transactions of the company.
Other Current Liabilities	Other current liabilities include salaries payable, statutory dues, taxes, and deposits received from customers. These liabilities are expected to increase in line with the overall business expansion.

### Working Capital Justification for ₹ 1980.00 Lakhs to be utilised from IPO proceeds:

#### Overview of the Working Capital Requirement

Working capital is crucial for maintaining smooth operations in any business, especially in logistics, where timely management of receivables and payables directly impacts service delivery and profitability. Our working capital needs arise primarily from its trade receivables, short-term loans and advances, and other current assets, offset by trade payables, short-term borrowings, and other current liabilities.

#### The increase in the working capital gap is primarily due to:

- **Expansion in Trade Receivables:** With trade receivables expected to grow from ₹2,646.78 Lakhs in FY 2023-24 to ₹3,726.53 Lakhs in FY 2024-25 and further to ₹5,113.33 Lakhs in FY 2025-26, there is a substantial increase in the funds tied up in receivables. This increase reflects the company's projected growth in revenue, requiring greater liquidity to manage the extended credit periods to customers.
- **Increase in Short-term Loans & Advances:** The expected rise in short-term loans and advances from ₹344.92 Lakhs in FY 2023-24 to ₹450.00 Lakhs in FY 2024-25, and further to ₹470.00 Lakhs in FY 2025-26, highlights the company's need for liquidity to support its ongoing operations and maintain its competitive edge.
- **Moderate Increase in Current Liabilities:** While trade payables and other current liabilities are expected to increase, they do not rise at the same rate as current assets, leading to a larger working capital gap.

#### Rationale for the Working Capital Requirement

- **Growth in Operations:** As the company expands, especially with the purchase of new trailers, the scale of operations will grow, leading to higher trade receivables and short-term advances. Adequate working capital is essential to maintain smooth operations and fulfill customer orders without delays.

- **Operational Efficiency:** By securing the necessary working capital, the company can negotiate better terms with suppliers (reflected in the projected reduction in the days of trade payables), further reducing operational costs and improving profitability.

### 3. GENERAL CORPORATE PURPOSES

Our Company proposes to deploy the balance Net Proceeds, aggregating to ₹[●] lakhs, towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds may include, business development initiatives, strengthening marketing capabilities, , insurance premiums, and similar other expenses incurred in the ordinary course of our business or towards any exigencies, subject to compliance with applicable laws. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time, subject to compliance with applicable law.

### 4. ISSUE RELATED EXPENSES

The Issue related expenses include Issue Management Fee, Marketing Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Advisor Fee, Advertisement Expenses, Registrar's Fees, Depository Fee and Listing Fee to stock exchange among others. The total expenses for this Issue are estimated to be approximately ₹[●] Lakhs. All the Issue related expenses are estimated not to exceed ₹[●] lakhs shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

Particulars	Expenses (₹ in Lakhs) *	% of total issue expenses*	% of total issue size*
Payment to the Book Running Lead Manager	[●]	[●]	[●]
Underwriter Fees	[●]	[●]	[●]
Market Making Fees	[●]	[●]	[●]
Brokerage, selling commission and upload fees	[●]	[●]	[●]
Fees payable to Registrar to Issue	[●]	[●]	[●]
Fees payable to Legal Advisor	[●]	[●]	[●]
Advertisement Expenses	[●]	[●]	[●]
Printing, advertising and marketing expenses	[●]	[●]	[●]
Payment to Sponsor Bank	[●]	[●]	[●]
Regulators including stock exchanges	[●]	[●]	[●]
Others, if any (Advisors to the company, Peer Review Auditors, and other misc. expenses like printing & stationery etc.)	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	[●]

#### Bridge financing facilities

Our Company has not raised any bridge loan from any bank or financial institution as of the date of this Draft red herring prospectus, which are proposed to be repaid from the Net Proceeds. However, depending on business exigencies, our Company may consider raising bridge financing for the Net Proceeds for object of the Issue.

#### Interim use of Funds

Our Company, in accordance with applicable law, policies established by our Board from time to time and in order to attain the Objects set out above, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described in this section, our Company may only invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board. In accordance with Section 27 of the Companies Act, our Company confirms

that, other than as specified in this section for the purposes of the Objects, it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity securities or any equity linked securities.

### **Monitoring Utilization of funds**

As the size of the Issue will not exceed ₹ 10,000 Lakhs, the appointment of Monitoring Agency would not be required as per Regulation 262(1) of the SEBI ICDR Regulations. Our Board and the management will monitor the utilization of the Net Issue Proceeds through our audit committee. Pursuant to Regulation 32 of the SEBI Listing Regulations, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company. No part of the Issue Proceeds will be paid by our Company as consideration to our Promoter, our Directors, Key Management Personnel or companies promoted by the Promoter, except as may be required in the ordinary course of business.

### **Variation in objects**

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules and Schedule XX of the SEBI ICDR Regulations, 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 our Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and applicable rules. The Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the regional language of the jurisdiction where our Registered Office and Corporate Office is located. In accordance with the Companies Act, our Promoters will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the Companies Act and the SEBI ICDR Regulations.

### **Other Confirmations**

None of our Promoters, Directors, Group Companies, Key Managerial Personnel or members of our Promoter Group will receive any portion of the Net Proceeds. Our Company has not entered into or is not planning to enter into any arrangement/ agreements with the Promoters, the Directors, the Group Companies, the Key Managerial Personnel or members of the Promoter Group in relation to the utilization of the Net Proceeds of the Issue. Further, pursuant to the Issue, the Net Proceeds received by our Company shall only be utilized for objects identified by our Company in this chapter.

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## BASIS FOR ISSUE PRICE

The Issue Price of ₹[●] per Equity Share has been determined by our Company, in consultation with the BRLM on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is ₹10 and Issue Price is ₹[●] per Equity Share. Investors should also refer to the sections “Risk Factors”, “Our Business”, “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 25, 113, 165 and 203, respectively, to have an informed view before making an investment decision.

### I. QUALITATIVE FACTORS

Management expertise  
Good track record  
Leveraging the experience of our Promoters.  
Cordial relations with our customers/clients  
Cordial relations with our Employees and Professional

For further details, refer to the heading chapter “Risk Factors” and “Our Business” on pages 25 and 113, respectively.

### II. QUANTITATIVE FACTORS

Information presented below relating to the Company is based on the Restated Financial Statements. Some of the quantitative factors which form the basis or computing the price are as follows:

#### 1. Basic and diluted earnings per Equity Share (“EPS”)

Financial Year	EPS (Basic & Diluted)	Weight
For the Financial Year ended on March 31, 2024	29.43	2
For the Financial Year ended on March 31, 2023	7.7	1
<b>Weighted Average EPS</b>		<b>22.19</b>

Notes:

- The figures disclosed above are based on the restated financial statements of the Company.
- Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.
- The face value of each Equity Share is ₹10.00.
- Earnings per Equity Share (₹) = Net profit after tax attributable to owners of the Company, as restated
- Earnings per Share has been calculated in accordance with Accounting Standard 20 – “Earnings per Share” issued by the Institute of Chartered Accountants of India.

#### 2. Price to Earnings (P/E) ratio in relation to Issue Price of ₹[●] per Equity Share of face value ₹10 each fully paid up.

Particulars	P/E Ratio
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-24	[●]
P/E ratio based on the Weighted Average EPS, as restated	[●]

#### Industry P/E

Highest	13.40
Lowest	369.77
Average	29.8

(Source: <https://screener.in/>)

#### 3. Return on Net Worth (RONW)

Financial Year	Return on Net Worth (%)	Weight
For the Financial Year ended on March 31, 2024	62.44%	2
For the Financial Year ended on March 31, 2023	43.51%	1
<b>Weighted Average</b>		<b>56.13%</b>

Note:

- Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated /Net worth as restated as at year end.
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e.(RoNW x Weight) for each year/Total of weights
- Net worth is aggregate value of the paid-up share capital of the Company and reserves and surplus,excluding revaluation reserves and attributable to equity holders.

#### 4. Net Asset Value per Equity Share

Particulars	Net Asset Value (NAV) in (₹ in Lakhs)
For the Financial Year ended on March 31, 2024	942.70
For the Financial Year ended on March 31, 2023	354.06
<b>NAV post-issue</b>	
- At Floor Price	[•]
- At Cap Price	[•]
- Issue Price	[•]

Note: Net Asset Value has been calculated as per the following formula:

$NAV = \text{Net worth excluding preference share capital and revaluation reserve} / \text{Outstanding number of Equity Shares outstanding during the year or period}$

#### 5. Comparison with industry peers

#	Name of the Company	Face Value (Per Share)	CMP	Revenue	P/E Ratio	RONW (%)	NAV (₹ per share)	PAT (₹ in lakhs)
1	Blue Water Logistics Limited	10	-	13867.37	-	62.44%	4.71	588.64
<b>Peer Group*</b>								
2	Shree Vasu Logistics Limited	10	286.00	12,306.60	104	9.77%	27.87	312.06
3	Shreeji Translogistics Limited	2	23.60	25423.77	13	29.09%	8.01	1627.51

Note: Industry Peers may be modified for finalization of Issue Price before filing Draft Red Herring Prospectus with ROC.

Notes:

- Considering the nature and turnover of business of the Company the peers are not strictly comparable. However, the same has been included for broader comparison.
- The figures for Blue Water Logistics Limited are based on the restated financial statement.
- The figures for the peer group are based on standalone audited results for the respective year ended March 31, 2024.
- Current Market Price (CMP) is the closing price of respective scrip as on September 16, 2024.

For further details see section titled "Risk Factors" beginning on page 25 and the financials of the Company including profitability and return ratios, as set out in the section titled "Financial Information" of Our Company beginning on page 165 of this Draft Red Herring Prospectus for a more informed view.

### III. KEY PERFORMANCE INDICATORS (“KPIs”)

Our company considers that KPIs included herein below have a bearing for arriving at the basis for Issue Price. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 16, 2024. Further, the KPIs herein have been certified by M/s S.S.N Murthy & Co, Chartered Accountants (FRN: 002188S), by their certificate dated September 16, 2024 vide UDIN 24028516BKBECW7123 which has been included as part of the “Material Contracts and Documents for Inspection” on page 335. Additionally, the Audit Committee on its meeting dated September 16, 2024, have confirmed that other than verified and audited KPIs set out below, our company has not disclosed to earlier investors at any point of time during the three years period prior to the date of the Draft red herring prospectus.

Our Company confirms that it shall continue to disclose all the KPIs included in this section “Basis for Issue Price”, on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration that is at least the later of (i) one year after the listing date or period specified by SEBI; or (ii) till the utilization of the Net Proceeds. Any change in these KPIs, during the aforementioned period, will be explained by our Company as required under the SEBI ICDR Regulations.

For details of other business and operating metrics disclosed elsewhere in this Draft red herring prospectus, see “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 113 and 203, respectively.

Investors can refer to the below-mentioned Key Performance Indicators to make an assessment of our Company’s performances and make an informed decision:

*(Amount in lakhs, except EPS, % and ratios)*

Particulars	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
Revenue from operations <sup>(1)</sup>	13867.37	9,798.24	8,466.90	15,840.90
EBITDA <sup>(2)</sup>	1,056.92	391.66	239.23	459.46
EBITDA Margin (%) <sup>(3)</sup>	7.62	4.00	2.83	2.90
EBIT <sup>(4)</sup>	961.37	340.40	225.36	440.46
ROCE (%) <sup>(5)</sup>	0.62	0.34	0.20	0.28
Current ratio <sup>(6)</sup>	1.45	1.38	1.32	1.54
Operating cash flow <sup>(7)</sup>	423.17	-1,414.60	924.51	-872.33
PAT <sup>(8)</sup>	588.64	154.06	104.31	243.77
PAT Margin (%) <sup>(9)</sup>	4.24%	1.57%	1.23%	1.54%
Net Worth <sup>(10)</sup>	942.70	354.06	525.73	880.08
ROE/ RoNW (%) <sup>(11)</sup>	0.62	0.44	0.20	0.28
EPS <sup>(12)</sup>	29.43	7.70	5.22	12.19

Notes:

- (1) Revenue from operations is the revenue generated from operations by our Company.
- (2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses
- (3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- (4) EBIT is Earnings before Finance Cost and taxes.
- (5) ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders’ equity plus long-term debt.
- (6) Current Ratio: Current Asset over Current Liabilities
- (7) Operating Cash Flow: Net cash inflow from operating activities
- (8) PAT is mentioned as profit after tax for the period.
- (9) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.
- (10) Net Worth means the aggregate value of the paid-up share capital and reserves and surplus of the company.
- (11) ROE: Return on Equity is calculated as PAT divided by shareholders’ equity
- (12) EPS: Earning per share is calculated as PAT divide by Weighted No. of equity shares.



KPI	Explanation
Revenue from operation	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business.
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
EBIT	Earnings before interest and taxes (EBIT) is used to indicate our company's profitability. It can be calculated as the company's revenue minus its expenses, excluding tax and interest.
ROCE %	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
Current Ratio	Current ratio indicate the company's ability to bear its short term obligations
Operating Cash Flow	Operating cash flow shows whether the company is able to generate cash from day-to-day business
PAT	Profit after Tax is an indicator which determine the actual earning available to equity shareholders
PAT Margin (%)	PAT Margin helps you understand the overall profitability of our company. It measures the amount of net profit our company generates as a percentage of its revenue.
Networth	Networth help us to understand current financial situation. It provide us the reference point for measuring progress toward your goals.
ROC/RoNW	ROC/RoNW (%) is an indicator which shows how much company is generating from its available shareholders' funds
EPS	Earning per shares is the company's earnings available of one share of the Company for the period

#### a. GAAP Financial measures

GAAP Financial measures are numerical measures which are disclosed by the issuer company in accordance with the Generally Accepted Accounting Principles (GAAP) applicable for the issuer company i.e., measures disclosed in accordance with Indian Accounting Standards ("Ind AS") or Accounting Standards ("AS") notified in accordance with Section 133 of the Companies Act, 2013, as amended (the "Act"). These measures are generally disclosed in the financial statements of the issuer company. Several GAAP Financial measures are given below:

*(Amt. In Lakhs)*

Particulars	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023
Revenue from operations	13,867.37	9,798.24
Profit after Tax	588.64	154.06
Cash Flows from Operating Activities	423.16	(1,414.60)
Cash Flows from Investing Activities	(175.83)	(291.86)
Cash Flows from Financing Activities	(325.74)	1,946.18
Cash and Cash Equivalents	161.31	239.72
Financial Liabilities	1,722.37	1,880.71
Financial Assets	4,212.17	2,927.87

#### b. Non-GAAP Financial Measures

Non-GAAP Financial measures are numerical measures of the issuer company's historical financial performance, financial position, or cash flows that:

- i. Exclude amounts, or are subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measures calculated and presented in accordance with GAAP in the financial statements of the issuer company; or
- ii. Include amounts or are subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measures so calculated and presented.

Such adjustment items should be based on the audited line items only, which are included in the financial statements. These Non- GAAP Financial measures are items which are not defined under Ind AS or AS, as applicable. Generally, if the issuer

company takes a commonly understood or defined GAAP amount and removes or adds a component of that amount that is also presented in the financial statements, the resulting amount is considered a Non-GAAP Financial measure. Several Non-GAAP Financial measures are given below:

Particulars	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023
EBITDA	1097.11	458.72
EBITDA Margin (%)	7.91	4.68
Gross Margin	11.39	7.84
Profit after Tax Margin	4.24%	1.57%
Net Worth	942.70	354.06

Apart from the above, Ministry of Corporate Affairs (MCA), vide its notification dated March 24, 2021 has issued certain amendments to the Schedule III to the Act. Pursuant to these amendments, the below ratios are also required to be presented in the financial statements of the companies:

Particulars	For the period ended 31st August, 2023	For the year ended on 31st March, 2023
Current Ratio	1.45	1.38
Debt-Equity Ratio	1.83	5.31
Debt Service Coverage Ratio	0.79	0.30
Return on Equity Ratio	0.62	0.44
Trade Receivables Turnover Ratio	5.98	4.15
Net Capital Turnover Ratio	14.71	27.67
Net Profit Ratio	4.24	1.57
Return on Capital Employed	37.58	18.23
Return on Investment	62.44	43.51

Ratio	Explanation
Current Ratio	Current Assets divided by Current Liabilities
Debt-Equity Ratio	Long Term Debt divided by Net Worth
Debt Service Coverage Ratio	EBIT divided by Finance Cost
Return on Equity Ratio	Profit after Tax divided by Net Worth
Trade Receivables Turnover Ratio	Revenue from Operations divided by Closing Debtors
Net Capital Turnover Ratio	Total Operating Expenses divided by Closing Creditors
Net Profit Ratio	Revenue from Operations divided by Working Capital
Return on Capital Employed	Profit after Tax divided by Revenue from Operations
Return on Investment	Profit after Tax divided by Net Worth

**Notes:**

- The face value of our shares is ₹10 per share and the Issue Price is of ₹[●] per share which is [●] times of the face value.
- Our Company in consultation with the Book Running Lead Manager believe that the Issue Price of ₹[●] per share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the risk factors and financials of the Company including important profitability and return ratios, as set out in the Auditors' Report in the offer Document to have more informed view about the investment.

**c. Comparison of KPI with listed industry peers**

(Amount in ₹ Lakhs, except %)

Particulars	Blue Water Logistics Limited		Shree Vasu Logistics Limited		Shreeji Translogistics Limited	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Revenue from operations <sup>(1)</sup>	13867.37	9798.24	12306.60	10050.90	25050.27	18644.09
Gross Profit <sup>(2)</sup>	1580.14	768.61	5045.07	4620.89	19524.61	17507.73
Gross Margin <sup>(3)</sup>	11.39%	7.84%	40.99%	45.97%	77.94%	93.90%
EBITDA <sup>(4)</sup>	1097.11	458.72	3,404.25	2,717.98	3,073.80	2,037.63
EBITDA (%) Margin <sup>(5)</sup>	7.91%	4.68%	27.66%	27.04%	12.27%	10.93%
EBIT <sup>(6)</sup>	1001.56	407.45	4,449.98	3,556.11	3,564.04	2,402.73
EBIT Margin <sup>(7)</sup>	7.22%	4.16%	36.16%	35.38%	14.23%	12.89%
ROCE (%) <sup>(8)</sup>	37.58%	18.23%	56.30%	50.81%	34.70%	27.68%
Current Ratio <sup>(9)</sup>	1.45	1.38	0.85	0.82	2.02	1.41
Operating cash flow <sup>(10)</sup>	423.16	(1,414.60)	2621.42	2204.57	79.35	1004.99
PAT <sup>(11)</sup>	588.64	154.06	312.06	204.73	1627.51	968.20
ROE/RoNW <sup>(12)</sup>	62.44%	43.51%	9.77%	7.25%	29.09%	23.72%
EPS <sup>(13)</sup>	29.43	7.70	2.72	1.79	2.33	1.85

\*\*All the information for listed industry peers mentioned above are on a standalone basis and is sourced from their respective audited/ unaudited financial results and/or annual report

**Notes:**

- <sup>(1)</sup> Revenue from operations is the total revenue generated by our Company.
- <sup>(2)</sup> Gross Profit is Revenue from operation-cost of goods sold (i.e., cost of material consumed, stock in trade and change in inventory)
- <sup>(3)</sup> Gross Margin (%) is calculated as Gross Profit, divided by revenue from operations.
- <sup>(4)</sup> EBITDA = Restated profit/ (loss) for the period/ year plus tax expense/(benefit) plus finance costs plus depreciation and amortization expense minus other income.
- <sup>(5)</sup> EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
- <sup>(6)</sup> EBIT = Restated profit/ (loss) for the period/ year plus tax expense/(benefit) plus finance costs.
- <sup>(7)</sup> EBIT Margin is calculated as EBIT divided by Revenue from Operations.
- <sup>(8)</sup> RoCE (Return on Capital Employed) (%) is calculated as EBIT divided by capital employed. EBIT is calculated as EBITDA minus depreciation and amortization expenses  
Capital employed is calculated as net worth and total debt including lease liabilities.
- <sup>(9)</sup> Current Ratio: Current Asset over Current Liabilities
- <sup>(10)</sup> Operating Cash Flow: Net cash inflow from operating activities.
- <sup>(11)</sup> PAT is mentioned as PAT for the period
- <sup>(12)</sup> ROE/RoNW is calculated as Restated profit/ (loss) for the period/ year divided by shareholders' fund
- <sup>(13)</sup> EPS is the earning per share for the period

## VI. WEIGHTED AVERAGE COST OF ACQUISITION

### a. Price per share of Issuer Company based on primary / new issue of shares

Details of Equity Shares other than Equity Shares issued under ESOP/ESOS and issuance of bonus issue, during the 18 months preceding the date of this Draft red herring prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

Date of allotment	No of equity shares allotted (adjusted for bonus)	Face value	Issue price	Nature of allotment	Nature of consideration	Total consideration (In Rs.)
On Incorporation	20,00,000	10/-	10/-	Subscription to MOA	Other than Cash	2,00,00,000
July 26, 2024	60,00,000	10/-	Nil	Bonus Issue*	Other than Cash	-
<b>Total</b>	<b>80,00,000</b>					<b>2,00,00,000</b>
<b>Weighted Average Cost of Acquisition</b>						<b>2.5</b>

\*Adjusted for bonus shares allotted in the ratio of three equity shares for every one equity share pursuant to allotment dated July 26, 2024

### b. The price per share of our Company based on the secondary sale/ acquisition of shares

There have been no secondary sale/ acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts of shares), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

### c. Weighted average cost of acquisition, floor price and cap price:

Type of transaction	Weighted average cost of acquisition (₹ per equity shares)	Floor Price	Cap Price
Weighted average cost of primary / new issue acquisition	2.5	[●]	[●]
Weighted average cost of secondary acquisition	-	-	-

\*Calculated for last 18 months

\*\*Calculated for Transfer of Equity Shares for the last 18 months.

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## STATEMENT OF POSSIBLE TAX BENEFITS

### Independent Auditor's Report on Statement of Special Tax Benefits

To,

**The Board of Directors**

BLUE WATER LOGISTICS LIMITED

H NO.8-2-270/B/1/2, Block-3,

4th Floor Uptown Banjara, Road No.3,

Banjara Hills,

Hyderabad - 500 034

Dear Sir,

**Subject: Statement of possible tax benefits ('the Statement') available to Blue Water Logistics Limited ("the Company") and its shareholders prepared in accordance with Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended ('the Regulation')**

We hereby confirm that the enclosed Annexure 1 and 2 (together "the Annexures"), prepared by 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 2024, circular and notifications issued from time to time, i.e. applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26, the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ("GST Act"), as amended by the Finance Act 2024 circular and notifications issued from time to time, i.e., applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26, 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 contents 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 Draft Red Herring Prospectus / Draft Red Herring Prospectus 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, S.S.N.Murthy & Co. Chartered Accountants**  
**(FRN No.002188S)**  
**(Peer Review No.013734)**

**Sd/-**

**Sattiraju Sathyanarayana Murthy**  
**Proprietor**  
**(M.No.028516)**  
**UDIN: 24028516BKBECY4370**  
**Place: Hyderabad**  
**Date: September 16, 2024**

## **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 Income 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 fact that 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 Act.

#### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

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

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 Draft Red Herring Prospectus / Draft red herring prospectus.

## **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 GST 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 fact that 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 GST Act.

#### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

The Shareholders of the Company are not entitled to any special tax benefits under the GST 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 benefits under any other law.

We hereby give our consent to include our above-referenced opinion regarding the tax benefits available to the Company and to its shareholders in the Draft Red Herring Prospectus / Draft red herring prospectus.



## SECTION V – ABOUT OUR COMPANY

### INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used herein including all financial, operational, industry and other related information in this section has been derived from various websites and publicly available documents. Neither the Company nor any other person connected with the Issue have verified this information independently. See, “Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation” on page 15. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. All references to years in this section are to either calendar years or fiscal years and the same has been specified adequately in this section.*

#### 1. Overview of Global and Indian Economy

##### 1.1. Global Macroeconomics Overview

Global growth is expected to slow to 2.4 percent in 2024—the third consecutive year of deceleration reflecting the lagged and ongoing effects of tight monetary policies to rein in decades-high inflation, restrictive credit conditions, and anemic global trade and investment. Near-term prospects are diverging, with subdued growth in major economies alongside improving conditions in emerging market and developing economies (EMDEs) with solid fundamentals. Meanwhile, the outlook for EMDEs with pronounced vulnerabilities remains precarious amid elevated debt and financing costs. Downside risks to the outlook predominate. The recent conflict in the Middle East, coming on top of the Russian Federation’s invasion of Ukraine, has heightened geopolitical risks. Conflict escalation could lead to surging energy prices, with broader implications for global activity and inflation.

Other risks include financial stress related to elevated real interest rates, persistent inflation, weaker-than-expected growth in China, further trade fragmentation, and climate change-related disasters. Against this backdrop, policy makers face enormous challenges and difficult trade-offs. International cooperation needs to be strengthened to provide debt relief, especially for the poorest countries; tackle climate change and foster the energy transition; facilitate trade flows; and alleviate food insecurity. EMDE central banks need to ensure that inflation expectations remain well anchored and that financial systems are resilient. Elevated public debt and borrowing costs limit fiscal space and pose significant challenges to EMDEs particularly those with weak credit ratings seeking to improve fiscal sustainability while meeting investment needs. Commodity exporters face the additional challenge of coping with commodity price fluctuations, underscoring the need for strong policy frameworks. To boost longer-term growth, structural reforms are needed to accelerate investment, improve productivity growth, and close gender gaps in labor markets.

##### **Global Scenario:**

Tentative signs in early 2023 that the world economy could achieve a soft landing—with inflation coming down and growth steady—have receded amid stubbornly high inflation and recent financial sector turmoil. Although inflation has declined as central banks have raised interest rates and food and energy prices have come down, underlying price pressures are proving sticky, with labour markets tight in a number of economies. Side effects from the fast rise in policy rates are becoming apparent, as banking sector vulnerabilities have come into focus and fears of contagion have risen across the broader financial sector, including nonbank financial institutions. Policymakers have taken forceful actions to stabilize the banking system. Financial conditions are fluctuating with the shifts in sentiment. In parallel, the other major forces that shaped the world economy in 2022 seem set to continue into this year, but with changed intensities. Debt levels remain high, limiting the ability of fiscal policymakers to respond to new challenges. Commodity prices that rose sharply following Russia’s invasion of

Ukraine have moderated, but the war continues, and geopolitical tensions are high. Infectious COVID-19 strains caused widespread outbreaks last year, but economies that were hit hard—most notably China—appear to be recovering, easing supply-chain disruptions. Despite the fillips from lower food and energy prices and improved supply-chain functioning, risks are firmly to the downside with the increased uncertainty from the recent financial sector turmoil. The baseline forecast, which assumes that the recent financial sector stresses are contained, is for growth to fall from 3.4 percent in 2022 to 2.8 percent in 2023, before rising slowly and settling at 3.0 percent five years out—the lowest medium-term forecast in decades. Advanced economies are expected to see an especially pronounced growth slowdown, from 2.7 percent in 2022 to 1.3 percent in 2023. In a plausible alternative scenario with further financial sector stress, global growth declines to about 2.5 percent in 2023—the weakest growth since the global downturn of 2001, barring the initial COVID-19 crisis in 2020 and during the global financial crisis in 2009—with advanced economy growth falling below 1 percent. The anemic outlook reflects the tight policy stances needed to bring down inflation, the fallout from the recent deterioration in financial conditions, the ongoing war in Ukraine, and growing geoeconomic fragmentation. Global headline inflation is set to fall from 8.7 percent in 2022 to 7.0 percent in 2023 on the back of lower commodity prices, but underlying (core) inflation is likely to decline more slowly. Inflation's return to target is unlikely before 2025 in most cases. Once inflation rates are back to targets, deeper structural drivers will likely reduce interest rates toward their pre-pandemic levels. Risks to the outlook are heavily skewed to the downside, with the chances of a hard landing having risen sharply. Financial sector stress could amplify and contagion could take hold, weakening the real economy through a sharp deterioration in financing conditions and compelling central banks to reconsider their policy paths. Pockets of sovereign debt distress could, in the context of higher borrowing costs and lower growth, spread and become more systemic. The war in Ukraine could intensify and lead to more food and energy price spikes, pushing inflation up. Core inflation could turn out more persistent than anticipated, requiring even more monetary tightening to tame. Fragmentation into geopolitical blocs has the scope to generate large output losses, including through its effects on foreign direct investment. Policymakers have a narrow path to walk to improve prospects and minimize risks. Central banks need to remain steady with their tighter anti-inflation stance, but also be ready to adjust and use their full set of policy instruments—including to address financial stability concerns—as developments demand. Fiscal policymakers should buttress monetary and financial policymakers' actions in getting inflation back to target while maintaining financial stability. In most cases, governments should aim for an overall tight stance while providing targeted support to those struggling most with the cost-of-living crisis. In a severe downside scenario, automatic stabilizers should be allowed to operate fully and temporary support measures be utilized as needed, fiscal space permitting. Medium-term debt sustainability will require well-timed fiscal consolidation but also debt restructuring in some cases. Currencies should be allowed to adjust to changing fundamentals, but deploying capital flow management policies on outflows may be warranted in crisis or imminent crisis circumstances, without substituting for needed macroeconomic policy adjustment. Measures to address structural factors impeding supply could ameliorate medium-term growth. Steps to strengthen multilateral cooperation are essential to make progress in creating a more resilient world economy, including by bolstering the global financial safety net, mitigating the costs of climate change, and reducing the adverse effects of geoeconomic fragmentation.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2023/04/11/world-economic-outlook-april-2023>)

### **Logistics Industry in India**

Logistics is essential for the economy of a country. It pertains to the general method of controlling how resources are obtained, housed and delivered to their ultimate location. Determining the efficiency and accessibility of potential distributors and suppliers is part of logistics management. It is a differentiating sector that can largely affect any country's exports, thereby adding a significant competitive edge, with the underlying assumption of a robust logistics sector. The logistics industry comprises all supply chain activities, mainly transportation, inventory management, flow of information and customer service. It determines the success of not only the country's supply chain but also influences it on a global scale. The effectiveness of logistics helps to determine the degree of ability that enterprises can keep up with demand.

The Indian logistics sector is on a big growth tide. The warehousing, industrial, and logistics (WIL) sectors are projected to be crucial for attaining India's vision of being a US\$ 5 trillion economy by FY25. The warehouse and logistics industry has benefited the most from the COVID-19 epidemic, increasing its share from 2% in 2020 to

20% in 2021. Because of the growing shift from discretionary to essential internet buying during the COVID-19 epidemic, the e-commerce industry became more appealing and attractive.

The expansion of this industry is likely to be aided by a robust economy, government efforts to improve infrastructure, and a favourable business environment. Increasing consumerism and a huge consumer base are fostering the growth of retail and e-commerce in India. The Indian retail sector's market size is predicted to increase at a CAGR of 9% between 2019 and 2030, totalling more than US\$ 1.8 trillion. Large international funds and corporations have invested in warehousing developers and operators to grow their reach and geographical footprint, which are the sector's key differentiators. The Government of India has taken many initiatives to strengthen the sector's infrastructure, including the establishment of dedicated freight corridors and the extension of road and rail networks, to improve connectivity and decrease travel times. Another critical governmental intervention has been the sector's digital transformation, projects such as Digital India, Bharat Net, and the National Logistics Portal would aid in the industry's digitization. Furthermore, the government has announced the establishment of logistics parks and warehouses across the country to provide appropriate storage facilities for enterprises. The recently implemented National Logistics Policy intends to reduce India's logistics costs from the double digits of GDP to the single digits by 2030.

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Real GDP at constant prices in the second quarter of 2022–23 is estimated at US\$ 1.94 trillion (Rs. 160.06 trillion), showing a growth of 7.2% as compared to the First Revised Estimates of GDP for the year 2021-22 of US\$ 1.81 trillion (Rs. 149.26 trillion), indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 103 2022–2023. In FY22, India's service exports stood at US\$ 254.4 billion. Furthermore, India's overall exports (services and merchandise) was estimated at US\$ 770.18 billion in FY23. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months. Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-December 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback. India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships. India's appeal as a destination for investments has grown stronger and more sustainable as a result of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

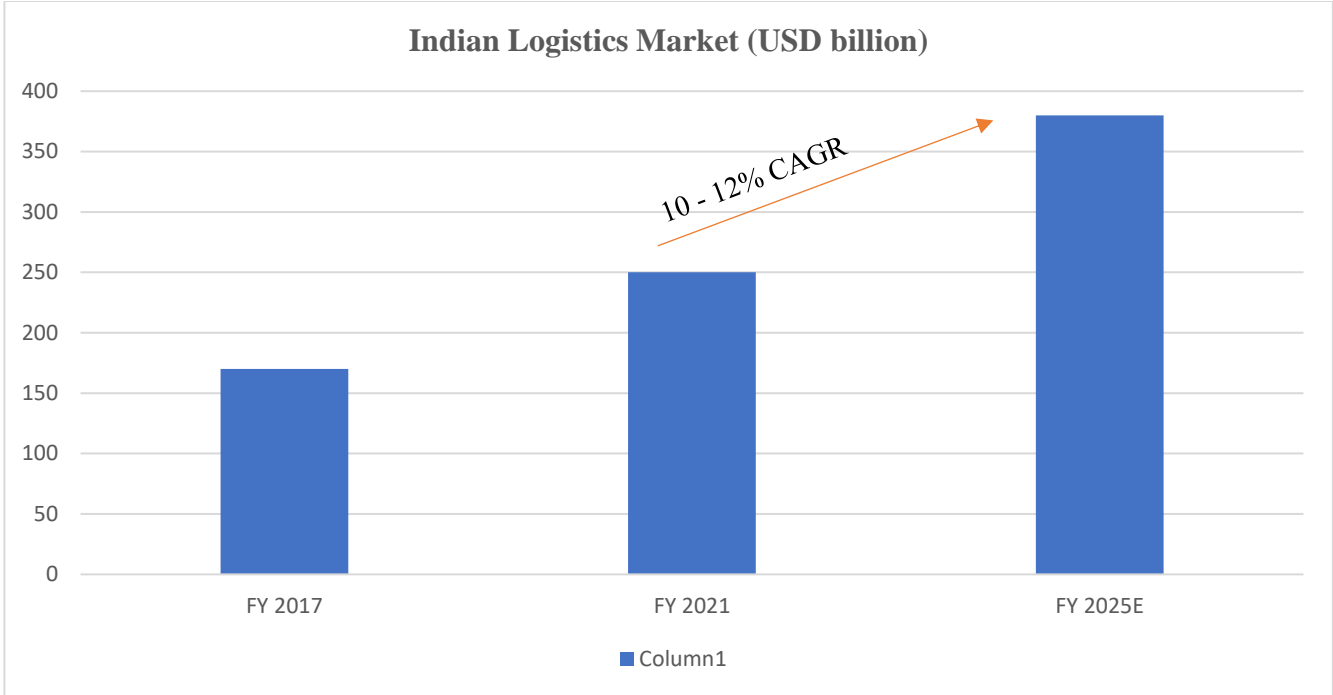
### **Economic Outlook**

After real GDP contracted in FY20/21 due to the COVID-19 pandemic, growth bounced back strongly in FY21/22, supported by accommodative monetary and fiscal policies and wide vaccine coverage. Consequently, in 2022, India emerged as one of the fastest growing economies in the world, despite significant challenges in the global environment – including renewed disruptions of supply lines following the rise in geopolitical tensions, the synchronized tightening of global monetary policies, and inflationary pressures.

In FY22/23, India's real GDP expanded at an estimated 6.9 percent. Growth was underpinned by robust domestic demand, strong investment activity bolstered by the government's push for investment in infrastructure, and buoyant private consumption, particularly among higher income earners. The composition of domestic demand also changed, with government consumption being lower due to fiscal consolidation. Since Q3 FY22/23, however, there have been signs of moderation, although the overall growth momentum remains robust. The persisting headwinds – rising borrowing costs, tightening financial conditions and ongoing inflationary pressures – are expected to weigh on India's growth in FY23/24. Real GDP growth is likely to moderate to 6.3 percent in FY23/24 from the estimated 6.9 percent in FY22/23.

Both the general government fiscal deficit and public debt to GDP ratio increased sharply in FY20/21 and have been declining gradually since then, with the fiscal deficit falling from over 13 percent in FY20/21 to an estimated 9.4 percent in FY22/23. Public debt has fallen from over 87 percent of GDP to around 83 percent over the same period. The consolidation has largely been driven by an increase in revenues and a gradual withdrawal of pandemic-related stimulus measures. At the same time, the government has remained committed to increasing capital spending, particularly on infrastructure, to boost growth and competitiveness.

**Overview of the Logistics Industry**

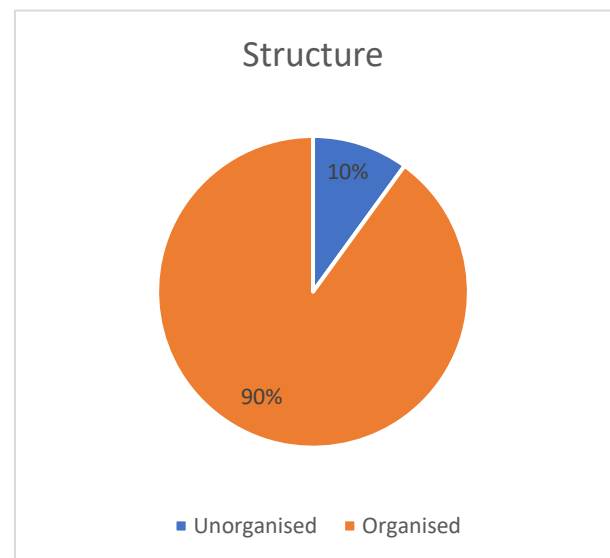
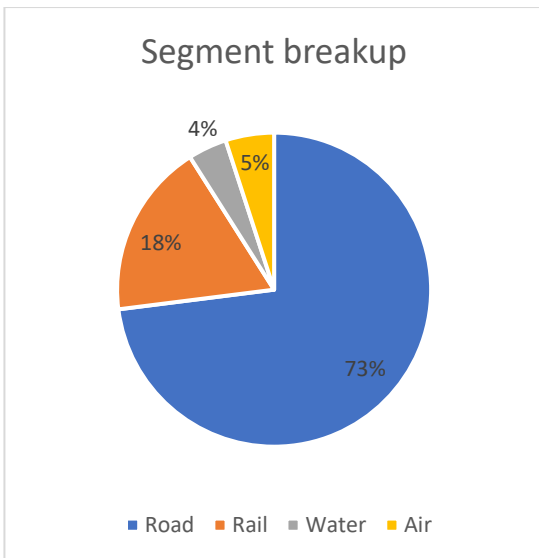


The Indian logistics industry is growing, due to a flourishing e-commerce market and technological advancement. The logistics sector in India is predicted to account for 14.4% of the GDP. The industry has progressed from a transportation and storage-focused activity to a specialised function that now encompasses end-to-end product planning and management, value-added services for last-mile delivery, predictive planning, and analytics, among other things. One of the key drivers of this expansion is projected to be the rise of India's logistics industry, which employs 22 million people and serves as the backbone for various businesses. The logistics sector in India was valued at US\$ 250 billion in 2021, with the market predicted to increase to an astounding US\$ 380 billion by 2025, at a healthy 10%-12% year-on-year growth rate. Moreover, the government is planning to reduce the logistics and supply chain cost in India from 13-14% to 10% of the GDP as per industry standards.

The industry is crucial for the efficient movement of products and services across the nation and in the global markets. The logistics business is highly fragmented and has over 1,000 active participants, including major local players, worldwide industry leaders, the express division of the government postal service, and rising start-ups that focus on e-commerce delivery. The industry includes transportation, warehousing, and value-added services like packaging, labelling, and inventory management. With the advent of technology-driven solutions such as transportation management systems (TMS) and warehouse management systems, India's logistics industry has witnessed tremendous development in recent years (WMS). These solutions have assisted logistics firms in increasing operational efficiency, lowering costs, and improving customer service.

As depicted in the below pie chart (left), representing the segment-wise breakup of the logistics sector in FY21. Roads have the largest percentage share of 73% followed by rail (18%), water (5%) and air (5%).

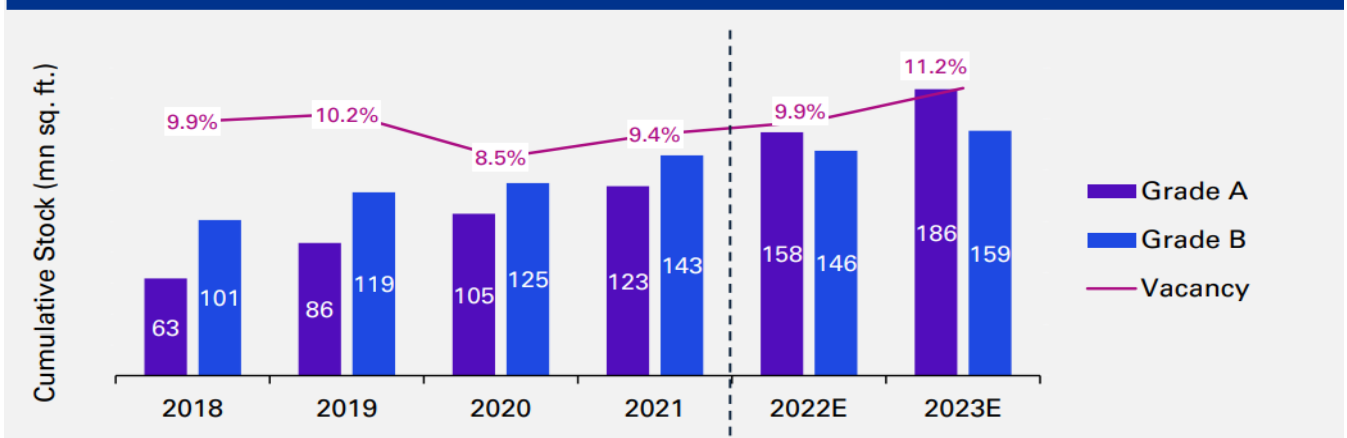
The below pie chart (right) represents the fragmented structure of the Indian logistics industry.



### Indian Warehousing Market

The Indian warehousing market is also gaining momentum with increasing demand and supply over the years. 3PL and ecommerce players are the major occupiers, penetrating in tier-2 and 3 cities as well, and eventually increasing the share of secondary markets. Focusing on larger picture of convenience, efficiency, and sustainability, companies are moving to a hub and spoke model, while also adopting technology for streamlined operations.

#### Demand and supply scenario of tier 1 cities<sup>2</sup>



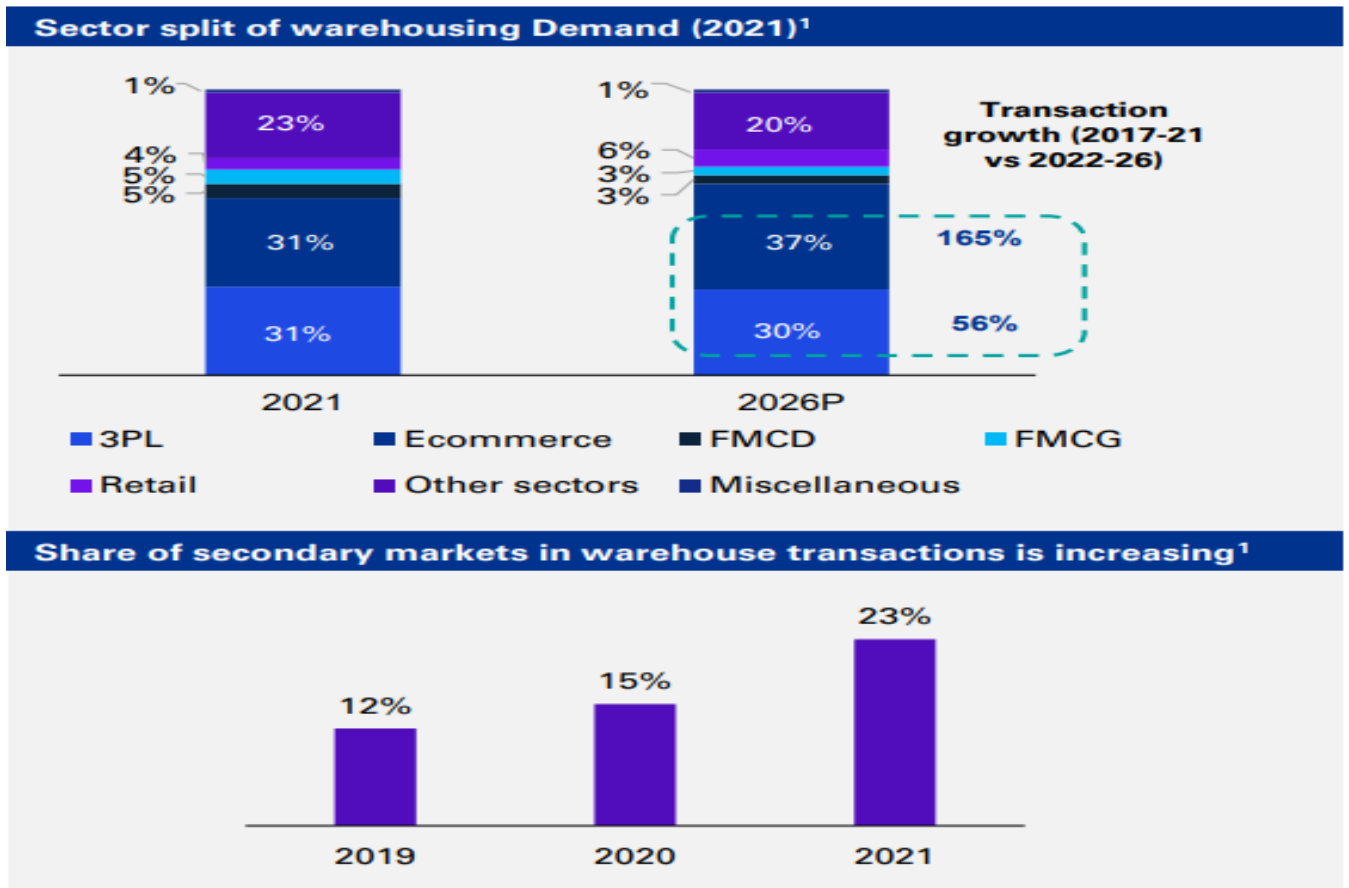
(Source: <https://assets.kpmg.com/content/dam/kpmg/in/pdf/2022/10/The-logistics-and-warehousing-market-in-India.pdf>)

Grade A warehouses are modernized buildings created specifically to meet the needs of warehouse logistics. They feature the most up-to-date technology, superior building materials, a prime location, and a convenient traffic interchange. Grade B objects are outdated buildings that must be rebuilt to satisfy modern warehouse logistics standards.

As depicted in the below chart, India saw a 21% year-over-year increase in the total stock of Grade A and B warehouse space in the top eight cities in 2021. The total warehousing capacity is expected to be 287 million square feet by the end of 2021, up from 238 million square feet the previous year. Grade A stock in India was 134 million square feet, representing a 5-year CAGR of 29.9%. Among the eight major cities, the three largest cities in the country, including Delhi NCR, Mumbai, and Bengaluru, contribute more than half of the warehousing stock.

As demonstrated in the below pie chart, 3PL/Logistics has remained the top segment in terms of warehouse space demand for the last five years. Various e-commerce areas, including retail, groceries, pharmacy, and food delivery, are likely to grow substantially as consumers shifted their purchasing habits from offline to online. COVID-19 has increased eCommerce adoption, increasing demand for online delivery of both essential and non-essential commodities. While the share of manufacturing demand from the Auto & Ancillaries and [Engineering sectors](#) has

declined during the epidemic, demand from other consumption-based sectors such as Retail and FMCG has increased.



(Source: <https://assets.kpmg.com/content/dam/kpmg/in/pdf/2022/10/The-logistics-and-warehousing-market-in-India.pdf>)

### Key Industry Drivers

- **Government initiatives**

The government's warehousing policy focuses on creating exclusive warehousing zones through public-private partnerships in order to reduce transportation and logistics costs and accelerate growth. The government will invest US\$ 91.38 billion (Rs. 7.5 lakh crore) in infrastructure, logistics development, and multi-modal connectivity in FY23. Reforms such as GST and e-way bills are fostering industrial growth, consolidation, and efficiency. The introduction of free trade logistics parks and warehousing zones.

- **Global manufacturing shift**

Demand for warehouse alternatives and logistics services has increased as a result of international firms relocating their manufacturing focus to India. The Production Linked Incentive (PLI) scheme is increasing domestic production and, as a result, increasing demand for industrial space and warehousing.

- **New-age startups**

The emergence of new-age tech logistics startups that are aggressively infiltrating this market and producing competing products. Several new businesses are entering the B2B market, driven by manufacturing. New players are introducing more technology and digital systems to boost productivity, resulting in overall industry growth.

- **Technology advancement**

Solutions based on modern technology are opening up chances for solution expansion throughout the entire value chain. Warehouses are being designed and integrated with technologies such as the Internet of Things (IoT), robotics, and artificial intelligence (AI).

- **Flourishing e-commerce**

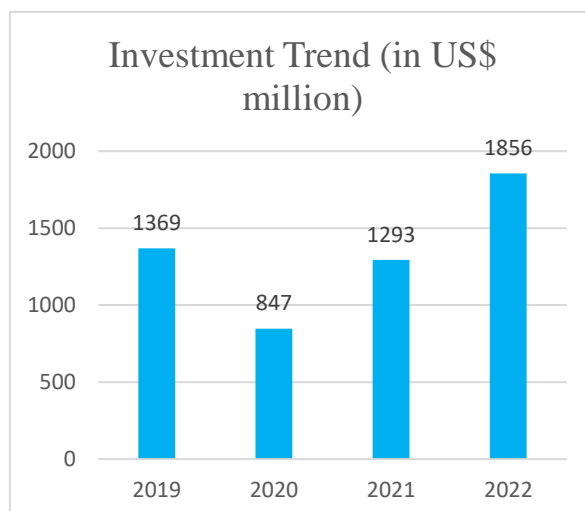
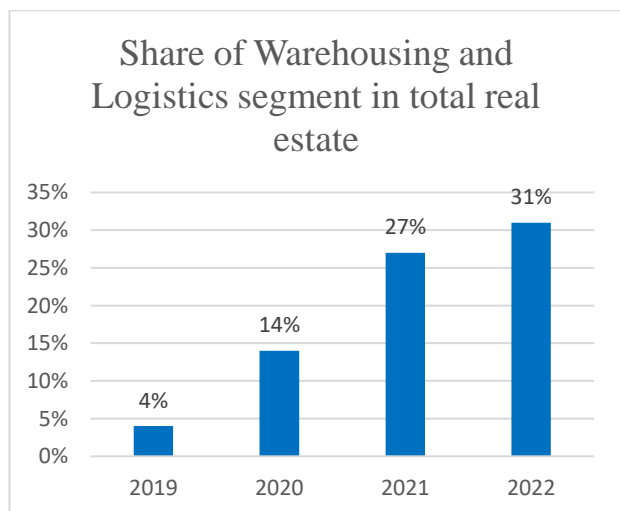
An increase in e-commerce leads to expanded operations to meet increased demand. Consumer behaviour is changing, and they are demanding convenience through last-mile connectivity, ease of returns, and other value-added services. The expansion of Direct-to-Consumer (D2C) brands demanding end-to-end logistics services. Omni-channel retailing increases the need for several warehouses to serve end users.

**Investment Trends**

Foreign corporations are actively investing in India's logistics infrastructure to capitalize on the country's strategic location, trained labour, and improved business environment. The development of industrial and logistics parks, as well as data centres, is a new bright spot on the Indian real estate heatmap.

In 2022, these two segments received US\$ 1.8 billion in Private Equity (PE)/ Venture Capitalist (VC) investments, representing a 29% increase year on year. The industry garnered investments worth US\$ 1 billion (Rs. 8,257 crore) at the beginning of 2022. The logistics and industrial industries' quarterly average investment was around 1.3 times more in 2021 than it was in 2021 when it was US\$ 335.69 million (Rs. 2,755) crore. Over the last four years (2019-2022), the warehouse and logistics sector has received a total institutional investment of US\$ 5.4 billion, with 2022 accounting for a major 35% portion.

Warehouse investment accounted for the second greatest percentage of institutional real estate investment in both 2021 and 2022, accounting for 27% and 31%, respectively, outperforming other asset classes such as residential and retail. During the four-year period 2019-2022, the western area of the country - led by Mumbai, Pune, and Becharji, (a tiny town in Gujarat) - witnessed the second-greatest institutional investment in warehousing, accounting for 35% of total investment in the industry, demonstrating the increased confidence that investors have in the nation's Tier II cities.



**Industry Life Cycle**

The Indian logistics and supply chain industry is currently in a transformation phase, characterized by rapid growth, innovation, and policy focus. Here's a breakdown of the industry life cycle stages.

**Early Stage (Fragmented and Unstructured):**

- Historically, the sector was dominated by small, unorganized players with limited infrastructure and technology.
- Fragmented trucking networks and inefficient warehousing practices led to high logistics costs.
- Limited government intervention and policy support hampered growth.

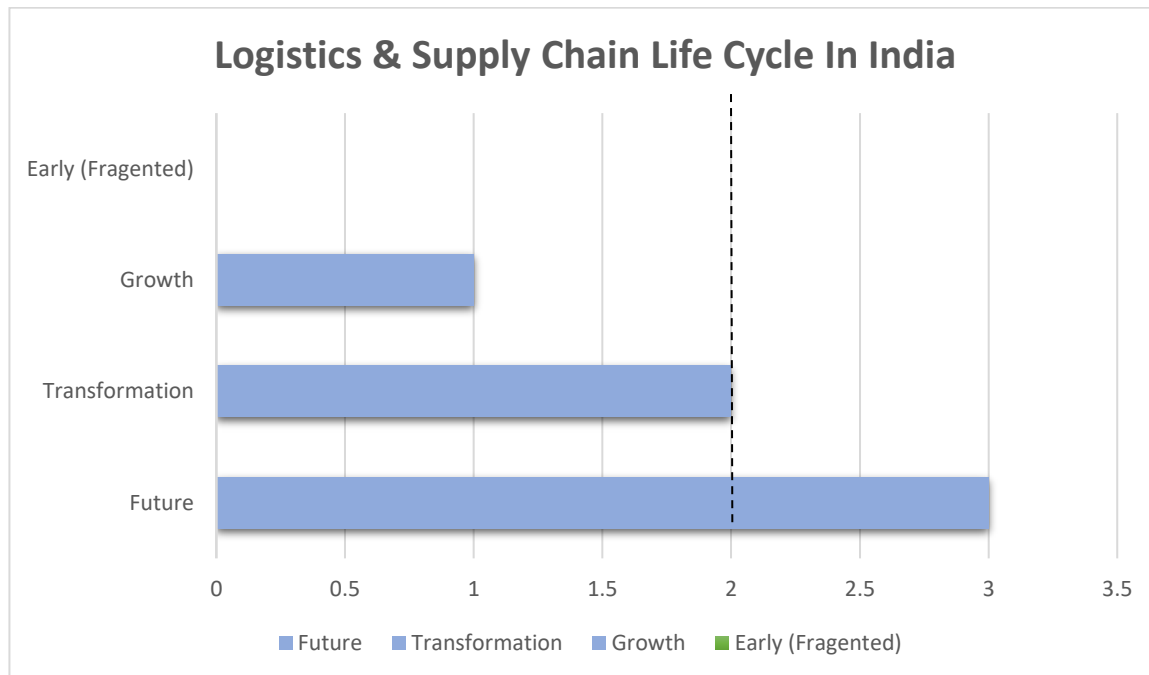
**Growth Stage (Rise of Organized Players and Policy Focus):**



- The past decade has witnessed a surge in organized players entering the logistics and supply chain space.
- Increased investments in infrastructure like dedicated freight corridors and multi-modal transportation are improving connectivity.
- Government initiatives like "National Logistics Policy" and "Bharatmala Pariyojana" aim to create a more efficient and cost-effective logistics ecosystem.

**Transformation Stage (Focus on Technology and Integration):**

- Emerging technologies like automation, artificial intelligence (AI), and blockchain are transforming the industry.
- Warehouses are embracing automation for faster order fulfillment and efficient space utilization.
- Supply chain visibility is improving through real-time tracking and data analytics.
- Integration across different segments of the supply chain is leading to a more holistic approach.



(Source: [https://www.adlittle.com/sites/default/files/reports/ADL\\_Reimagining\\_Indias\\_supply\\_chain.pdf](https://www.adlittle.com/sites/default/files/reports/ADL_Reimagining_Indias_supply_chain.pdf))

**Challenges and Opportunities:**

- Bridging the gap between organized and unorganized players remains a challenge.
- Streamlining regulations and improving infrastructure across the country are essential for further development.

The Indian logistics and supply chain industry has immense potential to become a global leader with continued focus on innovation, technology adoption, and policy reforms.

(Source: <https://www.ibef.org/blogs/warehousing-and-logistics-sector-in-india>)

(Source: <https://aprea.asia/events/past-events/aprea-india-annual-conference-india-next>)

**Trends Shaping the Industry**



## Managing complexities through 3PL



Ecommerce is driving the Indian warehousing market volumes, with sector's share in warehousing transactions growing from 18 per cent in FY2017 to 31 per cent in FY2021.

- This has led companies to outsource their logistics requirements to 3PL operators, to optimise delivery timelines, avoid huge capex, while maintaining an 'Asset Light' model
- Increasing focus on consumer-centricity, direct-to-consumer (D2C) model, last mile delivery is further driving this shift. Hence, larger focus on 3PLs to manage inventory, optimise fulfilment, end to end procurement, distribution and data management.

### **3PL players are moving beyond traditional services to:**

- Integrate manufacturer's ecommerce websites to provide network-wide inventory Available to Promise (ATP)
- Provide estimated delivery dates for consumers and cost reduction, capacity expansion depending on demand
- Gain better visibility and faster decision-making and reporting across all operations.

## Technology deployment for end to end transformation



About 56 per cent of Indian logistics companies use map-based solutions for shipment monitoring. IoT, automation, electric vehicles (EVs), and location technology are among logistics industry's key priorities.

### **Warehousing providers are looking at lean and smart logistics solutions, with integration of technologies including**

- Internet of Things (IoT) for SKU\* handling; augmented reality (AR), drones for inventory monitoring; and blockchain for data encryption.
- Big data to forecast changes in volume and customer demands, with solutions on real time data analysis
- On road, integrated, optimisation and navigation software for driver delivery routes
- Use of Digital Twins—virtual replicas of a physical object, like a building, to visualise warehouse operations and coordinate data from sources like IoT sensors. Warehouses and facilities can also use the technology to create 3D models to see changes within the layout and also assess the impact in advance.

## End to end optimisation with automation



Warehousing and logistics ecosystem is evolving, with major push towards automation across processes such as storage, retrieval and relocation of goods. Increased throughput requirement of sectors like ecommerce is expected to increase technology adoption.

- The Indian Warehouse Automation Market is expected to grow at a 26.4 per cent CAGR during 2021-2026, from USD86.2 million in 2020 to USD512.2 million in 2026.

### **Some of the prevalent use cases include:**

- Automation and robotics technologies, including automated storage and retrieval systems (ASRS), conveyors, palletizers, sortation systems, autonomous mobile robots (AMRs), automatic guided vehicles (AGVs), for streamlined operations
- Process-oriented automation software that leverages scanners, barcodes, to streamline the data collection and integration process
- Autonomous mobile robots (AMRs) to deliver everything from intricate picking fulfilment to managing space efficiency by moving pallets and large payloads not required immediately to remote / free locations
- Dark warehouses, which are completely automated and require no human involvement.

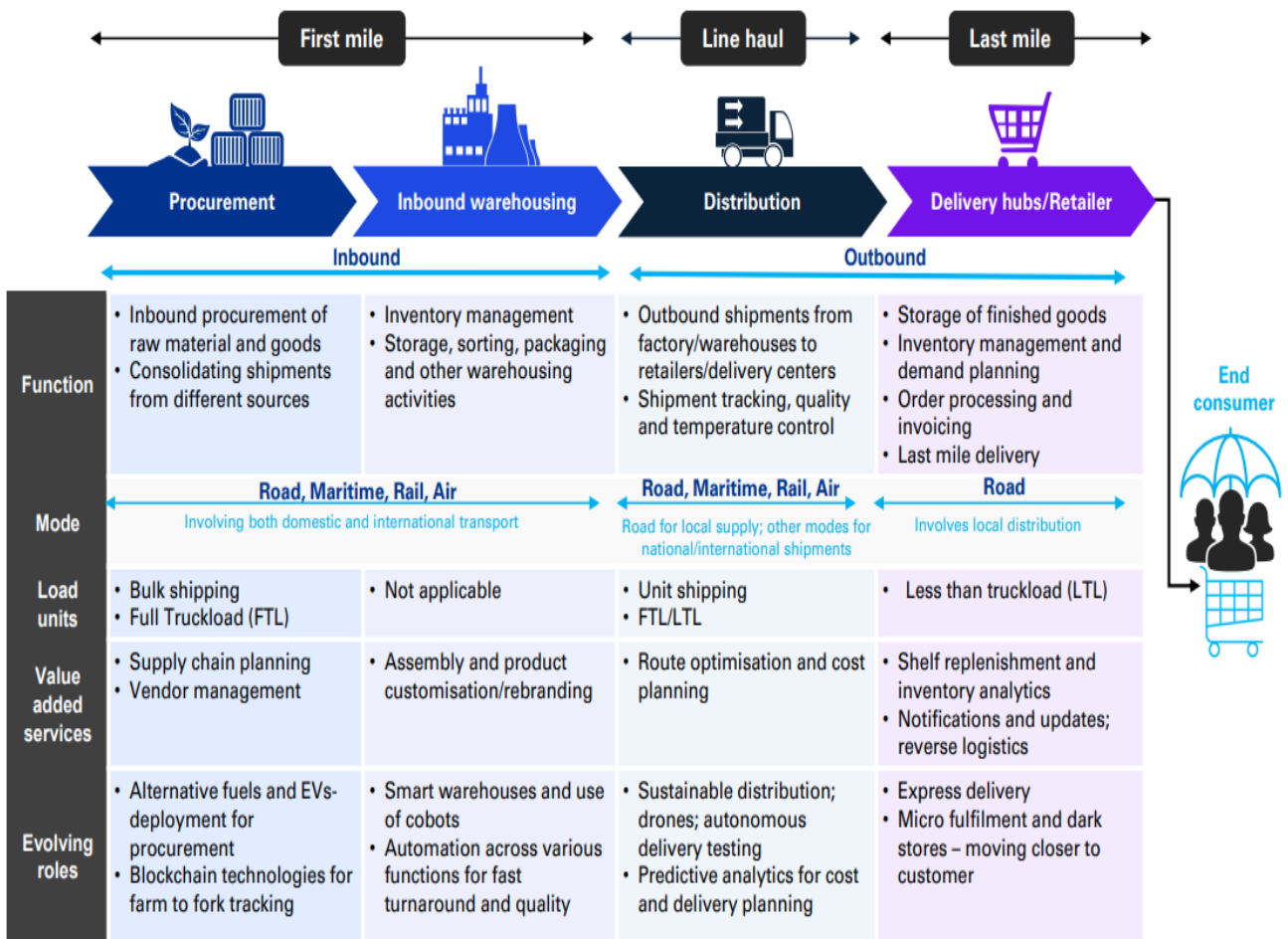
**Value added services**



Companies are increasingly evaluating the efficiencies of on-demand warehousing as a cost-effective and flexible business solution, while some are shifting to a hub and spoke model.

- On-demand warehousing is an online marketplace model that leverages the power of app-based tools. It helps with warehousing space requirements and connect with logistics players who offer excess warehousing capacity on a pay-per-use basis
- By monetising unutilised storage spaces, warehousing players can save themselves from bearing considerable expense on surplus spaces in on-demand warehousing.
- Localisation of micro-fulfillment warehouses—citing facilities near high-population urban centers to enable faster and less expensive order fulfillment (Depending on the company, these warehouses may be stocked from larger distribution centers in a hub-and-spoke model or receive product directly from the manufacturer).

**Logistics Value chain**



(Source: <https://assets.kpmg.com/content/dam/kpmg/in/pdf/2022/10/The-logistics-and-warehousing-market-in-India.pdf>)

**Competitive Forces**

**Industry rivalry: High**

Highly fragmented industry with ~90 per cent small unorganised players.

Intense competition with several players offering undifferentiated yet competitive services.

### **Bargaining power of suppliers: Low**

Presence of large number of players reduces the bargaining power of suppliers, due to abundance of choice

- Lesser dependence on one supplier due to less complex service.
- However, players with large scale and differentiated offerings could have a competitive edge.

### **Threat of new entrants: High**

- Low barriers to entry making market entry easy.
- Moderate investment required.
- Technology advancement introducing new players (including startups, ecommerce players) into the industry.

### **Bargaining power of buyers: Moderate to high**

- Minimum differentiation and low switching costs gives high bargaining power to consumers.
- Consumers often tend to switch service providers, basis costs, flexibility and value-added services

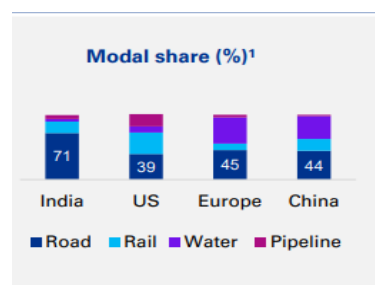
### **Threat of substitutes: Moderate**

- No other close substitute to logistics industry, apart from transportation services.
- Consumers have an option to switch to other modes (for instance, rail, instead of air freight).

## **Navigating through the challenges**

### **Skewed towards road transport**

- Rail's share in freight transportation in India has been declining over the years. In 2021, it accounted for ~18 percent share compared to 71 percent share for roads. While rail could be a cost-effective and efficient option, companies are still not deploying it due to time constraints and lack of flexibility.
- Cost of road transport is much higher (INR2.5 per tonne/km compared to INR 1.35 per tonne/km for rail and INR1.1 per tonne/km for water).



### **Lack of visibility**

- Supply disruption has been a major cause of concern in the recent times. Several logistics firms have struggled or continue to struggle with deliveries due to lack of visibility across suppliers and routes.

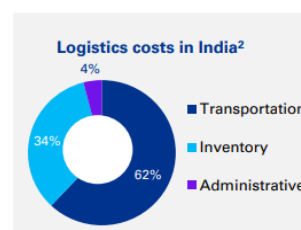
- This eventually has an impact on the whole value chain, delaying production as well.

**Nearly 94 per cent of the Fortune 1000 companies experienced supply chain disruptions during the pandemic.<sup>3</sup>**

**Disruptions cost three out of every 10 containers to miss their scheduled sailing, thereby affecting their scheduling reliability.<sup>4</sup>**

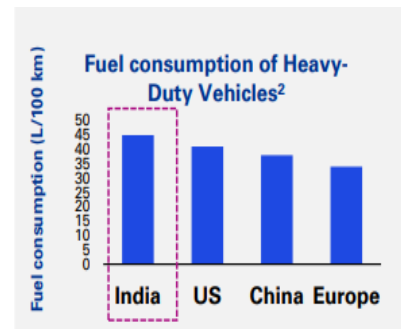
### **High logistics costs**

- Logistics costs in India are significantly high, accounting for 14 percent of the GDP,<sup>2</sup> much higher than other large economies.
- Driven by high transportation cost, this can be attributed to low efficiency; under utilisation of trucks, skewed modal share, and obsolete technologies



## Issues around environmental impact

- With a very high share of road transport, India's freight activity deploy internal combustion engine (ICE) vehicles, mostly powered by diesel. Penetration of EVs in freight is less than 1 percent, with players posing reluctance to switch to alternate fuels.
- Moreover, trucks in India have poor fuel economy, which negatively impacts the environment.



## Surging land prices

- Logistics and warehousing companies are faced with a growing challenge of increasing land prices and unavailability of suitable land parcels. Increasing competition for a suitable land parcel with several complexities around regulations is further adding to uncertainty.
- Since Indian warehouses are experiencing horizontal development with more requirement of land, increasing prices could further add to incremental costs.

## Government Initiatives

The government has initiated various steps to boost the logistics sector, such as follows:

### 1) National Logistics Policy

- The government has planned to release the National Logistics Policy. The planning of the strategy involved detailed conversations on the supply and demand sides with all central ministries and takes a broad view of the sectors defining precise action points.
- The proposed policy's objective is to boost the nation's economy and corporate competitiveness by establishing an integrated, seamless, effective, dependable, green, sustainable and cost-efficient logistics network that makes use of best-in-class tools, procedures and qualified personnel.
- The policy aims to reduce the logistics cost, which stands at 14% of GDP to 9-10%. The strategy will establish a single-window e-logistics market and emphasize developing skills, competitiveness and employment for MSMEs.

### 2) National Logistics Law

A national logistics law has been drafted and is under consultation. Through a unified legal framework for the paradigm of One Nation, One Contract, it would support the One Nation, One Market objective and provide a flexible regulatory environment (single bill of lading across modes).

- The law's provisions will make it possible to assign a distinct logistics account number in place of cumbersome registration processes.

### 3) Logistics Master Plan

- This initiative is in the works which takes a geographical strategy as opposed to an industry approach. Several projects and activities will be integrated into the plan to expand the mix of intermodal and/or multimodal transportation.

- Coordinated construction of relevant infrastructure (gas and utility pipelines, optical fibre cable networks) is planned to prevent problems in the future. An Inter-Ministerial Committee will be used to supervise the master plan's execution.
- The state and local logistics strategies will be created in coordination and cooperation with the federal plans.

#### **4) National Multimodal Facilities and Warehousing**

- In order to promote intermodal and Multimodal Logistics Parks (MMLPs) as a separate class of infrastructure and to encourage efforts with a national registry of multimodal facilities to enable price discovery, ensure optimal utilization, and support planned development, the National Grid of Logistics Parks and Terminals is being planned.
  - Furthermore, the government has begun to devise certain standards and guidelines that will be implemented for the development of warehousing. The government plans to optimize procedures for obtaining clearances that make the procedure of establishing warehouses more efficient, along with setting up a system for rating and certifying those warehouses for excellence.
  - The Logistics division has designed a digitization initiative to provide an integrated IT foundation that would boost productivity, reduce wasteful travel and provide a slick user experience.
    - The standards for the National Logistics Platform (iLOG) are currently being finalized in conjunction with the Ministry of Electronics and Information Technology (MEiTY).
    - The iLOG will work to integrate a single platform for the various IT solutions that have been developed by various stakeholders, including logistics service providers, purchasers, and central and state government agencies such as customs, Directorate General of Foreign Trade (DGFT), railways, ports, airports, inland waterways and coastal shipping.

#### **5) National Logistics Workforce Strategy**

- For the integrated skill development of professionals in the logistics sector, the government is developing a national logistics workforce strategy.
- Building on the framework of skill development centers already in place, which are currently based on modes of transportation, it is planned to enable cross-sectoral exchange of ideas and best practices as well as create a workforce of professionals who will be the primary force behind the development of logistics in the nation.
- The approaches include a coordinated effort to analyse and address present and future skill needs, mainstreaming logistics education and training in regular formal education from school through post-graduate level, and introduction of a Certified Logistics Professional (CLP) scheme, and to incentivize the engagement of such professionals.
- The Driver Employment and Empowerment Programme is one of the strategies, and it aims to lower logistics costs by making truck driving a desired career due to the severe scarcity of truck drivers.

#### ***Recent Developments***

- India moves up six positions to rank 38 out of 139 nations in the 7th edition of the Logistics Performance Index (LPI 2023). Moreover, India has made significant progress on 4 of the 6 LPI metrics.
- According to the Ministry of Commerce & Industry, the government has also invested in trade-related soft and hard infrastructure that connects port entrances on both coasts to economic zones in the hinterland.
- The government credited its PM GatiShakti National Master Plan, launched in October 2021. It was also stated that PM GatiShakti addresses the rising need of reshaping the logistics landscape because of issues such as rapid urbanisation, changing energy choices, e-commerce, the need to establish resilient supply chains, and so on.
- According to the Ministry, the National Logistics Policy (NLP), which serves as a guiding document for states and union territories looking to develop logistics policies, has helped enhance India's position. The NLP focuses on

switching to more environmentally friendly fuels and energy-efficient modes of transportation to reduce the carbon footprint.

- An official stated that “This is a strong indicator of India’s global positioning, with this development being powered by our Government’s laser focus on reforms for improving logistics infrastructure”.
- Furthermore, the Ministry stated that the NICDC's Logistics Data Bank project, which involves attaching radio frequency identification (RFID) tags to containers, has been in operation since 2016 in the Western part of India, with plans to expand to the entire country by 2020. The Logistics Data Bank project also encourages healthy competition among ports by providing data on performance benchmarking, congestion, dwell time, speed, and transit time analysis.
- The Commerce Ministry even stated that initiatives such as Sagarmala and Bharatmala have played a critical role in increasing India's logistics efficiency.
- As of January 6, 2023, India’s foreign exchange reserves stood at US\$ 561,583 million.
- 1,261 deals were recorded of more than US\$ 46 billion of Private Equity (PE) – Venture Capitalist (VC) investments in 2022. 111 mega transactions (rounds of US\$ 100 million or more) totaling US\$ 31 billion were completed in 2022.
- Merchandise exports in March 2023 stood at US\$ 38.38 billion, with total merchandise export of US\$ 447.46 billion during the period of April-March 2023. The overall exports (merchandise and service exports) in 2022-23 was estimated at US\$ 770.18, exhibiting a positive growth of 13.84%.
- India ranks 3rd position in the global number of scientific publications further improving India’s Global Innovation Index (GII) rank from 81st in 2014 to 40th in 2022.
- PMI Services remained comfortably in the expansionary zone at 57.8 in the month of June 2023.

## OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” on page 17 for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” on page 25 as well as “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 165, 203 respectively for a discussion of certain factors that may affect our business, financial condition, or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelve-month period ended March 31 of that year. In this section, a reference to the “Company” or “we”, “us” or “our” means Blue Water Logistics Limited.

### OVERVIEW

#### COMPANY OVERVIEW

Originally Blue Water Logistics was formed as a partnership firm vide registration no. 632 in the year 2010. Later it converted into a private limited company in the name and style of “Blue Water Logistics Private Limited” through a certificate of incorporation dated August 22, 2022 bearing Corporate Identification Number U63030TG2022PTC165815. Subsequently, our Company was converted into public limited company pursuant to a shareholders’ resolution passed at an Extra Ordinary General Meeting held on May 30, 2024 and name of our Company was changed from Blue Water Logistics Private Limited to “Blue Water Logistics Limited” and a fresh Certificate of Incorporation dated July 25, 2024, was issued by Registrar of Companies, Central Registration Centre. As on date of this Draft red herring prospectus, the Corporate Identification Number of our Company is U63030TG2022PLC165815.

#### BUSINESS OVERVIEW

M/s Blue Water Logistics (BWL) was established in 2010 as a partnership firm between one of our promoters Laxmi Narayan Mishra and Lalit Panda, for providing comprehensive end-to-end logistics solutions, ensuring that clients could depend entirely on our expertise for all aspects of shipping goods both within India and internationally. Thereafter, in 2017, Madhusmita Mohanty and Supriya Mishra have joined the partnership firm and initial partners were retired. Later in 2022 to further enhance our operational capabilities and to capitalize the advantages of corporate structure, our company has been formed by converting the said partnership firm. Post conversion, the Partners of the Firm and their Spouses were appointed as Promoters and Directors of the company and since then they are looking after the overall business operations of the company. Below are the restated financials of the partnership firm, M/s Blue Water Logistics and our Company:

(Amount in Lakhs)

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Firm)	
	For the period/year ended			
	March 31, 2024	September 01, 2022 to March 31, 2023	August 31, 2022	March 31, 2022
Revenue from operations	13867.37	9798.24	8466.90	15840.90
Gross Profit	1,580.14	768.61	443.48	884.96
EBITDA	1097.11	458.72	279.90	529.59
EBIT	1001.56	407.45	266.02	510.59
PAT	588.64	154.06	104.31	243.77

We manage every aspect of shipping process, offering end to end shipping solution designed to allow our clients to concentrate on their core activities. Our services begin with collecting shipments directly from the clients and goes



on till delivering the shipments at their intended destination. This integrated approach was developed in response to the increasing demand for cohesive logistics services, ensuring that clients receive a seamless experience from start to finish. The partners of BWL recognized the fragmented nature of the logistics industry and aimed to consolidate services under a single brand to streamline operations and enhance service delivery. Our company has a well-defined sales process designed to handle customer requests efficiently while maintaining confidentiality. The process begins when a customer reaches out for services, which may include export/import (air or sea), transportation of goods, or other logistics solutions. Each request is directed to the respective sales manager based on the customer's location. The sales manager then coordinates with the pricing team to obtain detailed quotes for the requested services. These quotes include the base costs of the services plus a margin added by us to ensure profitability. Once the final quote is prepared, it is shared with the customer for review and approval.

Upon receiving confirmation from the customer, the process moves to the purchase department. This team is responsible for finalizing negotiations with vendors, ensuring that all documentation is handled with strict confidentiality. This step is crucial to protect sensitive information and to establish secure agreements with service providers. The final stage involves the actual delivery of the requested services to the customer. After the services are rendered, both sales and purchase invoices are issued to document the transactions. This comprehensive approach not only streamlines the handling of customer requests but also ensures that all stages of the process are managed with attention to detail and confidentiality. By maintaining a structured and transparent sales process, we enhance customer satisfaction and operational efficiency.

We are a logistics company located in Hyderabad, primarily in Supply Chain Management (SCM) and operating in major States of India. Our supply chain management involves overseeing and coordinating the entire flow of goods from the point of origin to the final destination. We have streamlined customs clearance for both exports and imports, ensuring seamless compliance and efficiency. Our supply chain involves managing custom clearances and providing warehouse and storage facility, liaison with Shipping Corporation of India, Custom department and other regulatory authorities. Our supply chain involves shipping cargo/parcels through Air, Sea, Road and Railway (including project logistics). It includes managing custom clearances and providing warehouse and storage facility, liaison with Custom department and other regulatory authorities etc. We are undertaking the following Logistic Activities, and our business model is divided into 4 categories:

<b>Supply Chain Management</b>	Cargo Handling
	Transportation
	Warehouse and Distribution
	Other Services (including coastal movement).

Our supply chain management includes cargo handling for delivering the shipments from the origin to final destination this can be done either from sea route or air route. Cargo Handling includes Cargo Collection, Transport to/from the Port, Customs Clearance loading/ unloading, storing and handling, packing fumigation services, packaging services etc.

Our transportation segment is closely interconnected through cargo handling segment. It includes delivering the cargo to seaport or airport either through commercial trucks/trailer or through railway or both for exporting the cargo to other countries as well as delivering the shipment into India whether the cargo originates from India or overseas.

Our warehousing and distribution segment comprises storing products in a warehouse while transporting and offering services such product mixing, packaging, order-fulfilment, and other ancillary customer services.

Our other services include services which requires in maintaining quality of our services and integrity of our overall supply chain management and includes costal movement.



## (a) Cargo Handling

Our cargo handling segment involves the coordination and management of whole transportation process. This includes Cargo Collection, Transport to/from the Port, Customs Clearance loading/ unloading, storing and handling, packing fumigation services, packaging services etc. Our Freight Forwarding Segment manages the logistical and administrative tasks to ensure seamless transportation from origin to destination.

We deliver the cargo from the origin to final destination. This is being done through 2 routes (1) shipment through sea route (2) shipment through air route.

In addition to this, for facilitating the air cargo imports and exports, we have registered with International Air Transport Association (IATA) who is the trade association for the world's airlines, representing some 330 airlines over 80% of global air traffic and with the International Federation of Freight Forwarders Associations (FIATA), is a non-governmental, membership-based organisation having 113 Association Members and more than 6,000 individual members. And to shipping the goods from sea including exporting and importing, we avail services of Container Corporation of India Limited ("CONCOR") for space for warehousing and The Shipping Corporation of India Limited ("SCI") for taking container on lease.

### 1. Shipment through sea route

We manage and specialized in shipment through sea route, it includes both exporting and importing of cargo. Through sea route we deliver the cargo in 2 ways i.e., FCL (Full Container Load) & LCL (Less than Container Load):

- **Full Container Load (FCL):** A Full Container Load is a shipping arrangement where we ship an entire container exclusively for a single customer to transport their goods. FCL is typically chosen for larger shipments when a shipper has enough goods to fill a container or when customer wants to ship their goods exclusively. This method offers advantages to our customers, including better security, reduced risk of damage or contamination from other goods, and are lower per-unit shipping costs compared to less-than-container load shipping.
- **Less than Container Load (LCL):** It is a shipping method where multiple customers' cargo is consolidated into a single container, allowing them to share the container space and associated costs. This method allows us to deliver many cargos in a single container of various customers which are either not too big for FCL or that do not fill an entire container. The consolidated cost of LCL is higher than the FCL however, for smaller loads it is a cost-effective solution.

In LCL shipping, the cargo is grouped with goods from other customers, which can lead to more complex logistics and a higher risk of damage or delays compared to Full Container Load (FCL) options. However, LCL is helpful for businesses with irregular or smaller shipping needs, as it provides flexibility and efficiency by reducing the need to wait until a full container is available.

### STEP WISE ACTIVITY FOR SHIPMENT THROUGH SEA ROUTE

- a. Cargo Collection** – The first step involves collecting the cargo from the sender. For exports, we procure the cargo directly. For imports our service is engaged once the cargo arrives at the customs port where we collect the cargo by receiving the goods from custom and deliver the goods to the recipient.
- b. Transport to the Port** – Once we receive the cargo, we prepare for their transportation to customs port, which may involve delivery by road, rail, air or thorough the sea vessel. However, in case of cargo is being imported, we do not engage in transportation in any manner until the cargo arrives India.
- c. Fumigation & Packaging Services** – Once the cargo reaches the port it will be delivered to the custom bonded warehouse where it will be packed so that it can be in compliance of sea transport norms and can be transported without any damage.

- d. **Customs Clearance** – Once the cargo reaches the custom port either for leaving or entering the country, we prepare and submit the necessary documentation to ensure that the cargo meets all regulatory requirements.
- e. **Transport from the Port** – This process only involves when cargo being imported into India, where we handle the delivery of cargo to the recipient after it has cleared customs at the port.
- f. **Load on Vessel** – After receiving the custom clearances, we load the goods on container and load the said container of vessel.
- g. **Destination Port** – Once the cargo leaves our country the same is being delivered to the customs port of the country where it needs to be delivered.
- h. **Delivery to Consignee** –After reaching to destination country we cannot control the shipment of cargo and for door delivery services we approach the logistics companies operating in that country to deliver the cargo to the destination. To arrange door-to-door delivery, we engage local logistics companies operating in that country to handle the delivery of the cargo to its final destination.

## 2. Shipment though air route

For shipping through air wherever we need to deliver the cargo in high-priority or the cargo itself is time-sensitive goods. The process begins with careful preparation and packaging of the cargo, ensuring it meets airline and international regulations. Upon arrival to destination country, it is unloaded, cleared through customs, and delivered to its final destination.

### STEP WISE ACTIVITY FOR SHIPMENT THOUGH AIR ROUTE

- a. **Cargo Collection** – The first step involves collecting the cargo from the sender. For exports, we procure the cargo directly from customers. For imports our service is engaged once the cargo arrives at the airport where we collect the cargo by receiving the goods from custom and deliver the goods to the recipient.
- b. **Transport to the Airport** – Once we receive the cargo, we prepare for their transportation to Airport, which may involve delivery by road, rail, air or thorough the sea vessel. However, in case of cargo is being imported, we do not engage in transportation in any manner until the cargo arrives India.
- c. **Fumigation & Packaging Services** – Once the cargo reaches the port it will be delivered to the custom bonded warehouse where it will be packed so that it can be air transport compliance and the cargo can be delivered without any damage.
- d. **Customs Clearance** – Once the cargo reaches the custom port either for leaving or entering the country, we prepare and submit the necessary documentation to ensure that the cargo meets all regulatory requirements.
- e. **Transport from the Airport** – This process only involves when cargo being imported into India, where we handle the delivery of cargo to the recipient after it has cleared customs at the Airport.
- f. **Load on Vessel** – After receiving the custom clearances, we load the goods on container and load the said container of vessel.
- g. **Destination Country** – Once the cargo leaves our country the same is being delivered to the customs port of the country where it needs to be delivered.

## (b) Transportation

We are capable to transporting the shipments from all routes, which provide us the leverage to move the shipments at most effective manner to their destination and can handle those shipments which involves more than one means of transport. Our company equipped to manage logistics across sea, air, and land, offering a comprehensive suite of solutions tailored to diverse needs. This multi-modal approach optimizes our logistics and supply chain operations and safeguard us to risk associated with it on providing services on a particular mode of transport. We have not entered into any long-term contract relating to shipment and our shipping business revolves around is a one-time enquiry shared by the customer over telephone or email seeking transportation services.

We can classify ourselves as a third-party logistics company for our customers who have outsourced their logistics services to us. We are acting as third-party logistics company providing services from origin to end destination, including transportation, warehousing, distribution, order processing, shipping, receiving and other logistical functions to our customers. We do take all these needs of our customers into account and specialises in more seamless provision of services.

Our Transportation segment is closely interconnected with cargo handling and supply chain management. We specialize in providing Business-to-Consumer (B2C) transportation services, which are essential for delivering products directly to customers. The Transportation segment has made significant contributions to our revenue over the past financial years. Specifically, it accounted 63.56% for March 31, 2024, and for 79.19% for March 31, 2023 of Company and 83.83% for the August 31, 2022 and 83.37%, for March 31, 2022 of partnership firm of our total revenue from operations. As of March 31, 2024, our fleet comprises 15 Commercial Trailers that are fully owned by us. In addition to our owned Trailers, to address fluctuating demand and operational requirements efficiently, we procure services from various third-party Trailer Operators, with whom we do not have any formal agreement. On average, we utilize third-party Trailers for approximately 150 trips a month. Further, we intend to procure 15 more Commercial Trailers from the Net Issue Proceeds. For further details regarding the same, please refer to chapter titled "*Object of the Issue*" beginning from page 80.

### STEP WISE ACTIVITY FOR CARGO HANDLING

#### 1. Shipment thorough truck

- a. **Cargo Collection** - The first step involves collecting the cargo from the Customer.
- b. **Road Transport** – After the cargo is received, the same is loaded to Trailer for transporting to their destination.
- c. **Delivery to Customer** – The cargo is delivered to the Customer.

#### 2. Shipment through Railway

- a. **Cargo Collection** - The first step involves collecting the cargo from the Customer.
- b. **Transport to Railway** – Once the order is secured, we arrange transportation from origin to railway.
- c. **Railway to Customer** – After receiving the cargo at train, we ship to its final destination. It may involve the transportation from railway station to final destination.

## (c) Warehousing and Distribution

Our warehousing and distribution management involves storing the shipments in a warehouse while offering services like packaging, cross-docking, order-fulfilment, and other allied customer services. Warehousing and Distribution are the essential element in our whole process of shipping. The Warehousing and Distribution segment is also closely connected with other 2 (Two) division i.e., Supply Chain Management and Transportation.

We provide custom-controlled warehouse facility (also known as bonded warehousing facility) taken from third party bonded warehouse provider i.e., Container Corporation of India Limited (“CONCOR”) a public sector undertaking Company for sea cargo and from GMR Airports Infrastructure Ltd (“GMR”) for air cargo.

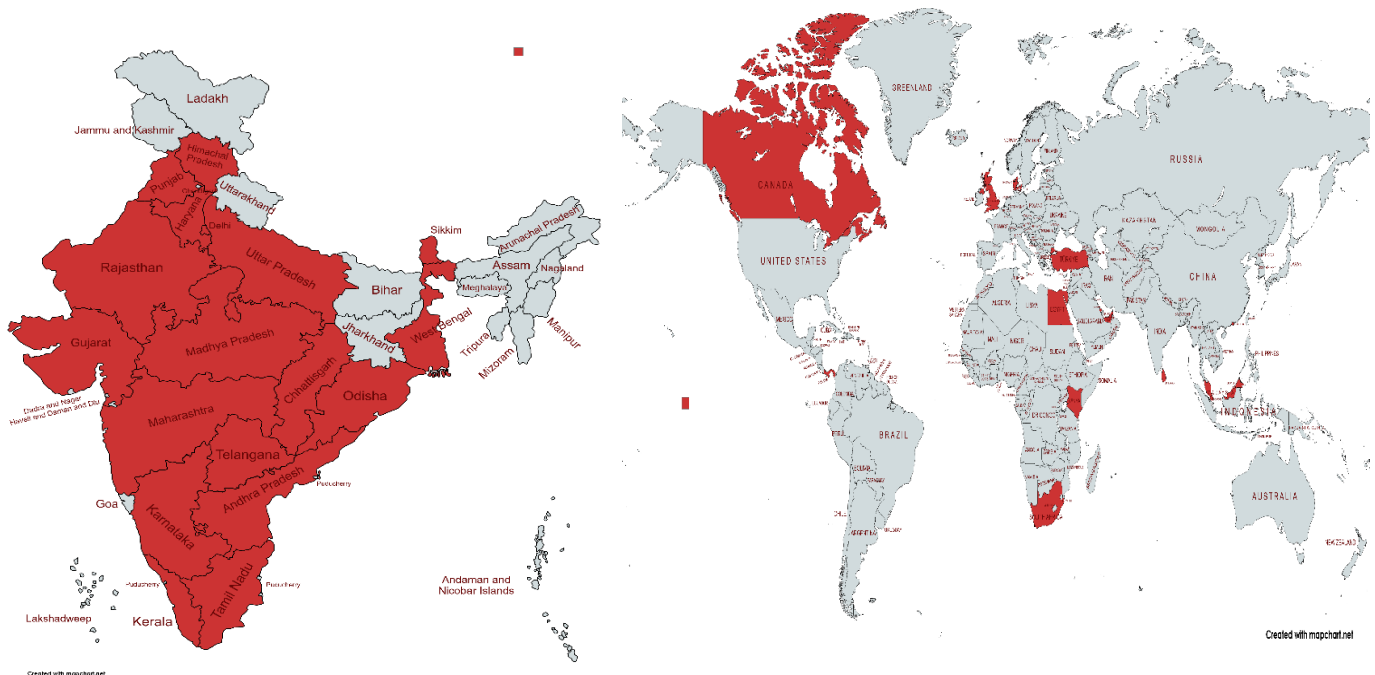
Our warehousing solutions address the specific needs of target customers, including flexible storage options, value-added services such as pick-and-pack, and customizable terms to accommodate fluctuating inventory levels. This also enable us to ensure the smooth flow of goods from one place to another. This facility generally required when the cargo is being exported and imported and the cargo is being held with CONCOR until the cargo receives requisite custom clearances. These warehousing facilities are cost effective which enable us to make the shipments more cost friendly.

Distribution, on the other hand, is the planning and execution of moving these goods from warehouses to their final destinations. For efficient distribution of our cargo, we have taken membership of JCTrans which is the leading enterprise in the international logistics B2B platform.. The membership with JCTrans helps us to deliver the consignment outside India.

**(d) Other services (including coastal movement)**

In addition to our defined services aforesaid, we also provide other allied services relating to the shipment services for making our cargo accessible such as Custom Clearance, Fumigation Services, Break Bulk Handling and Stevedoring, Vessel Agency Services, Palletization and Export Packaging, Mini Bulk Carriers (MBCs), Chartering. However, such operations are very limited in our operations.

**GEOGRAPHICAL PRESENCE**



**REVENUE BIFURCATION**

**Business Vertical Wise Revenue Bifurcation**

*(Amount in Lakhs)*

Particulars	For the Year/Period Ended							
	March 31, 2024	%	March 31, 2023	%	August 31, 2022 <sup>^</sup>	%	March 31, 2022	%

Cargo Handling	7,585.71	54.70	7,346.80	74.98	6,765.24	79.90	12,554.27	79.25
Transportation	1,228.62	8.86	412.35	4.21	332.49	3.93	651.95	4.12
Warehousing and Distribution	3,113.35	22.45	1,187.95	12.12	832.99	9.84	1,394.81	8.81
Other services (including coastal movement)	1,939.69	13.99	851.13	8.69	536.17	6.33	1,239.87	7.83
<b>Total</b>	<b>13,867.37</b>	<b>100.00</b>	<b>9,798.24</b>	<b>100.00</b>	<b>8,466.90</b>	<b>100.00</b>	<b>15,840.90</b>	<b>100.00</b>

^ Financial Year starting from the date of incorporation i.e., August 22, 2022

### **Geographical-wise revenue bifurcation**

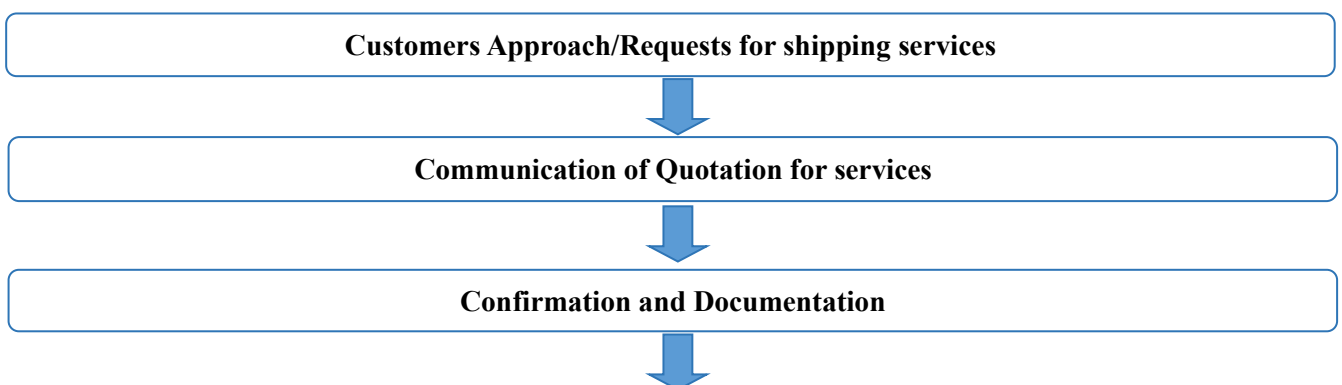
(Amount in Lakhs)

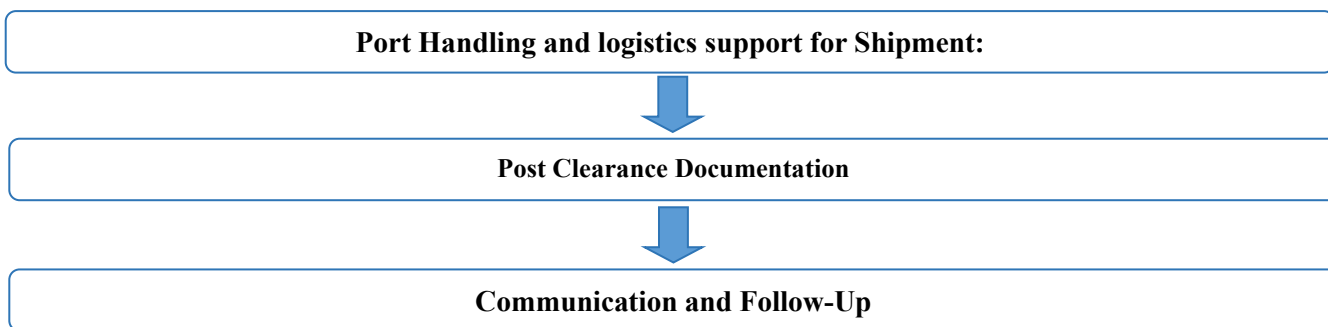
Particulars	For the Year Ended							
	March 31, 2024*	%	March 31, 2023*	%	August 31, 2022^	%	March 31, 2022	%
<b>Domestic</b>								
Telangana	6551.52	47.24	4701.69	47.99	4202.06	49.63	9875.02	62.34
Gujarat	3939.30	28.41	1858.54	18.97	1235.08	14.59	2587.74	16.34
Maharashtra	1419.09	10.23	844.88	8.62	480.05	5.67	649.54	4.10
Rajasthan	432.30	3.12	370.71	3.78	449.27	5.31	608.16	3.84
Uttar Pradesh	266.40	1.92	111.64	1.14	101.09	1.19	79.03	0.50
Andhra Pradesh	248.33	1.79	463.70	4.73	302.44	3.57	594.16	3.75
Uttarakhand	215.18	1.55	0.92	0.01	0.00	0.00	0.00	0.00
Delhi	119.35	0.86	117.41	1.20	90.74	1.07	239.53	1.51
Tamil Nadu	55.95	0.40	120.71	1.23	532.62	6.29	184.96	1.17
Others	420.65	3.03	236.06	2.41	16.30	0.19	23.09	0.15
<b>Total – Domestic</b>	<b>13668.08</b>	<b>98.56</b>	<b>8826.26</b>	<b>90.08</b>	<b>7409.65</b>	<b>87.51</b>	<b>14841.23</b>	<b>93.69</b>
<b>Oversees</b>								
Africa	57.56	0.42	11.67	0.12	11.00	0.13	149.47	0.94
UAE	55.47	0.40	64.49	0.66	84.00	0.99	60.53	0.38
England	47.63	0.34	298.88	3.05	523.39	6.18	0.00	0.00
Hong Kong	14.72	0.11	56.90	0.58	26.59	0.31	0.00	0.00
Panama	10.09	0.07	0.00	0.00	17.94	0.21	30.17	0.19
Others	13.82	0.10	540.04	5.51	170.05	2.01	148.76	0.94
<b>Total - Oversees</b>	<b>199.29</b>	<b>1.44</b>	<b>971.98</b>	<b>9.92</b>	<b>832.97</b>	<b>9.84</b>	<b>388.94</b>	<b>2.46</b>
<b>Grand Total</b>	<b>13867.37</b>	<b>100.00</b>	<b>9798.24</b>	<b>100.00</b>	<b>8242.62</b>	<b>97.35</b>	<b>15230.17</b>	<b>96.15</b>

\*States where total revenue is less than one percent are clubbed into others. The states which clubbed are Karnataka, Madhya Pradesh, Odisha, Jharkhand, Haryana, Punjab Chhattisgarh, West Bengal, Bihar, Goa, Chandigarh, Kerala, Himachal Pradesh and Sikkim.

^ Financial Year starting from the date of incorporation i.e., August 22, 2022

### **Business Flow Process for shipment**





**Customer Acquisition and Approach:** For shipping (India or overseas), we connect customers primarily through open market inquiries or by responding to requests submitted directly by customers.

**Communication of Quotation for services:** Upon receiving these requests, we gather initial details regarding the cargo, including its nature, mode of shipment, and other relevant information. Based on this same, we provide our pricing quotation tailored to the specifics for finalization of shipment.

**Confirmation and Documentation:** After securing shipment from the Customer, we start by confirming all shipment details and exchanging necessary documentation, including commercial invoices and packing lists. This involves preparing and processing essential documents, including invoices, packing lists, bills of lading, certificates of origin, and customs declarations. We ensure that all documentation adheres to relevant regulations and accurately reflects the goods being shipped. Additionally, we coordinate with customs authorities and other stakeholders to facilitate smooth customs clearance and ensure timely delivery of goods. Utilizing our technology-driven setup, we continuously monitor each consignment and its associated documentation to maintain accuracy and efficiency throughout the shipping process. Further, we also ensure whether any specific procedure such as Fumigation or any other specific procedure asked is required to be carried out before such cargo is in movement.

**Securing Custom Clearances:** We then prepare for necessary customs declaration documents either electronically or manually, ensuring precise details such as exporter/importer information, commodity classification (HS code), quantity and value of goods, country of origin, and the port of loading (for exports) or port of entry (for imports). Once the declaration is obtained, we submit the shipping bill (for exports) or Bill of Entry (for imports) along with all supporting documents to the customs department. We coordinate with customs officials for the inspection, assessment of duties and taxes, and clearance of goods. Further, before shipment we also ensure that whether any specific procedure such as Fumigation or any other specific procedure asked by customers is required to be carried out before such cargo is in movement.

**Port Handling and logistics support for Shipment:** We coordinate with port authorities to manage the handling, loading (for exports), unloading (for imports), and clearance of goods at the port. Our experienced team ensures efficient handling and transfer of goods throughout various stages of the logistics process. During loading, we oversee the secure and accurate placement of goods onto transportation vehicles, ensuring all documentation is in order. For unloading, we supervise the safe removal of goods from transport vehicles, verifying their condition and quantities against the relevant documentation. This approach ensures the smooth and timely delivery of goods, compliance with import and export regulations, and optimization of the supply chain process for both importers and exporters. Further, as per the requirement of customer, we arrange for transportation of goods from/to the port to/from the client's designated location or warehouse, as the case may be.

**Post-Clearance Documentation:** Our responsibilities include obtaining and providing the necessary post-clearance documents, such as the Bill of Lading, Airway Bill, Delivery Order, Certificate of Origin, and any other

required certificates. We ensure that our clients receive copies of all clearance and post-clearance documents for their records and compliance purposes.

**Communication and Follow-Up:** We maintain consistent communication with our clients regarding the status of clearance, shipment, logistics, and any updates or requirements from customs or other authorities. Additionally, we address any issues, queries, or discrepancies that arise during the clearance and logistics process to ensure the timely delivery of goods and full compliance with import/export regulations and procedures.

### OUR CERTIFICATES AND ACCREDITATIONS:

- Member of International Federation of freight forwarders Association (FIATA)
- IATA Certification
- Member of Chinese Logistic Network, JC Trans
- MTA Certification
- Member of Federation of Freight Forwarders’ Associations in India

### SWOT ANALYSIS

STRENGTHS	WEAKNESSES
<b>Comprehensive Services:</b> Provides end-to-end logistics solutions including FCL, LCL, import/export, trucking, fumigation, palletization, break bulk handling, vessel agency services, mini bulk carriers, and chartering.	<b>High Dependence on Sea Cargo:</b> Limited diversification in other modes of transport, such as air cargo (excluded from the current focus).
<b>Strong Infrastructure:</b> Owns and operates a fleet of trailers. Investment in infrastructure and equipment such as forklifts, bunkers, trailers.	<b>Capital-Intensive Operations:</b> Significant investment required for maintaining and upgrading fleet and equipment.
<b>Nationwide and Global Reach:</b> Presence at major and minor ports across India. Registered at multiple airports for air cargo (although not included in the focus).	<b>Operational Complexities:</b> Managing a wide range of services can lead to operational inefficiencies.
<b>Established Network:</b> Strong network and relationships with major ship owners and trailer operators. Effective coordination with suppliers and international clients.	<b>Regulatory Compliance:</b> Constant need to comply with varying international and domestic regulations.
<b>Government Initiatives:</b> Leverages government initiatives like dedicated freight corridors, road and rail network extensions, and the National Logistics Portal for digital transformation.	<b>Market Fragmentation:</b> Highly fragmented market with numerous competitors offering similar services.

OPPORTUNITIES	THREATS
<b>E-commerce Growth:</b> Rapid growth in e-commerce driving demand for efficient logistics solutions.	<b>Economic Volatility:</b> Economic downturns and global supply chain disruptions impacting logistics demand.
<b>Government Policies:</b> Benefiting from policies aimed at reducing logistics costs and improving infrastructure.	<b>Geopolitical Tensions:</b> Political instability and trade wars affecting international shipping routes.
<b>Technological Advancements:</b> Adoption of advanced technologies like transportation management systems (TMS) and warehouse management systems (WMS).	<b>Regulatory Changes:</b> Frequent changes in regulations and trade policies impacting operations.



<b>Expansion into New Markets:</b> Potential to expand services to new geographic regions and industries.	<b>Rising Competition:</b> Increasing competition from both established players and new entrants.
<b>Sustainability Initiatives:</b> Increasing focus on sustainable logistics practices and green supply chains.	<b>Technological Disruption:</b> Rapid technological changes requiring continuous investment and adaptation.
<b>Digital Transformation:</b> Digital India and Bharat Net initiatives supporting the digital transformation of logistics operations.	<b>Environmental Regulations:</b> Stricter environmental regulations leading to increased operational costs.

## **Key Performance Indicator of Our Company**

*(Amount in lakhs, except EPS, % and ratios)*

Particulars	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
Revenue from operations <sup>(1)</sup>	13867.37	9,798.24	8,466.90	15,840.90
EBITDA <sup>(2)</sup>	1,056.92	391.66	239.23	459.46
EBITDA Margin (%) <sup>(3)</sup>	7.62	4.00	2.83	2.90
EBIT <sup>(4)</sup>	961.37	340.40	225.36	440.46
ROCE (%) <sup>(5)</sup>	0.62	0.34	0.20	0.28
Current ratio <sup>(6)</sup>	1.45	1.38	1.32	1.54
Operating cash flow <sup>(7)</sup>	423.17	-1,414.60	924.51	-872.33
PAT <sup>(8)</sup>	588.64	154.06	104.31	243.77
PAT Margin (%) <sup>(9)</sup>	4.24%	1.57%	1.23%	1.54%
Net Worth <sup>(10)</sup>	942.70	354.06	525.73	880.08
ROE/ RoNW (%) <sup>(11)</sup>	0.62	0.44	0.20	0.28
EPS <sup>(12)</sup>	29.43	7.70	5.22	12.19

### **Notes:**

- (1) Revenue from operations is the revenue generated from operations by our Company.
- (2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses
- (3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- (4) EBIT is Earnings before Finance Cost and taxes.
- (5) ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long-term debt.
- (6) Current Ratio: Current Asset over Current Liabilities
- (7) Operating Cash Flow: Net cash inflow from operating activities
- (8) PAT is mentioned as profit after tax for the period.
- (9) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.
- (10) Net Worth means the aggregate value of the paid-up share capital and reserves and surplus of the company.
- (11) ROE: Return on Equity is calculated as PAT divided by shareholders' equity
- (12) EPS: Earning per share is calculated as PAT divide by Weighted No. of equity shares.

## **OUR COMPETITIVE STRENGTH**

### **1. Long standing business and track record**

Before incorporation of our company, our promoters are into this logistics industry from 2010 as a partnership firm founded by Laxmi Narayan Mishra and Lalit Panda, for providing comprehensive end-to-end logistics solutions, ensuring that clients could depend entirely on our expertise for all aspects of shipping goods both within India and internationally. We are not restricted to any location where we cannot ship the cargo and presently our presence can be located in all over India and overseas. Our network and quality service have been instrumental in establishing



our business lines and achieving synergies across them. The combination of our market presence and industry experience has led to cost efficiencies, enabling us to maintain high standards of service quality and reliability.

## **2. Extensive Network and Reach**

We are an integrated logistics company from India, primarily operating in (1) Supply Chain Management (SCM) (2) Transportation through Air, Sea, Road and Railway (including project logistics) (3) Warehousing and Distribution and (4) other services (including coastal movement). As on the date of Date of Draft red herring prospectus, we operate in major States of India. We are operating in the logistics industry for more than a decade from the inception of M/s Blue Water Logistics, a partnership firm.. Through our integrated operations, we can leverage synergies across different segments of cargo handling, transportation and warehousing facilities.

## **3. Wide range of logistics services**

We, being a multimodal transport operator, are capable of offering a wide range of logistics services tailored to meet the diverse needs of our clients. Our service offerings include ocean freight forwarding, customs clearances, transportation, and a range of value-added services designed to enhance service levels, reduce costs, and provide superior quality, scalability, and visibility across our clients' supply chains. Our logistics and transportation network, combined with a diversified service portfolio, enables us to attract and retain clients from various industry sectors.

## **4. Customer Relationship Management**

Our commitment to timely completion of assignments and our focus on quality have helped us to build strong relationships with clients. we are well-equipped to meet the varied needs of our clientele, providing customized solutions that address specific logistical challenges and requirements. We have completed or are currently undertaking assignments for a number of reputed clients. Given the range of our service offerings, we are able to cater to diverse requirements of our customers.

## **Our Business Strategy**

### **1. Market Diversification**

Objective: Enter new markets and expand service offerings to reduce dependency on specific regions or segments.

Approach: Identify emerging markets and invest in tailored logistics solutions to meet local demand and regulatory requirements.

### **2. Sustainability Initiatives**

Objective: Develop environmentally sustainable practices to meet consumer demand and regulatory pressures.

Approach: Implement green technologies, such as alternative fuels and energy-efficient engines, and pursue certifications for sustainable operations.

### **3. Digital Transformation**

Objective: Enhance operational efficiency and customer experience through digital innovation.

Approach: Invest in digital platforms and IoT solutions to improve fleet management, route optimization, and customer engagement.

### **4. Strategic Alliances and Partnerships**

Objective: Strengthen market position and expand service capabilities through strategic collaborations.

Approach: Form alliances with logistics providers, technology firms, and shipping lines to enhance service offerings and geographic reach.

## 5. Cost Management and Optimization

Objective: Maintain competitive pricing through effective cost management strategies.

Approach: Implement cost-saving measures, such as optimizing fuel consumption and reducing maintenance costs, while maintaining service quality.

## 6. Risk Management

Objective: Identify and mitigate potential risks to ensure business continuity.

Approach: Develop comprehensive risk management frameworks to address operational, financial, and environmental risks, enhancing resilience.

## Our properties

Type	Address	Date of Purchase/ Agreement	Leased/ Owned
Registered Office	H No.8-2-270/B/1/2, Block 3, 4 <sup>th</sup> Floor Uptown Banjara, Road No.3 Banjara Hills, Hyderabad, Telangana-500034	July 04, 2024	Leased
Employees' resident representative offices	Visakhapatnam - Mr. Mr. Sandipkumar Dwibedy	NA	NA
	Krishnapatnam - Mr. Ashokkumar Shee	NA	NA
	Chennai - Mr. Ashokkumar Shee	NA	NA
	Delhi - Mr. Jagatpati Dash	NA	NA
	Mumbai - Mr. Premal Figueiredo	NA	NA
	Jaipur - Mr. Ravinder Srivastava	NA	NA
	Jaipur - Mr. Virendra Kumawat	NA	NA

*\*We have appointed them as our Permanent Employees for Co-ordination, Execution and Business Development.*

## Raw Materials

Our company being engaged in freight forwarding, logistics, customs clearance, and project transportation. Hence, the segment in which we operate is a service-oriented company, we do not have any requirements for raw materials.

## Infrastructures & Utilities

### Power

Our Company does not require substantial amount of power except for the normal requirement of the offices of the Company for running systems which is procured from State Electricity Boards of respective States where our offices are situated

### Water

Adequate water resources are available and all requirements are fully met at the existing premises including water consumption.

### Transportation

As a company who is itself engaged in the transportation services, we owned 15 commercial trailers for the purpose of transportation. Apart from that, to address fluctuating demand and operational requirements efficiently, we procure services from various third-party trailer operators. On average, we utilize third-party trailers for approximately 150 trips a month. Details of owned trailers are as follows:

S. No.	Model No.	Vehicle Class	Registration No.	Date of Registration
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1.	Ashok Layland - UA4620/34 TT CC	Articulated Vehicle	TG09T1907	August 09, 2024
2.	Ashok Layland - UA4620/34 TT CC	Articulated Vehicle	TG09T1906	August 09, 2024
3.	Ashok Layland - UA4620/34 TT CC	Articulated Vehicle	TG09T1905	August 09, 2024
4.	Ashok Layland - UA4620/34 TT CC	Articulated Vehicle	TG09T1904	August 09, 2024
5.	Ashok Layland - UA4620/34 TT CC	Articulated Vehicle	TG09T1903	August 09, 2024
6.	Tata Signa - 4023.S	Articulated Vehicle	TS09UE3869	March 04, 2024
7.	Tata Signa - 4023.S	Articulated Vehicle	AP39VE1765	February 03, 2024
8.	Tata Signa - 4023.S	Articulated Vehicle	AP39VE1763	February 03, 2024
9.	Tata Signa - 4023.S	Articulated Vehicle	AP39VE1762	February 03, 2024
10.	Tata Signa - 4023.S	Goods Carriage-MMV	AP39VE1761	February 03, 2024
11.	Tata Signa - 4023.S	Articulated Vehicle	AP39VE1760	February 03, 2024
12.	Tata Signa - 4625.S	Articulated Vehicle	TS09UD7721	November 07, 2022
13.	Tata Signa - 4625.S	Articulated Vehicle	TS09UD7723	November 07, 2022
14.	Tata Signa - 4625.S	Articulated Vehicle	TS09UD7720	November 07, 2022
15.	Tata Motors - LPS 4018	Articulated Vehicle	AP39UN0305	August 03, 2016
16.				

### **Human Resources**

We have experienced Promoter and management whom we rely on to anticipate industry and capitalize on new business opportunities that may emerge. We focus on hiring and retaining employees and workers who have prior experience in the logistic industry. We view this process as a necessary tool to maximize the performance of our employees. We also enjoy cordial relations with our employees and there has been no union formed by our employees till date. Further, there have been no strikes, lock-out or any labour protest in our organization since inception. As on the date of Draft Red Herring Prospectus our Company has 70 permanent employees including Key Managerial Personnel, Middle level and workers. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth.

### **Capacity and Capacity Utilization**

Being in service industry, capacity and capacity utilisation is not applicable.

### **Department wise Break-up**

S. No.	Particulars	Number of Employees
1.	Top Management & KMP	5
2.	Sales & Marketing Department	11
3.	Finance Department	10
4.	Operation Department	10
5.	Housekeeping & Office Department	7
6.	Docs Process Department	7
7.	Transport Department	6
8.	Fumigation Department	6
9.	Customer Services Department	6
10.	Human Resources Department	1
11.	Legal & Compliance Department	1
<b>Total</b>		<b>70</b>

Apart from above, our company engages daily wages labours on need basis without entering into any definitive contract.

### **Insurance**

S. No	Insurance Company	Type of Policy	Policy No.	Period	Details	Premium
1.	ICICI Lombard General Insurance Company Limited	Goods carrying vehicles (GCV) Insurance	3003/324095863/00/000	From 03/01/2024 to 02/01/2025	Tata Motors Signa 4023 Regn No. TS09UE3869 Chassis No. MAT503091P2P31877	77,303
2.	ICICI Lombard General Insurance Company Limited	Goods carrying vehicles (GCV) Insurance	3003/324096111/00/000	From 03/01/2024 to 02/01/2025	Tata Motors Signa 4023 Regn No. AP39VE1760 Chassis No. MAT503091P2P31903	77,228
3.	ICICI Lombard General Insurance Company Limited	Goods carrying vehicles (GCV) Insurance	3003/324095332/00/000	From 03/01/2024 to 02/01/2025	Tata Motors Signa 4023 Regn No. AP39VE1761 Chassis No. MAT503091P2P31910	77,228
4.	ICICI Lombard General Insurance Company Limited	Goods carrying vehicles (GCV) Insurance	3003/324095737/00/000	From 03/01/2024 to 02/01/2025	Tata Motors Signa 4023 Regn No. AP39VE1762 Chassis No. MAT503091P2P31953	77,228
5.	ICICI Lombard General Insurance Company Limited	Goods carrying vehicles (GCV) Insurance	3003/324095737/00/000	From 03/01/2024 to 02/01/2025	Tata Motors Signa 4023 Regn No. AP39VE1763 Chassis No. MAT503091P2P31795	77,228
6.	ICICI Lombard General Insurance Company Limited	Goods carrying vehicles (GCV) Insurance	3003/324095605/00/000	From 03/01/2024 to 02/01/2025	Tata Motors Signa 4023 Regn No. AP39VE1765 Chassis No. MAT503091P2P31887	77,228
7.	SBI General Insurance Company Limited	Commercial Vehicle Goods Carrying - Liability	P031109241807615	From 14/09/2024 to 13/09/2025	Tata TIP Trailer - Signa 4625 S Regn No. TS09UD7720 Chassis No. MAT447311N2E10729	61,884
8.	SBI General Insurance Company Limited	Commercial Vehicle Goods Carrying - Liability	P031109241807655	From 14/09/2024 to 13/09/2025	Tata TIP Trailer - Signa 4625 S Regn No. TS09UD7721 Chassis No. MAT447311N2E09903	61,884
9.	SBI General Insurance Company Limited	Commercial Vehicle Goods Carrying - Liability	P031109241807733	From 14/09/2024 to 13/09/2025	Tata TIP Trailer - Signa 4625 S Regn No. TS09UD7723 Chassis No. MAT447311N2E10044	62,695
10.	SBI General Insurance Company Limited	Commercial Motor Goods Carrying policy	0000000040722246	From 17/09/2024 to 16/09/2025	Tata Motors, LPS 4018 Regn No. AP39UN0305 Chassis No. MAT447225G3F15771	49,551
11.	The New India Assurance Co. Ltd.	Commercial Motor Goods Carrying policy	61360231240300001559	From 18/07/2024 to 17/07/2025	Ashok Leyland 4620 Regn No. TG09T1903 Chassis No. MB1TSKHD1RRKW3772	80,075
12.	The New India Assurance Co. Ltd.	Commercial Motor Goods Carrying policy	61360231240300001561	From 18/07/2024 to 17/07/2025	Ashok Leyland 4620 Regn No. TG09T1904 Chassis No. MB1TSKHD3RRKW3773	80,075
13.	The New India Assurance Co. Ltd.	Commercial Motor Goods Carrying policy	61360231240300001562	From 18/07/2024 to 17/07/2025	Ashok Leyland 4620 Regn No. TG09T1905 Chassis No. MB1TSKHD3RRKW3774	80,075

14.	The New India Assurance Co. Ltd.	Commercial Motor Goods Carrying policy	61360231240300001560	From 18/07/2024 to 17/07/2025	Ashok Leyland 4620 Regn No. TG09T1906 Chassis No. MB1TSKHD0RRKW4105	80,075
15.	The New India Assurance Co. Ltd.	Commercial Motor Goods Carrying policy	61360231240300001563	From 18/07/2024 to 17/07/2025	Ashok Leyland 4620 Regn No. TG09T1907 Chassis No. MB1TSKHDXRRKW3771	80,075
16.	ManipalCigna Health Insurance Company Limited	ProHealth Group Insurance Policy	108400000284/03/00	From 14/05/2024 to 13/05/2025	Employees and their family	5,31,094
17.	Royal Sundaram General Insurance Co. Limited	Car Insurance	VPC1330003000103	From 15/07/2024 to 14/07/2025	Hyundai i20 Magna Regn No. TS09FA2565 Chassis No. MALBM51BLJM531383C	10,523
18.	Go Digit General Insurance Limited	Car Insurance	D127943784/18122023	From 31/12/2023 to 30/12/2024	Audi Q5 Regn No. TS09FE2507 Chassis No. AUZKJFY8JY700787	44,086
19.	The New India Assurance Company Limited	Car Insurance	61240031230300001855	From 24/01/2024 to 23/01/2025	VOLVO XC 60 Regn No. TS09EY2511 Chassis No. YV1UZ68ACJ1027306	84,641
20.	Future Generali India Insurance Company Limited	Car Insurance	VC667451	From 08/03/2024 to 07/03/2025	Maruti Bale no Alpha Regn No. TS09FF6963 Chassis No. MBHEWB22SKB252521	9,624
21.	Liberty General Insurance Limited	Car Insurance	201150010123704508202000	From 16/03/2024 to 15/03/2025	Volkswagen Polo 1.2 GT Regn No. TS09EE6084 Chassis No. MEXB15601FT072513	5,820
22.	ICICI Lombard General Insurance Company Ltd.	Fire and Burglary Insurance	1021/337883980/00/000 & 4002/337883998/00/000	From 21/03/2024 to 20/03/2025	Blue Water Logistics Pvt Ltd, Registered Office	16,888

## Top Ten Customers

### COMPANY

(Amount in Lakhs)

Particulars	For the Financial Year 2023-24	
	Amount	% of revenue from operations
Top 10 customers	7,146.93	51.54
Consolidated supplies form top 10 suppliers	8316.82	70.32

(Amount in Lakhs)

Particulars	For the Financial Year 2022-23*	
	Amount	% of revenue from operations
Top 10 customers	7,978.74	43.68
Consolidated supplies form top 10 suppliers	6163.96	62.91

Financial Year starting from the date of incorporation i.e., August 22, 2022

### PARTNERSHIP FIRM

(Amount in Lakhs)

Particulars	For the Financial Year 2021-22	
	Amount	% of revenue from operations
Top 10 customers	7,996.77	50.48
Top 10 suppliers	9,800.05	68.51

(Amount in Lakhs)

Particulars	For period ended August 31, 2022	
	Amount	% of revenue from operations
Top 10 customers	4267.37	50.40
Top 10 suppliers	5827.35	67.75

### **Collaboration/Joint Ventures/Tie Ups**

As on date of this Draft red herring prospectus, we do not have any Collaboration/Tie Ups/ Joint Ventures.

### **Sales & Marketing**

Our management including promoters is actively involved in managing client relationships and driving business development by engaging with multiple contacts across various organizational levels. Our marketing team along with our Promoters through their experience plays an instrumental role in creating and expanding the sales network of our Company. To uphold these relationships, our promoters and marketing team engage in regular interactions with customers, aiming to gain deeper insights into their evolving and additional needs.


### **Competition**

We operate in a competitive industry across our business segments, particularly within the road transport sector, which is characterized by its unorganized and fragmented nature. This sector comprises various players, including transportation service providers, intermediaries such as transport contractors, booking agents, brokers, and consignors. Further in logistics industry, we face competition from a diverse range of local, regional, and global logistics service providers, each with varying sizes, operational scopes, and financial resources. To maintain a competitive edge, we emphasize several key factors such as service quality, reliability, and competitive pricing.

The availability of well configured vehicles and facilities plays a crucial role and impact our ability stay in evolving industry trends. Our strategy for effective competition revolves around consistently delivering high-quality services in a timely manner while maintaining competitive rates.

### **Intellectual Property Rights**

As on the date of this Draft red herring prospectus, the following are the Trademarks/ Wordmark registered in the name of the company under the Trademark Act, 1999:

Trademark/ Wordmark	Trademark Number	Date of Application	Class	Current Status
	4130227	March 27, 2019	39	Registered

### **Domain Details**

Domain Name	Sponsoring Registrar & ID	Creation Date	Expiry Date	Current Status
<a href="http://www.bwl.co.in">www.bwl.co.in</a>	Net 4 India Limited Domain: D7226031-IN	15-04-2013	15-04-2025	Active

*This space has been left blank intentionally*

## KEY REGULATIONS AND POLICIES

*The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local laws. The following description is an overview of certain laws and regulations in India, which are relevant to our Company. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations set out below are not exhaustive and are only intended to provide general information to Applicants and is neither designed nor intended to be a substitute for professional legal advice. The statements below are based on 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.*

### INDUSTRY RELATED LAWS

#### ***The Multimodal Transportation of Goods Act, 1993 (the “Multimodal Transportation Act”)***

The Multimodal Transportation Act regulates the transportation of goods from any place in India to a place outside India and defines “multimodal transport” as the carriage of goods by at least two different modes of transport, under the same contract, from a place of acceptance of goods in India to a place of delivery of such goods outside India. A multimodal transport is governed by a transport contract which, inter alia, sets out the liability of a multimodal transport operator to perform, or procure the performance of, multimodal transportation against payment of freight. The Multimodal Transportation Act allows a person to provide multimodal transportation services on obtaining a certificate of registration, which is valid for a period of three years. A multimodal transport operator is liable for losses resulting from:

- a) any loss of, or damage to, the consignment or delay in delivery of the consignment and
- b) any consequential loss or damage arising from such delay, where such loss, damage or delay in delivery took place while the consignment was in the charge of the multimodal transport operator.

#### ***Foreign Trade (Development and Regulation) Act, 1992***

The Foreign Trade (Development and Regulation) Act, 1992, is a legislative framework aimed at regulating and promoting foreign trade in India. It establishes the role of the Director General of Foreign Trade (DGFT) to advise and implement government policies on imports and exports. The Act empowers the government to formulate and amend the Export and Import Policy, regulate licensing, and impose prohibitions or restrictions for security and public welfare. It also includes measures to facilitate trade and outlines penalties for violations. Overall, the Act has played a crucial role in liberalizing India's trade environment and enhancing its global competitiveness.

#### ***Carriage by Road Act, 2007***

Carriage by Road Act, 2007 came into force on March 1, 2011 superseding the erstwhile Carriers Act, 1865. The Carriage by Road Rules, 2011 came into force on the same day. This Act provides for the regulation of common carriers, limiting their liability and declaration of value of goods delivered to them to determine their liability for loss, or damage to, such goods occasioned by their negligence or criminal acts, their servants or agents and for incidental matters. Carriage by Road Act 2007 does not apply to the Government or private carriers. No person shall engage in the business of collecting, storing, forwarding or distributing goods to be carried by goods carriages under a goods receipt or transporting for hire of goods from place to place by motorized transport on road, for all persons indiscriminatingly and includes a goods booking company, contractor, agent, broker, and courier agency engaged in the door-to-door transportation of documents, goods or articles utilizing the services of a person, either directly or indirectly, to carry or accompany such documents, goods or articles, but does not include the Government.

### ***Carriage of Goods by Sea Act, 1925***

The Carriage of Goods by Sea Act, 1925 is extended to the whole of India. Before the invention of airplanes, the transportation and exportation of goods out of India was done through ships, as the earth has seventy percent of seawater and humans from the beginning used ships for export and import. The act shall have effect in relation to and in connection with the carriage of goods by sea in ships carrying goods from any port in India to any other port whether in or outside India.

### ***Special Economic Zone Act, 2005***

The Special Economic Zone Act shall extend to whole of India. The Act is to provide for the establishment, development and management of the Special Economic Zones for the promotion of exports and for matters connected therewith or incidental thereto. A special economic zone (SEZ) is an area in which the business and trade laws are different from the rest of the country. SEZs are located within a country's national borders, and their aims include increasing trade balance, employment, increased investment, job creation and effective administration. To encourage businesses to set up in the zone, financial policies are introduced. These policies typically encompass investing, taxation, trading, quotas, customs and labour regulations. Additionally, companies may be offered tax holidays, where upon establishing themselves in a zone, they are granted a period of lower taxation.

### ***The Indian Bills of Lading Act, 1856***

Bill of lading in hands of consignee, conclusive evidence of the shipment as against master, etc. Every bill of lading in the hands of a consignee or endorsee for valuable consideration, representing goods to have been shipped on board a vessel, shall be conclusive evidence of such shipment as against the master or other person signing the same, notwithstanding that such goods or some part thereof may not have been so shipped, unless such holder of the bill of lading shall have had actual notice at the time of receiving the same that the goods had not in fact been laden on board: Provided that the master or other person so signing may exonerate himself in respect of such misrepresentation, by showing that it was caused without any default on his part, and wholly by the fraud of the shipper, or of the holder, or some person under whom the holder claims.

### ***The Merchant Shipping Act, 1958***

This act is applicable to (a) any vessel which is registered in India; or (b) any vessel which is required by this Act to be so registered; or (c) any other vessel which is owned wholly by persons to each of whom any of the descriptions specified in clause (a) or in clause (b) or in clause (c), as the case may be, of section 21 applies, shall so apply wherever the vessel may be. The provisions of this Act which apply to vessels other than those referred to in subsection (1) shall so apply only while any such vessel is within India, including the territorial waters thereof.

### ***Container Freight Station Guidelines ("CFS")***

CFS has been defined under the CFS Guidelines issued by the Ministry of Commerce, as a common user facility with public authority status equipped with fixed installations and offering services for handling and temporary storage of import/export laden and empty containers carried under customs control and with customs and other agencies competent to clear goods for home use, warehousing, temporary admissions, re-export, temporary storage for onward transit and outright export. Functionally CFS is a transit facility, which offers services for containerization of break bulk cargo and vice-versa. Some of the primary functions of CFSs relate to receipt and dispatch/delivery of cargo, stuffing and stripping of containers, transit operations by rail/road to and from serving ports, customs clearance, consolidation and desegregation of LCL cargo, temporary storage of cargo and containers, reworking of containers and maintenance and repair of container units.

### ***The Customs Act, 1962 and related regulations***



The Customs Act, 1962, as amended, ("Customs Act) regulates import of goods into and export of goods from India. Further, the Customs Act regulates the levy and collection of customs duty on goods imported into, or exported from India in accordance with the Customs Tariff Act, 1975. Under the Customs Act, the Central Board of Excise and Customs ('CBEC") is empowered to appoint, by notification, inter alia, ports or airports as customs ports or customs airports and places as ICDs. Further, all imported goods unloaded in a customs area are required to remain in the custody of a person approved by the Commissioner of Customs, appointed under the Customs Act, until cleared for home consumption or warehoused or transhipped. The CBEC can also, by notification, declare places to be warehousing stations. At such warehousing stations the assistant or deputy Commissioner of Customs may appoint public warehouses or license private warehouses. The license granted to a private warehouse is liable to be cancelled in case of any violation of the provisions of the Customs Act or the rules or regulations thereunder, or breach of any of the conditions of licenses or by giving the licensee a written notice of one month. Any importer of goods specified in the Customs Act and which have been entered for warehousing and assessed to duty, is required to execute a bond which is cancelled once all amounts due on such goods have been paid in full and the warehoused goods have been cleared for home consumption or export, as the case maybe.

Further, the assistant/deputy Commissioner of Customs is authorized to permit any owner of any warehoused goods to carry out manufacture or other operations in relation to the goods stored at the warehouse, and were found necessary for development of domestic industry, the Central Government may exempt the imported materials consumed in such manufacture or other operations from the whole or part of the excess rate of duty. The warehoused goods shall be cleared for home consumption or exportation, as the case may be, upon presenting a bill of entry or bill of export, payment of requisite duty on the goods and obtaining a clearance order from the proper officer under the Customs Act. The Customs Act provides for levy of penalty and/or confiscation of, inter alia, prohibited or dutiable goods that are imported into or exported from an area that is not appointed as a customs port or customs airport or are imported or exported without payment of requisite duty. Additionally, any owner of motor vehicle is required to obtain written permission from the Commissioner of Customs for transshipment of imported goods by a motor vehicle, pursuant to the Goods Imported (Conditions of Transshipment) Regulations, 1995.

### ***Customs Brokers Licensing Regulations, 2013***

In exercise of the powers conferred by sub-section (2) of section 146 of the Customs Act, 1962 (52 of 1962), and in supersession of the Customs House Agents Licensing Regulations 2004, the Customs Brokers Licensing Regulations, 2013 were notified vide Notification no.65/2013-Customs (N.T) dated 21.06.2013 amended by Notification no. 01/2016 dated 05.01.2016. This regulation is one of the principal legislations for the purpose of governing the regulation of customs house agents. No person shall carry on the business as Custom House Agent relating to the entry or departure of a conveyance or the import or export of goods at any customs station within the country unless it holds license granted under these regulations. A license granted under these regulations shall be valid for a period of ten years from the date of issue and shall be renewed from time to time The Commissioner of Customs may, on an application made by the licensee before the expiry of the validity of the license, renew the license for a further period of ten years from the date of expiration, if the performance of the licensee is found to be satisfactory with reference, inter alia, to the obligations specified in this regulation including the absence of instances of any complaints of misconduct. However, such license is not transferable. No separate license shall be required in places where in addition to a customs house handling imports by sea, there is also an international airport to handle imports by air, even if under the jurisdiction of a different Commissioner of Customs.

### ***Handling of Cargo in Customs Area Regulations, 2009***

Handling of Cargo in Customs Area Regulations, 2009, as amended, (Cargo Handling Regulations") are applicable to the handling of goods that are meant for import or export at ports, airports, ICDs, land customs stations and other customs areas notified under the Customs Act. The Cargo Handling Regulations prescribe conditions that must be fulfilled by an applicant to the satisfaction of the Commissioner of Customs, pursuant to which the Commissioner of Customs may approve such applicant as a customs cargo service provider initially for a period of two years, and

thereafter for periods of five years each, upon review of such approval before its expiry. These conditions include, inter alia adequacy of infrastructure, equipment and manpower, safety and security of the premises for loading, unloading, handling, storing of containers and cargo and obtaining insurance for an amount equal to the average value of the goods likely to be stored in the customs area based on projected capacity. Further, the customs cargo service provider is required to bear the cost of customs officers that are posted at such customs area on cost recovery basis and execute a bond for an amount equal to the average amount of duty involved on imported goods and 10% of the value of the goods to be exported.

Additionally, the customs cargo service provider has certain responsibilities, including, keeping a record of goods for import, export or transshipment and ensuring that goods are not removed from the customs area, or otherwise dealt with, without the written permission of the superintendent of customs or appraiser. Further, pursuant to a circular (no. 4/2011-Customs) dated January 10, 2011 issued by the CBEC, the CBEC has issued guidelines on safety and security of premises where imported or export goods are loaded, unloaded, handled or stored. These guidelines require that hazardous goods are stored at the approved premises of the customs cargo service provider in an isolated place duly separated from general cargo, the premises are equipped with adequate firefighting apparatus and necessary fire preventive equipment be provided, the material handling equipment (including cranes, reach stackers, tractors) and other machines used in the premises for handling of cargo are in conformity with the safety standards prescribed for such equipment and that the custodian provides appropriate contingency plan to handle emergency situations, including provision of medical first aid kits within the premises. The guidelines further prescribe that the space allocated for storage of hazardous cargo within the premises should be properly constructed and should provide specifications for the construction of such premises.

### ***International Maritime Dangerous Goods Code***

The International Maritime Dangerous Goods Code, as amended, ("IMDG Code") was developed as a uniform international code for the transport of dangerous goods by sea covering such matters as packing, container traffic and stowage, with particular reference to the segregation of incompatible substances. For the purposes of the IMDG Code, dangerous goods are classified into different classes, including, inter alia, explosives, gases, flammable gases, non-inflammable, non-flammable and non-toxic gases, toxic gases, among others, based on the characteristics and properties of the substances, individual dangerous goods along with the class and any specific requirements. Further, certain substances harmful to the marine environment have been identified as 'marine pollutants' in accordance with International Convention for the Prevention of Pollution from Ships, 1973, as modified by the Protocol of 1978. The classification as per the IMDG Code is required to be made by the shipper, consignor or by any appropriate authority as specified in the IMDG Code.

### ***Proposed Prohibition of Foreign Vessels from Plying Coastal Trade***

The Department of Shipping is currently formulating a measure to prohibit foreign vessels from engaging in coastal trade. This step aims to curb the potential misuse of coastal trade for terrorist activities. The proposed prohibition seeks to enhance security and safeguard coastal regions from potential threats posed by foreign vessels.

### ***Inland Vessel Act, 1917***

The Inland Vessel Act, 1917 was enacted to consolidate the enactments relating to inland vessels. It provides, among other things, for inland water limits, registration and survey of inland vessels, certificates of competency, licensing of masters and crew, investigation into causalities, protection and carriage of passengers and insurance against third party. An "inland vessel" or "inland mechanically propelled vessel" is defined as a mechanically propelled vessel, which ordinarily plies on inland water, but does not include fishing vessel and a ship registered under the Merchant Shipping Act, 1958. The Inland Vessel Act, 1917 provides that an inland mechanically propelled vessel cannot

proceed on any voyage, or used for any service unless she has a certificate of survey and a certificate of registration. The Inland Vessel Act, 1917 empowers the State Government to appoint examiners for the purpose of examining the qualifications of persons desirous of obtaining certificates of competency to the effect that he is competent to act as a first-class master, second-class master or serang, or as an engineer, first-class engine-driver or second-class engine. The Inland Vessel Act, 1917 was last amended in 2007. The amendment, among other things, amended the scope of inland vessel, inland waters, introduced the concept of temporary permit and makes provision for prevention and control of pollution and protection of inland water.

### ***Free Trade and Warehousing Zones***

The FTWZ, a policy of the Government of India was announced in the Foreign Trade Policy 2004 – 2009 with the objective to create trade-related infrastructure to facilitate the import and export of goods and services with the freedom to carry out trade transactions in free currency. FTWZs are designated as a deemed foreign territory and are envisaged to be integrated zones and used as international trading hubs. FTWZs are treated as a special category of the Special Economic Zone and are governed under the provisions of the Special Economic Zones, 2005 and the rules thereunder.

### ***Importer-Exporter Code***

Under the Indian Foreign Trade Policy, 2004, no export or import can be made by a person or company without an Importer Exporter Code number unless such person/company is specifically exempted. An application for an Importer Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce. An Importer Exporter Code number allotted to an applicant is valid for all its branches/divisions/units/factories.

## **CORPORATE AND COMMERCIAL LAWS**

### ***Arbitration and Conciliation Act, 1996***

This act was enacted by Parliament in the Forty-Seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation.

### ***Companies Act, 2013***

Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entity as companies. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law lays down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

### ***Competition Act, 2002***

The Competition Act, 2002 came into effect on June 1, 2011 and has been enacted to “prohibits anti-competitive agreements”, “abuse of dominant positions” by enterprises and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. The obligation to notify a combination to the CCI falls upon

the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

### ***Indian Contract Act, 1872***

Indian Contract Act codifies the way we enter into a contract, execute a contract, implementation of provisions of a contract and effects of breach of a contract. The Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced as amended from time to time. It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them.

### ***Insolvency and Bankruptcy Code, 2016***

The Insolvency and Bankruptcy Code, 2016 (the “code”) cover Insolvency of individuals, unlimited liability partnerships, Limited Liability partnerships (LLPs) and companies. The Insolvency Regulator (The Insolvency and Bankruptcy Board of India) has been established to exercise regulatory oversight over (a) Insolvency Professionals, (b) Insolvency Professional Agencies and (c) Information Utilities.

### ***Limitation Act, 1963***

The law relating to Law of Limitation to India is the Limitation Act, 1859 and subsequently Limitation Act, 1963 which was enacted on 5th of October, 1963 and which came into force from 1st of January, 1964 for the purpose of consolidating and amending the legal principles relating to limitation of suits and other legal proceedings. The basic concept of limitation is relating to fixing or prescribing of the time period for barring legal actions. According to Section 2 (j) of the Limitation Act, 1963, period of limitation ‘means the period of limitation prescribed for any suit, appeal or application by the Schedule, and prescribed period ‘means the period of limitation computed in accordance with the provisions of this Act.

### ***Negotiable Instruments Act, 1881***

In India, the laws governing monetary instruments such as cheques are contained in the Negotiable Instruments Act, 1881. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honored by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, or with fine which may extend to twice the amount of the cheque, or with both.

### ***Property Related Laws***

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882. In addition, regulations relating to classification of land may be applicable. Usually, land is broadly classified under one or more categories such as residential, commercial or agricultural. Land classified under a specified category is permitted to be used only for such specified purpose. Where the land is originally classified as agricultural land, in order to use the land for any other purpose the classification of the land is required to be converted into commercial or industrial purpose, by making an application to the relevant municipal or town and country planning authorities. In addition, some State Governments have imposed various restrictions, which vary from state to state, on the transfer of property within such states. Land use planning and its regulation including the formulation of regulations for building construction, form a vital part of the urban planning process. Various enactments, rules and regulations have been made by the Central Government, concerned State Governments and other authorized agencies and bodies such as the Ministry

of Urban Development, State land development and/or planning boards, local municipal or village authorities, which deal with the acquisition, ownership, possession, development, zoning, planning of land and real estate. Each state and city has its own set of laws, which govern planned development and rules for construction (such as floor area ratio or floor space index limits). The various authorities that govern building activities in states are the town and country planning department, municipal corporations and the urban arts commission.

### ***The Registration Act, 1908 (“Registration Act”)***

The Registration Act was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

### ***The Indian Stamp Act, 1899***

Under the Indian Stamp Act, 1899, stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state.

## **LABOUR AND EMPLOYMENT LAWS**

### ***Child Labour (Prohibition and Regulation) Act, 1986***

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act, the employment of child labour in the building and construction industry is prohibited.

### ***Employees’ Provident Fund and Miscellaneous Provisions Act, 1952:***

The EPFA came into force on March 4, 1952 and amended on September 1, 2014. Under the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee’s provident fund. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, the employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee’s contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

### ***Employees’ State Insurance Act, 1948 (THE “ESI ACT”):***

The Employees State Insurance Act of 1948 has been enacted with the objective of securing financial relief in cases of sickness, maternity and ‘employment injury’ to employees of factories and their dependent and to make provision for certain other matters in relation thereto. The Act is applicable to all the Factories including Factories belonging to the Government. Further, employer and employees both are required to make contribution to the fund at the rate prescribed by the Central Government. The return of the contribution made is required to be filed with the Employee State Insurance department.

### ***Factories Act, 1948 (“Factories Act”)***

The Factories Act, 1948 defines a “factory” to cover any premises which employs 10 or more workers and in which manufacturing process is carried on with the aid of power and any premises where there are at least 20 workers, where a manufacturing process is being carried on without the aid of power. State Governments have the authority to formulate rules in respect of matters such as prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act provides that the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety and welfare of all workers. It provides such safeguards of workers in the factories as well as offers protection to the exploited workers and improve their working conditions. The penalties for contravention of the Factories Act include fine and imprisonment for the ‘occupier’ or ‘manager’ as defined under the Factories Act, and enhanced penalties for repeat offences and contravention of certain provisions relating to use of the hazardous materials.

### ***Payment of Bonus Act, 1965***

The payment of Bonus Act, 1965 aims to regulate the amount of bonus paid to the persons employed in certain establishments based on their profits and productivity. Pursuant to the Payment of Bonus Act, 1965, as amended, an employee in a factory or in any establishment where twenty or more persons are employed on any day during an accounting year, is eligible to be paid a bonus. It further provides for the payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

### ***Payment of Gratuity Act, 1972***

The Payment of Gratuity Act is applicable to every factory, mine, oilfield, plantation, port, railway companies and to every shop and establishment in which 10 or more persons are employed or were employed at any time during the preceding twelve months. This Act applies to all employees irrespective of their salary. The Payment of Gratuity Act, as amended, provides for a scheme for payment of gratuity to an employee on the termination of his employment after he has rendered continuous service for not less than 5 years:

- (a) On his/her superannuation;
- (b) On his/her retirement or resignation;
- (c) On his/her death or disablement due to accident or disease (*In this case the minimum requirement of five years does not apply*)

### ***Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”)***

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides for the protection of women at work place and prevention of sexual harassment at work place. The Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to ₹ 50,000 (Rupees Fifty Thousand Only).

## **TAX LAWS**

### ***Income Tax Act, 1961***

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act.

### ***Goods and Services Tax***

The Central Goods and Services Tax Act, 2017 received assent of the President on 12th April 2017 and came into force from 1<sup>st</sup> July 2017. Goods and Service Tax (GST) is an indirect tax levied on the supply of goods and services. This law has replaced many indirect tax laws that previously existed in India such as Service tax, Central Excise Act, Entry Tax, Octroi, Additional customs duty and other draconian indirect taxes. There are 3 taxes applicable under this system- CGST, SGST, IGST.

***CGST:*** is collected by the Central Government on ***an intra-state sale;***

***SGST:*** Collected by the State Government on ***an intra-state sale;***

***IGST:*** Collected by the Central Government for ***inter-state sale.***

Therefore, in addition to the CGST Act, the company has to comply with the requirements of State GST laws as well in which it has operations.

## **FOREIGN REGULATIONS**

### ***Foreign Exchange Management Act, 1999 and rules and regulations thereunder***

Export of goods and services outside India is governed by the provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), read with the applicable regulations. The Foreign Exchange Management (Export of goods and services) Regulations 2000 have been superseded by the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 ("Export of Goods and Services Regulations 2015") issued by the RBI on January 12, 2016 [last amended on June 23, 2017]. The RBI has also issued a Master Circular on Export of Goods and Services. The export is governed by these Regulations which make provisions such as declaration of exports, procedure of exports as well as exemptions.

### ***The Foreign Trade (Development & Regulation) Act, 1992***

The Foreign Trade (Development & Regulation) Act, 1992 [herein after FTA], provides for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto. As per the provisions of the FTA, the Government: (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import Policy. FTA read with the Indian Foreign Trade Policy inter-alia provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

## **INTELLECTUAL PROPERTY LAWS**

### ***The Trademarks Act, 1999 (“Trademarks Act”)***

Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

### ***The Patents Act, 1970***

The patent regime in India is governed by the Patents Act and rules and regulations made thereunder. Pursuant to the TRIPS Agreement, product patent regime with a protection period of 20 years became applicable in India. The patent regime protects inventions through patents. The amended Patents Act defines “inventive step” to mean a feature of an invention that involves a technical advance as compared to the existing knowledge or having economic significance or both and that makes an invention not obvious to a person skilled in the art. Any person claiming to be the true and first inventor of the invention or the assignee of the true and first inventor or the legal representative of any deceased person who was entitled to make an application immediately before death may apply for a patent for an invention.

### ***The Designs Act, 2000***

The Designs Act prescribes for the registration of designs. The Designs Act specifically lays down the essentials of a design to be registered and inter alia, provides for application for registration of designs, copyright in registered designs, etc. A ‘Design’ means only the features of shape, configuration, pattern, ornament or composition of lines or combination thereof applied to any article whether two dimensional or three dimensional or in both forms, by any industrial process or means, whether manual, mechanical or chemical, separate or combined, which in the finished article appeal to and are judged solely by the eye, but does not include any mode or principle or construction or anything which is in substance a mere mechanical device, and expressly excludes works accorded other kinds of protection like property marks, trademarks and copyrights. Any person claiming to be the proprietor of a new or original design may apply for registration of the same before the Controller- General of Patents, Designs and Trade Marks. On registration, the proprietor of the design attains a copyright over the same. The duration of the registration of a design in India is initially ten years from the date of registration. No person may sell, apply for the purpose of sale or import for the purpose of sale any registered design, or fraudulent or obvious imitation thereof.



## OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Originally Blue Water Logistics was formed as a partnership firm vide registration no. 632 in the year 2010. Later it converted into a private limited company in the name and style of “Blue Water Logistics Private Limited” through a certificate of incorporation dated August 22, 2022 bearing Corporate Identification Number U63030TG2022PTC165815. Subsequently, our Company was converted into public limited company pursuant to a shareholders’ resolution passed at an Extra Ordinary General Meeting held on May 30, 2024 and name of our Company was changed from Blue Water Logistics Private Limited to “Blue Water Logistics Limited” and a fresh Certificate of Incorporation dated July 25, 2024, was issued by Registrar of Companies, Central Registration Centre. As on date of this Draft red herring prospectus, the Corporate Identification Number of our Company is U63030TG2022PLC165815.

### Changes in the Registered Office of our Company

There has been no change in the registered office of our Company since the date of incorporation.

### Main Objects of our Company

The main objects contained in the Memorandum of Association of our Company are set forth below:

- To carry out business in India and abroad to handle, operate, hold, pack, organize, promote service, supervise, represent and to act as agent, concessionaires, consultants, booking agents or deal in all types of logistics and cargo activities in all its branches for collecting and delivering either by own arrangements or through representatives or agents any documents, articles or things on behalf of customers from one place to another place in any part of the world.*

The main objects as contained in our Memorandum of Association enables our Company to carry on the business presently being carried out and proposed to be carried out by it.

### Amendments to the MOA of our Company Since Incorporation

Since incorporation, there has been following amendment made to the MOA of our Company:

Date of Shareholders’ Resolution	Particulars of Amendment
May 06, 2024	Clause V of the Memorandum of Association was amended to reflect the increase in the authorized share capital of our Company from ₹ 2,00,00,000 (Rupees Two Crores Only) divided into 20,00,000 (Twenty Lakhs) equity Shares of ₹10 each to ₹ 12,50,00,000 (Rupees Twelve Crores and Fifty Lakhs Only) divided into 1,25,00,000 (One Crores and Fifty Lakhs) equity Shares of ₹10 each.
May 30, 2024	Clause I of the Memorandum of Association was amended to reflect the change of name of our Company from ‘Blue Water Logistics Private Limited’ To ‘Blue Water Logistics Limited’

### Major events and milestones our Company

Calander Year	Milestone
2022	Incorporation of Our Company
2022	Acquisition of partnership firm of Our Promoters

### Changes in the activities of Our Company having a material effect

There have been no changes in the activity of our Company since incorporation, which may have had a material effect on the profits or loss, including discontinuance of the lines of business, loss of agencies or markets and similar factors of our Company.

### **Significant financial or strategic partnerships**

As on the date of this Draft red herring prospectus, there has been no time or cost over-run in respect of our business operations.

### **Financial Partners**

As on the date of this Draft red herring prospectus, our Company does not have any financial partners.

### **Time and cost overrun**

As on the date of this Draft red herring prospectus, there has been no time or cost over-run in respect of our business operations.

### **Launch of key products or services, entry into new geographies or exit from existing markets capacity/facility creation or location of plants**

For details in relation on our activities, services, products, growth, technology, marketing strategy, competitors and customers, please refer to sections titled “Our Business”, “Industry Overview” and “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on pages 113, 99, and 203, respectively of this Draft red herring prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled “Our Management” and “Capital Structure” beginning on pages 142 and 64 respectively of this Draft red herring prospectus.

### **Strikes or Labour Unrest**

As on the date of Draft red herring prospectus, Our Company has not lost any time on account of strikes or labour unrest.

### **Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks**

As on the date of this Draft red herring prospectus, there has been no instance of defaults or rescheduling/restructuring of borrowings with financial institutions/ banks in respect of our borrowings from lenders.

### **Injunction or restraining order**

As on the date of Draft red herring prospectus, our Company is not operating under any injunction or restraining order.

### **Revaluation of Assets**

As on the date of Draft red herring prospectus, our Company has not revalued its assets.

### **Divestment of business / undertaking by Company in the last ten years**

There has been no divestment by the Company of any business or undertaking since inception.

### **Details regarding acquisition of business /undertakings, mergers, amalgamation, revaluation of assets etc. since incorporation**

As on the date of this Draft red herring prospectus, there are no mergers, amalgamation, revaluation of assets etc. with respect to our Company.

### **Holding Company of Our Company**

As on the date of Draft red herring prospectus, our Company does not have any holding company.

### **Subsidiary Company of Our Company**

As on the date of Draft red herring prospectus, our Company does not have any subsidiary company.

### **Associate or Joint Venture of our Company**

As on the date of Draft red herring prospectus, our Company does not have any associate or joint venture company.

### **Summary of key agreements and shareholders' agreements**

As of the date of this Draft red herring prospectus, there are no subsisting arrangements, agreements, deeds of assignment, acquisition agreements, shareholders' agreements, or any similar agreements between our Company, our Promoters, and Shareholders.

### **Agreements with Key Managerial Personnel, Director, Promoter or any other employee**

Other than the agreement executed with our Managing Director in respect of his employment, as on the date of this Draft red herring prospectus, there are no agreements entered into by a Key Managerial Personnel or Director or Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

### **Key terms of other subsisting material agreements**

As on the date of this Draft Red Herring Prospectus / Red Herring Prospectus, our Company has not entered into any other subsisting material agreements including with strategic partners and/or financial partners other than in the ordinary course of business of our Company.

### **Other Declarations and Disclosures**

Our Company is not a listed entity and its securities have not been refused listing at any time by any recognized stock exchange in India or abroad. Further, Our Company has not made any Public Issue or Rights Issue (as defined in the SEBI ICDR Regulations) in the past. No action has been taken against Our Company by any Stock Exchange or by SEBI. Our Company is not a sick company within the meaning of the term as defined in the Sick Industrial Companies (Special Provisions) Act, 1985. Our Company is not under winding up nor has it received a notice for striking off its name from the relevant Registrar of Companies.

### **Capital raising (Debt / Equity)**

For details in relation to our fund-raising activities through equity and debt, please refer to the chapter titled "Capital Structure" and Financial Indebtedness" beginning on page no 64 and 220 respectively.

## OUR MANAGEMENT

In terms of Companies Act and our Articles of Association, our Company is required to have not less than 3 Directors and more than 15 directors. As on the date of Draft Red Herring Prospectus our Board comprises of 7 Directors including 3 Executive Directors and 4 Non-Executive Directors among them 3 are Independent Directors who currently manages our Company.

S. No.	Name	DIN	Category	Designation
1.	Laxmi Narayan Mishra	05358706	Executive	Chairman & Whole-Time Director
2.	Lalit Panda	05358709	Executive	Managing Director
3.	Madhusmita Mohanty	06575521	Executive	Whole-Time Director
4.	Supriya Mishra	06681803	Non-Executive	Non-Independent Director
5.	Ketan G Desai	10683556	Non-Executive	Independent Director
6.	Prajapati Falguniben Khodabhai	10735011	Non-Executive	Independent Director
7.	Sugoto Ghosh	03227177	Non-Executive	Independent Director

S. No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality Term	Age	Other Directorship/partner
1.	<p><b>Laxmi Narayan Mishra</b></p> <p><b>DIN:</b> 05358706</p> <p><b>Designation:</b> Chairman &amp; Whole-time director</p> <p><b>Current Term:</b> Appointed with effect from July 26, 2024; liable to retire by rotation</p> <p><b>Date of First Appointment:</b> April 08, 2024</p> <p><b>Term:</b> 5 years from July 26, 2024 till July 25, 2029</p> <p><b>Occupation:</b> Business</p> <p><b>Date of Birth:</b> January 01, 1974</p> <p><b>Qualification:</b> Masters of Commerce</p> <p><b>Address:</b> 29-1405/1 Plot No. 206, Deendayal Anagar Road No.4, Near Nagendra High School, Neredmet, Ramakrishnapuram, Hyderabad Telegana-500056</p> <p><b>Nationality:</b> Indian</p>	50	<p><b>Indian Public Company</b></p> <p>BWL Express Cargo Limited</p> <p><b>Indian Private Company</b></p> <p>NIL</p> <p><b>Section 8 Company</b></p> <p>NIL</p> <p><b>Indian LLPs</b></p> <p>NIL</p> <p><b>Any Partnership Firm</b></p> <p>NIL</p>
2.	<p><b>Lalit Panda</b></p> <p><b>DIN:</b> 05358709</p> <p><b>Designation:</b> Managing Director</p> <p><b>Current Term:</b> Appointed with effect from July 26, 2024; liable to retire by rotation.</p> <p><b>Date of First Appointment:</b> April 08, 2024</p>	41	<p><b>Indian Public Company</b></p> <p>BWL Express Cargo Limited</p> <p><b>Indian Private Company</b></p> <p>NIL</p> <p><b>Section 8 Company</b></p>

	<p><b>Term:</b> 5 years from July 26, 2024 till July 25, 2029</p> <p><b>Occupation:</b> Business</p> <p><b>Date of Birth:</b> August 12, 1983</p> <p><b>Qualification:</b> Bachelors of Science</p> <p><b>Address:</b> Kompally, Ashoka Ala Maison, Villa No -136, Near St Martin Engineering College, Kompally, Hyderabad, Doolapally, Medchal -Malkajgiri, Telegana-500100</p> <p><b>Nationality:</b> Indian</p>		<p>NIL</p> <p><b>Indian LLPs</b></p> <p>NIL</p> <p><b>Any Partnership Firm</b></p> <p>NIL</p>
3.	<p><b>Madhusmita Mohanty</b></p> <p><b>DIN:</b> 06575521</p> <p><b>Designation:</b> Whole Time Director</p> <p><b>Current Term:</b> Appointed with effect from July 26, 2024; liable to retire by rotation</p> <p><b>Term:</b> 5 years from July 26, 2024 till July 25, 2029</p> <p><b>Date of First Appointment:</b> August 22, 2022</p> <p><b>Occupation:</b> Business</p> <p><b>Date of Birth:</b> July 01, 1983</p> <p><b>Qualification:</b> Master of Science</p> <p><b>Address:</b> Villa No -136, Near St Martin Engineering College, Kompally, Hyderabad, Doolapally, Medchal -Malkajgiri, Telegana-500100</p> <p><b>Nationality:</b> Indian</p>	41	<p><b>Indian Public Company</b></p> <p>1. BWL Express Cargo Limited 2. Blue Water Logistics India Private Limited*</p> <p><b>Indian Private Company</b></p> <p>NIL</p> <p><b>Section 8 Company</b></p> <p>NIL</p> <p><b>Indian LLPs</b></p> <p>NIL</p> <p><b>Any Partnership Firm</b></p> <p>NIL</p>
4.	<p><b>Supriya Mishra</b></p> <p><b>DIN:</b> 06681803</p> <p><b>Designation:</b> Non- Executive Director</p> <p><b>Current Term:</b> Appointed and redesignated as Non-Executive Director with effect from July 26, 2024;</p> <p><b>Date of First Appointment:</b> August 22, 2022</p> <p><b>Occupation:</b> Business</p> <p><b>Date of Birth:</b> February 25, 1977</p> <p><b>Qualification:</b> Bachelor of Arts</p> <p><b>Address:</b> 29-1405/1 Plot No. 206, Deendayal Anagar Road No.4, Near Nagendra High School, Neredmet, Ramakrishnapuram, Hyderabad Telegana-500056</p>	47	<p><b>Indian Public Company</b></p> <p>1. BWL Express Cargo Limited 2. Blue Water Logistics India Private Limited*</p> <p><b>Indian Private Company</b></p> <p>NIL</p> <p><b>Section 8 Company</b></p> <p>NIL</p> <p><b>Indian LLPs</b></p> <p>NIL</p>

	<b>Nationality:</b> Indian		<b>Any Partnership Firm</b> NIL
5.	<p><b>Ketan G Desai</b></p> <p><b>DIN:</b> 10683556</p> <p><b>Designation:</b> Independent Director</p> <p><b>Date of Appointment:</b> w.e.f. July 25, 2024 as Additional Director</p> <p><b>Current Term:</b> Appointed with effective from July 26, 2024 for a period of 5 years till July 24, 2029;</p> <p><b>Occupation:</b> Financial Advisor</p> <p><b>Date of Birth:</b> March 23, 1961</p> <p><b>Qualification:</b> Bachelor of Commerce, Bachelor of Law</p> <p><b>Address:</b> A-1203, Western Glory,Opp Satyamev Vista, Nr. Gota Gam, Gota Daskroi, Ahmedabad, Gujarat-382481, India</p> <p><b>Nationality:</b> Indian</p>	63	<p><b>Indian Public Company</b></p> <p>NIL</p> <p><b>Indian Private Company</b></p> <p>NIL</p> <p><b>Section 8 Company</b></p> <p>NIL</p> <p><b>Indian LLPs</b></p> <p>1. MBJ Capital Advisors LLP</p> <p><b>Any Partnership Firm</b></p> <p>NIL</p>
6.	<p><b>Sugoto Ghosh</b></p> <p><b>DIN:</b> 03227177</p> <p><b>Designation:</b> Independent Director</p> <p><b>Date of First Appointment:</b> w.e.f. July 25, 2024 as Additional Director</p> <p><b>Current Term:</b> Appointed with effective from July 26, 2024 for a period of 5 years till July 24, 2029;</p> <p><b>Occupation:</b> Investment Consultant</p> <p><b>Date of Birth:</b> December 23, 1977</p> <p><b>Qualification:</b> Master of Business Administration (Finance), Bachelor of Commerce</p> <p><b>Address:</b> F-703, Acme Amay CHS, Vishweshwar Nagar Road, Near Udipi Restaurant, Goregaon East, Mumbai – 400 063, Maharashtra, India.</p> <p><b>Nationality:</b> Indian</p>	46	<p><b>Indian Public Company</b></p> <p>1. Silkflex Polymers (India) Limited 2. Amserve Hospitality Services Private Limited</p> <p><b>Indian Private Company</b></p> <p>NIL</p> <p><b>Section 8 Company</b></p> <p>NIL</p> <p><b>Indian LLPs</b></p> <p>NIL</p> <p><b>Any Partnership Firm</b></p> <p>M/s Amserve International Inc.</p>
7.	<p><b>Falguni Khodabhai Prajapati</b></p> <p><b>DIN:</b> 10735011</p>		<p><b>Indian Public Company</b></p> <p>NIL</p>

<p><b>Designation:</b> Independent Director</p> <p><b>Date of First Appointment:</b> w.e.f. July 25, 2024 as Additional Director</p> <p><b>Current Term:</b> Appointed with effective from July 26, 2024 for a period of 5 years till July 24, 2029;</p> <p><b>Occupation:</b> Serviceman</p> <p><b>Date of Birth:</b> June 24, 1988</p> <p><b>Qualification:</b> Doctor of Philosophy in Management, Master of Business Administration (Finance), Bachelor of Commerce</p> <p><b>Address:</b> 26, Ashirvad Society, Radhanpur Road, Near Omkareshwar Mahadev, Mahesana, Gujarat-384002</p> <p><b>Nationality:</b> Indian</p>	<b>36</b>	<p><b>Indian Private Company</b></p> <p>NIL</p> <p><b>Section 8 Company</b></p> <p>NIL</p> <p><b>Indian LLPs</b></p> <p>NIL</p> <p><b>Any Partnership Firm</b></p> <p>NIL</p>
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\* The company has been struck off by ROC on 21.07.2017 by ROC notice no ROC(H)/248(5)/STK-7/2017.

### Brief Profile of Our Directors

**Mr. Laxmi Narayan Mishra**, is the promoter and Chairman & Whole Time Director of the Company. He holds experience in the field of business and finance. He holds post graduate degree with an M. Com in commerce obtained in 1994. He has appointed in the board from April 08, 2024. He began his career began as an Accounts Assistant at Metcalfe and Hodgkinson Private Limited in 1996, where he worked for 2 years, thereafter he joined Centrans Industries serving as an accountant from 1998 to 2006. He then joined Emirates Shipping from 2006 till 2008. He then joined Marinetrans Private Limited as an Executive Director, his role was to handle marketing and business where he honed skills in strategic planning, team management, and marketing tactics. Thereafter in the year of 2010 co-founded partnership firm i.e., M/s Blue Water Logistics with Lalit Panda, who is presently serving as our managing director. Currently, he is appointed as Chairman & Whole Time Director in Blue Water Logistics Limited (BWL), to look after the overall business operations of the Company particularly the business and finance operations.

**Mr. Lalit Panda**, is the promoter and managing director of the Company. He holds experience is sale management and market dynamics. He was graduated with B. Sc from 2003. He began his career in 2003 from OSL Shipping as a Sales Manager overseeing sales and marketing, after 2 years of work as sales manager he was promoted as Branch Manager, he worked with OSL Shipping till 2008. He then joined Marinetrans Private Limited in 2008 as Sales Manager till 2018 where he handled strategic planning, team management, and marketing tactics. In the meantime, he in the year of 2010 co-founded partnership firm i.e., M/s Blue Water Logistics with Laxmi Narayan Mishra, who is currently Chairman and Whole Time Director of the Company. Presently he is appointed as managing director of the Company and looks the overall business operations of the Company particularly the sales operations.

**Mrs. Supriya Mishra**, a 1997 BA graduate, has knowledge in business administration and human resources. Currently, she is the Director of Blue Water Logistics Limited (BWL), a logistics service provider. Her leadership has contributed to the company's growth, employing over 75 staff members. Beginning her career as a partner in BWL, she focused on HR and administration, gaining experience over 12 years. Her key skills include team leadership, talent acquisition, business development, and entrepreneurship, which have played a role in her professional journey.

**Mrs. Madhusmita Mohanty**, with an M. Sc degree obtained in 2005, major in business finance. Currently, she is the Whole-time Director of Blue Water Logistics Limited (BWL), a logistics service provider. Her leadership has

optimized fund utilization and fund management, contributing to the company's growth. Under her guidance, BWL has expanded its portfolio and maintained a consistent track record of loan repayments. Starting as a managing partner at BWL, she has 15 years of experience in financial management.

**Mr. Ketan G Desai**, a B. Com and LLB graduate from Gujarat University, is a retired Chief Manager from Bank of Baroda with 30 years of experience in credit finance and foreign exchange. Since retiring, Mr. Desai has transitioned into a role as a Freelance Financial and Management Advisor, offering consultancy services to companies based on his extensive experience in banking and legal matters. His expertise was further recognized with his appointment as an Independent Director at Bluewater Logistics Limited in July 2024.

**Mr. Sugoto Ghosh**, an MBA (Finance) and B. Com graduate, is a financial services expert with 20 years of experience in wealth management, investment banking, and equity broking. As the Director of Amserve Hospitality Services Private Limited and Partner at Amserve International Inc, he excels in team leadership, revenue generation, and client relationship management, with a strong focus on delivering tailored investment solutions and driving business growth.

**Ms. Falguni Khodabhai Prajapati**, is an accomplished academic with a Ph.D. in Management and over a decade of experience in teaching at leading institutions in Gujarat. Currently an Assistant Professor at Ganpat University, her research interests include entrepreneurial intention, women entrepreneurship, finance, and management. She also coordinates entrepreneurial activities at the university, contributing to the development of future business leaders.

### Confirmations

As on the date of this Draft red herring prospectus:

- a. None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft red herring prospectus, whose shares has been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company;
- b. 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 tenure of their directorship in such company;
- c. None of the Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations, 2018;
- d. None of our Directors is declared as fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018;
- e. Our Company does not have any performance linked bonus or a profit-sharing plan for our directors.

### Nature of any family relationship between Our Directors

The following Directors of the Company are related to each other within the meaning of Section 2 (77) of the Companies Act, 2013. Details of which are as follows:

S. No.	Name of Director	Relation with	Relationship
1.	Ms. Supriya Mishra	Mr. Laxmi Narayan Mishra	Spouse
2.	Mr. Laxmi Narayan Mishra	Ms. Supriya Mishra	Spouse
3.	Ms. Madhusmita Mohanty	Mr. Lalit Panda	Spouse
4.	Mr. Lalit Panda	Ms. Madhusmita Mohanty	Spouse



## Arrangements with major Shareholders, Customers, Suppliers or Others:

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our directors were selected as Directors or members of the key managerial personnel.

## Service Contracts

Except as agreement entered into with Lalit Panda as Managing Director by our Company in the ordinary course of business, none of our directors have entered into any service contracts with our company except for acting in their individual capacity as director and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of or retirement from employment.

## Contingent and deferred compensation payable to our directors

There is no contingent or deferred compensation payable to our Directors for Fiscal 2023, which does not form part of their remuneration.

## Bonus or Profit-Sharing Plan for our Directors:

We have no bonus or profit-sharing plan for our directors.

## Compensation of our Managing Director & Whole-time Director:

The compensation payable to our Managing Director and Whole-time Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under.

## TERMS AND CONDITIONS OF EMPLOYMENT OF THE DIRECTORS

### *i. Executive Directors*

Name	Laxmi Narayan Mishra	Lalit Panda
Designation	Chairman & Whole-Time Director	Managing Director
Date of Appointment on Board	April 08, 2024	April 08, 2024
Date Change in Designation	July 26, 2024	July 26, 2024
Period	For a period of 5 years from July 26, 2024 to July 25, 2029	For a period of 5 years from July 26, 2024 to July 25, 2029
Salary	4,00,000 Per Month	4,00,000 Per Month
Perquisites/ Benefits	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.

<b>Retirement Benefits</b>	Gratuity payable shall be in accordance with the rules of Companies Act and Gratuity Rules. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encash able of Leave at this end of the tenure, will not be included in the computation of the ceiling on perquisites.	Gratuity payable shall be in accordance with the rules of Companies Act and Gratuity Rules. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encash able of Leave at this end of the tenure, will not be included in the computation of the ceiling on perquisites.
<b>Other benefits</b>	The Director shall be entitled to reimbursement of expenses like Vehicle, Guest Entertainment; Travelling Expenses actually and properly incurred during the course of doing legitimate business of the company. Further he is also eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company and in compliance with the provisions of the Companies Act, 2013.	The Director shall be entitled to reimbursement of expenses like Vehicle, Guest Entertainment; Travelling Expenses actually and properly incurred during the course of doing legitimate business of the company. Further he is also eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company and in compliance with the provisions of the Companies Act, 2013.
<b>Compensation/ remuneration paid during the F.Y. 2023-24</b>	₹ 19.18 Lakhs	₹ 18.00 Lakhs

<b>Name</b>	<b>Madhusmita Mohanty</b>
<b>Designation</b>	Whole Time Director
<b>Date of Appointment on Board</b>	August 22, 2022
<b>Date Change in Designation</b>	July 26, 2024
<b>Period</b>	For a period of 5 years from July 26, 2024 to July 25, 2029
<b>Salary</b>	4,00,000 Per Month
<b>Perquisites/ Benefits</b>	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
<b>Retirement Benefits</b>	Gratuity payable shall be in accordance with the rules of Companies Act and Gratuity Rules. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encash able of Leave at this end of the tenure, will not be included in the computation of the ceiling on perquisites.
<b>Other benefits</b>	The Director shall be entitled to reimbursement of expenses like Vehicle, Guest Entertainment; Travelling Expenses actually and properly incurred during the course of doing legitimate business of the company. Further, she is also eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company and in compliance with the provisions of the Companies Act, 2013.
<b>Compensation/ remuneration paid during the F.Y. 2023-24</b>	₹ 18.00 Lakhs

## ii. *Non-Executive Directors and Independent Director*

Our Company will not pay any remuneration to the Independent Directors of our company except the applicable sitting fee and reimbursement of expenses as per the Companies Act, 2013. The sitting fees shall be paid to the Non-Executive Directors and Independent Directors as per the terms and conditions mentioned in their letter of appointment.

Details of remuneration paid to our Non-executive Director as well as independent director in F.Y. 2023-24 are as follows:

(₹ in lakhs)

S. No.	Name of the director	Remuneration for F.Y. 2023-24
1.	Ms. Supriya Mishra*	18.00
2.	Mr. Ketan G Desai	-
3.	Ms. Falguni Khodabhai Prajapati	-
4.	Mr. Sugoto Ghosh	-

\* Appointed and re-designated as Non-Executive Director on July 26, 2024.

Note: No portion of the compensation as mentioned above was paid pursuant to a bonus or profit-sharing plan.

### **Remuneration paid by our Subsidiaries**

We do not have any Subsidiary Company as defined under Section 2(87) of the Companies Act, 2013.

### **Loans to Directors**

No loans have been availed by our Directors from our Company

### **Shareholding of our Directors as on the date of this Draft red herring prospectus:**

As per the Articles of Association of our Company, a director is not required to hold any shares in our Company to qualify him for the office of the Director of our Company. The following table details the shareholding in our Company of our Directors in their personal capacity, as on the date of this Draft red herring prospectus:

Sr. No.	Name of the Directors	No. of Equity Shares held	% of pre-issue paid-up Equity Share capital in our Company
1.	Supriya Mishra	39,99,580	49.99%
2.	Madhusmita Mohanty	39,99,580	49.99%
3.	Lalit Panda	400	0.01%
4.	Laxmi Narayan Mishra	360	0.01%
<b>Total</b>		<b>79,99,920</b>	<b>100.00%</b>

### **Interest of Directors**

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances Provided to anybody corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of

the present Issue and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and promoters, pursuant to this Issue. All our directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Directors himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

### **Interest in the business of Our Company**

Save and except as stated otherwise in “Related Party Transaction” in the chapter titled “Financial Information” beginning on page number 196 of this Draft red herring prospectus, our directors do not have any other interests in our Company as on the date of this Draft red herring prospectus. Our directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

### **Interest of Promoter/Directors in the property of Our Company**

Our directors do not have any interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of filing the Draft red herring prospectus.

S. No.	Name of Promoter/ Director	Usage	Address	Nature of Interest
1.	Ms. Madhusmita Mohanty	Rent Agreement	H No. 8-2-270/B/1/2, Block-3, 4th Floor Uptown Banjara, Road No.3, Banjara Hills, Hyderabad, Hyderabad, Telangana – 500034 India	To the extent of receipt of rent i.e., 1,50,000 p.m.

### **Interest in promotion of Our Company**

Except Promoters, none of our directors have any interest in the promotion of our Company.

### **Other indirect interest**

Except as stated in chapter titled “Restated Financial Information” beginning on page 165 of this Draft red herring prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our directors.

### **Changes in the Board for the last three years**

Save and except as mentioned below, there had been no change in the Directorship during the last three (3) years:

Name of Director	Date of Event	Reason for Change
Supriya Mishra	August 22, 2022	Appointed as First Director
Madhusmita Mohanty	August 22, 2022	Appointed as First Director

Laxmi Narayan Mishra	April 08, 2024	Appointed as Additional Director as Executive Director
Lalit Panda	April 08, 2024	Appointed as Additional Director as Executive Director
Laxmi Narayan Mishra	May 06,2024	Appointed and designated as Whole-Time Director
Lalit Panda	May 06,2024	Appointed and designated as Whole-Time Director
Ketan G Desai	July 25,2024	Appointed as Additional Director as Independent Director
Falguni Khodabhai Prajapati	July 25,2024	Appointed as Additional Director as Independent Director
Sugoto Ghosh	July 25,2024	Appointed as Additional Director as Independent Director
Madhusmita Mohanty	July 26,2024	Change in designation to Whole-Time Director
Supriya Mishra	July 26,2024	Change in designation to Non-Executive Director
Laxmi Narayan Mishra	July 26,2024	Change designation as Chairman & Whole-Time Director
Lalit Panda	July 26,2024	Redesignated as Managing Director
Ketan G Desai	July 26,2024	Appointed as Independent Director
Falguni Khodabhai Prajapati	July 26,2024	Appointed as Independent Director
Sugoto Ghosh	July 26,2024	Appointed as Independent Director

### Borrowing power of the Board

Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held on July 26, 2024 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹1,000 Crores.

### Management Organisation Structure



### Compliance with corporate governance

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. As on date of this Draft red herring prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, the

requirement specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27, 49 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas. The Board functions either as a full Board or through various committee.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- CSR Committee

#### **I. Audit Committee**

Our Company has formed an Audit Committee, vide Board Resolution dated July 26, 2024 as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) Rules, 2014. As on the date of this Draft red herring prospectus, the Audit Committee comprise of

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Ketan G Desai	Chairman	Independent Director
Prajapati Falguniben Khodabhai	Member	Independent Director
Madhusmita Mohanty	Member	Whole-Time Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee.

#### **➤ Meeting of the Committee**

The committee shall meet at least four times in a year and not more than one hundred and twenty 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 minimum two independent members at each meeting. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries.

#### ***Scope and terms of reference:***

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchange(s) from time to time, the following:

#### **b. Powers of Audit Committee**

The Audit Committee shall have powers, including the following:

- to investigate any activity within its terms of reference;
- to seek information from any employee;
- to obtain outside legal or other professional advice;

- The audit committee may invite such of the executives as it considers appropriate (and particularly head of the finance function) to be present at the meetings of the committee, but on the occasions, it may also meet without the presence of any executives of the Issuer. The finance director, head of the internal audit committee;
- to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
- To have full access to information contained in records of Company.

**c. Role of Audit Committee**

The role of the Audit Committee shall include the following:

- Oversight the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions;
  - g. Qualifications in the Draft Red Herring Prospectus audit report.
- Reviewing, with the management, the half yearly financial statements before submission to the board for approval;
- 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.
- Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors, 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.
- Discussion with internal auditors on any significant findings and follow up thereon.



- 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;
- 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.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
- Reviewing the functioning of the whistle blower mechanism;
- Approval of 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.
- Carrying out any other function as it mentioned in the terms of reference of the Audit Committee.

**Further, the Audit Committee shall mandatorily review the following:**

- Management Discussion and Analysis of financial condition and results of operations.
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
- Management letters/letters of internal control weaknesses issued by the statutory auditors.
- Internal audit reports relating to internal control weaknesses.
- The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- statement of deviations:
  - Half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
  - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

## **II. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on July 26, 2024. As on the date of this Draft Red Herring Prospectus the Nomination and Remuneration Committee comprises of:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Ketan G Desai	Chairman	Independent Director
Prajapati Falguniben Khodabhai	Member	Independent Director
Sugoto Ghosh	Member	Independent Director



The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee.

- **Meeting of the Committee**

The committee shall meet as and when the need arises, subject to at least once in a year. The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance. The Chairman of the Nomination and Remuneration Committee is entitled to attend the general Meeting of the company to furnish clarifications to the shareholders on any matter relating to remuneration.

***Scope and terms of reference:***

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

- Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- Devising a policy on diversity of the Board of Directors.
- Identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
- engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
- Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

### **III. Stakeholders' Relationship Committee**

The Stakeholders' Relationship Committee was constituted at a meeting of the Board of Directors held on July 26, 2024. As on the date of this Draft Red Herring Prospectus the Stakeholders' Relationship Committee comprises of:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Ketan G Desai	Chairman	Independent Director
Lalit Panda	Member	Managing Director
Laxmi Narayan Mishra	Member	Chairman & Whole Time Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholders' Relationship Committee.

- **Meeting of the Committee**

The Stakeholders Relationship Committee shall meet at least once a year 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 Chairman

of the Stakeholders Relationship Committee shall be present at the Annual General Meeting to answer queries of the securities holders. The Quorum shall be two members present.

**Scope and terms of reference:**

The Stakeholders’ Relationship Committee shall be responsible for, among other things, as may be required by the under applicable law, the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Allotment and listing of our shares in future
- Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
- Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/transmission of shares and debentures;
- Reference to statutory and regulatory authorities regarding investor grievances;
- To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers;
- carrying out any other functions required to be carried out by the Stakeholders’ Relationship Committee as contained in the Companies Act 2013 or the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

**IV. CSR Committee**

The CSR Committee was constituted at a meeting of the Board of Directors held on July 26, 2024. As on the date of this Draft Red Herring Prospectus the CSR Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Supriya Mishra	Chairman	Non-Executive Director
Lalit Panda	Member	Managing Director
Sugoto Ghosh	Member	Independent Director

Kindly add relevant Details like Scope of work, Power, Meeting of committee etc. herewith.

**KEY MANAGERIAL PERSONNEL**

In addition to Laxmi Narayan Mishra, Chairman & Whole Time Director, Lalit Panda, Managing Director and Madhusmita Mohanty, Whole Time Director of the Company, whose details are provided in “*Brief profiles of our directors*” on page 145, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are as set forth below:

**Mohammed Jaffar:** is the Chief Financial Officer (CFO) of the Company. He has completed his Bachelor of Commerce (B. Com) from Gujarat University in 2009 and completed his Master of Business Administration in 2011 from Auroras School of Business, Hyderabad. His area of expertise includes advanced accounting and proficiency in accounting softwares such as SAP & Tally ERP. He has total experience of more than 12 years. He was previously associated with Marinetrans Private Limited as an Assistant Manager Accounts & Finance from January 2012 to October 2013. Thereafter he is associated with us. Presently, he is responsible for managing the

financial actions of our company. He will be incharge of tracking cash-flow of the company and analyzing strengths/weaknesses in the company's finances and overseeing all aspects in relation to the same.

**Priya Bharat Dholu:** is the Company Secretary and Compliance Officer of our Company. She is an associate member Institute of Company Secretaries of India and also holds Bachelors of Commerce (B. Com) and Bachelors of Legislative Law (L.L.B.) from I. M. Nanavati Law College. She holds experience of more than 10 years in compliance field. She has joined our company with effect from July 25, 2024. She was previously associated with Sampada Loomba & Associates. She is responsible for handling all company secretarial affairs and legal compliance related to the Company.

**We confirm that:**

- a. All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- b. None of our KMPs except Mr. Laxmi Narayan Mishra, Mr. Lalit Panda and Ms. Madhusmita Mohanty are also part of the Board of Directors.
- c. Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- d. Our Company does not have any bonus/ profit sharing plan for any of the Key Managerial Personnel.
- e. None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Draft Red Herring Prospectus except:

S. No.	Name of the KMPs	No. of Shares held
1.	Madhusmita Mohanty	39,99,580
2.	Lalit Panda	400
3.	Laxmi Narayan Mishra	360

- f. Presently, we do not have ESOP/ESOS scheme for our employees.

**Relationship among Key Managerial Personnel**

Except as disclosed in the page 146 of this chapter of relationship of Ms. Supriya Mishra with Mr. Laxmi Narayan Mishra and Ms. Madhusmita Mohanty with Mr. Lalit Panda who are also directors of the Company, none of our Key Managerial Personnel are related to each other.

**Arrangement or understanding with major shareholders, customers, suppliers or others**

None of our Key Managerial Personnel have been appointed or selected pursuant to any arrangement or understanding with our major shareholders, customers, suppliers of our Company, or others.

**Contingent or deferred compensation payable to Key Managerial Personnel**

There is no contingent or deferred compensation payable to our Key Managerial Personnel, which does not form a part of their remuneration.

**Interest of Key Managerial Personnel**

None of our key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to our Company as per the terms of their appointment and reimbursement of expenses incurred by them during the ordinary course of business.

### **Changes in the Key Managerial Personnel in last three years:**

Other than the disclosure of appointment and/or redesignation of directors as Managing Director and Whole Time Director in the page no 150 of this chapter, the following are the changes in the key managerial personnel:

<b>Sr. No.</b>	<b>Name of KMP</b>	<b>Date of Appointment/ Change in Designation/ Cessation</b>	<b>Reason for Change</b>
1.	Mohammed Jaffar	July 25, 2024	Appointed as Chief Financial Officer
2.	Priya Bharat Dholu	July 25, 2024	Appointed as Company Secretary & Compliance Officer

*Further, the attrition rate of Key Managerial Personnel of our Company is not high as compared to our peers.*

### **Loans to Key Managerial Personnel**

Except as provided in restated financial statement in the chapter “*Financial Information*” beginning on page 165 of the Draft red herring prospectus, there are no loans outstanding against the key managerial personnel as on the date of this Draft red herring prospectus.

### **Payment or benefit to our Key Managerial**

No non salary related amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

*This space has been left blank intentionally.*

## OUR PROMOTERS

The promoters of our Company are Mr. Laxmi Narayan Mishra, Mr. Lalit Panda, Ms. Supriya Mishra and Ms. Madhusmita Mohanty. As on date of this Draft red herring prospectus, the Promoters, in aggregate, hold 79,99,920 Equity shares of our Company, representing 100.00% of the pre-Issue paid up Equity Share capital of our Company. For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure*", on pages 64 of this Draft red herring prospectus.

### Brief Profile of Our Individual Promoter is as under:



**Mr. Laxmi Narayan Mishra** aged 50 is one of our promoters of our Company and also holds the position of Chairman & Whole Time Director on our Board. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business positions / posts held in the past and other directorships, see "*Our Management*" on page 142.

His permanent account number is BBSPM7740K.

For details of his shareholding, please see "*Capital Structure*" on page 64.



**Mr. Lalit Panda**, aged 41 years is one of our promoters of our Company and also holds the position of Managing Director on our Board. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business positions / posts held in the past and other directorships, see "*Our Management*" on page 142.

His permanent account number is ARSPP1977G.

For details of his shareholding, please see "*Capital Structure*" on page 64.



**Ms. Madhusmita Mohanty**, aged 41 years is one of our promoters of our Company and also holds the position of Whole Time Director on our Board. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business positions / posts held in the past and other directorships, see "*Our Management*" on page 142.

His permanent account number is APYPM0140A.

For details of his shareholding, please see "*Capital Structure*" on page 64.



**Ms. Supriya Mishra**, aged 47 years is one of our promoters of our Company and Non – Executive Director on our Board. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business positions / posts held in the past and other directorships, see “*Our Management*” on page 142.

His permanent account number is BIVPM4538H.

For details of his shareholding, please see “*Capital Structure*” on page 64.

### **Declaration**

In relation to our Promoters, Mr. Laxmi Narayan Mishra, Mr. Lalit Panda, Ms. Supriya Mishra and Ms. Madhusmita Mohanty, our Company confirms that the PAN, Bank Account Numbers, Passport Number, Aadhaar Card Number and Driving License number shall be submitted to NSE at the time of filing of this Draft red herring prospectus.

### **Confirmations**

Our Company and Promoters confirmed that they have not been declared as wilful defaulters or Fraudulent Borrowers by the RBI or by any other government authority and there are no violations of securities laws committed by them in the past or are currently pending against them or restraining period are continued.

Further, our Promoters and / or Promoters group have not been directly or indirectly, debarred from accessing the capital market or have not been restrained by any regulatory authority, directly or indirectly from acquiring the securities.

Additionally, our Promoters and / or Promoters group do not have direct or indirect relation with the companies, its Promoters and whole-time director, which are compulsorily delisted by any recognized stock exchange or the companies which is debarred from accessing the capital market by the Board. Also, our Promoters are not a fugitive economic offender.

### **We and Our Promoters confirm that:**

- a. No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past one year against us;
- b. There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years;
- c. The details of outstanding litigation including its nature and status are disclosed in the section title “Outstanding Litigation and Material Developments” appearing on page number 223 of this Draft red herring prospectus.

### **Change in Control of our Company**

There has not been any change in the control of our Company during the last five years preceding the date of this Prospectus. For further details of acquisition of Equity Shares by our Promoters, please see section titled “*Capital Structure - Promoter's shareholding in our Company*” on page 73.

## **Interest of our Promoters**

### ***Interest in promotion of Our Company***

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them. As on the date of this Draft red herring prospectus, our Promoters, Mr. Laxmi Narayan Mishra, Mr. Lalit Panda, Ms. Supriya Mishra and Ms. Madhusmita Mohanty collectively holds 79,99,920 Equity Shares in our Company i.e. 100.00% of the pre issue paid up Equity Share Capital of our Company. For details regarding the shareholding of our Promoters in our Company, please see “Capital Structure” on page 64 of this Draft red herring prospectus.

Our Promoters may also be deemed to be interested to the extent of the remuneration, as per the terms of their appointment and reimbursement of expenses payable to them for the rent, purchase and sale transactions. For details, please refer to Annexure 35 – “*Related Party Disclosures*” beginning on page 196 of this Draft red herring prospectus.

### ***Interest in the property of Our Company***

Our directors do not have any interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of filing the Draft red herring prospectus. For further details of property please refer to Chapter titled “*Our Business*” beginning on page 113 of this Draft red herring prospectus.

## **In transactions for acquisition of land, construction of building and supply of machinery**

None of our Promoters or Directors is interested in any transaction for the acquisition of land, construction of building or supply of machinery.

## **Other ventures of our Promoter**

Save and except as disclosed in this section titled “*Our Promoter*” “*Promoter Group*” beginning on page 159 and 163 of this Draft red herring prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

## **Payment of benefits to our Promoters and Promoter Group during the last two years**

Save and except as disclosed under “*Statement of Related Party Transactions*”, as Restated appearing as Annexure 35 on page 196 of the section titled “*Financial Information*” beginning on page number 165 of the Draft red herring prospectus, there has been no Payment or benefit to promoters during the two (2) years preceding the date of filing of this Draft red herring prospectus, nor is there any intention to pay or give any benefit to our Promoters as on the date of this Draft red herring prospectus.

## **Material Guarantees given by our promoters with respect to the Equity Shares**

Except as stated in the section titled “*Restated Financial Statements*” beginning on page 165 of this Draft red herring prospectus, there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Draft red herring prospectus.

### **Related Party Transactions**

For details of related party transactions entered into by our Company, please refer to “Statement of Related Party Transactions”, as Restated appearing as Annexure 35 on page 196 of the section titled “Restated Financial Information” beginning on page number 165 of the Draft red herring prospectus.

### **Companies or Firms with which our Promoters has disassociated in the last three years**

Our Promoters have not disassociated itself from any companies or firms in last three years preceding the date of this Draft red herring prospectus.

### **Information of our group companies**

For details related to our group companies please refer “*Our Group Companies*” on page no. 239 of this Draft red herring prospectus.

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## OUR PROMOTER GROUP

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

### A. Natural Persons who form part of our Promoter Group:

The following natural persons being the immediate relatives of our Promoters in terms of regulation 2(1)(pp) of the SEBI (ICDR) Regulations 2018 form part of our Promoter Group:

Promoters	Lalit Panda	Madhusmita Mohanty	Laxmi Narayan Mishra	Supriya Mishra
<b>Father</b>	Late Harendra Kumar Panda	Damodar Mohanty	Radhakanta Mishra	Nikhalanand Dwibedy
<b>Mother</b>	Sarojini Panda	Premalata Mohanty	Sabita Mishra	Late Savitri Dwibedy
<b>Spouse</b>	Madhusmita Mohanty	Lalit Panda	Supriya Mishra	Laxmi Narayan Mishra
<b>Brothers</b>	-	Satya Ranjan Mohanty	Satya Narayan Mishra	Sandip Kumar Dwibedy
<b>Sister</b>	Gitanjali Panda	1. Smita Mohanty, 2. Sasmita Pattanayak, 3. Itismita Sapan Mohanty	Induprava Panda	Sudipta Dwibedy
<b>Son</b>	-	-	-	-
<b>Daughter</b>	1. Sanvi Panda, 2. Sloka Panda	1. Sanvi Panda, 2. Sloka Panda	1. Bhumika Mishra, 2. Ivanka Mishra	1. Bhumika Mishra, 2. Ivanka Mishra
<b>Spouse Father</b>	Damodar Mohanty	Late Harendra Panda	Nikhalanand Dwibedy	Radhakanta Mishra
<b>Spouse Mother</b>	Premalata Mohanty	Sarojini Panda	Late. Savitri Dwibedy	Sabita Mishra
<b>Spouse Brother</b>	Satya Ranjan Mohanty	-	Sandip Kumar Dwibedy	Satyanarayan Mishra
<b>Spouse Sister</b>	1. Smita Mohanty, 2. Sasmita Pattanayak, 3. Itismita Sapan Mohanty	Gitanjali Panda	Sudipta Dwibedy	Induprava Panda

### B. Corporate Entities or Firms forming part of the Promoter Group:

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

S. No.	Nature of Relationship	Name of Entities
1.	Any Body corporate in which ten percent or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or HUF in which the promoter or any one or more of his immediate relative is a member	Nil
2.	Any Body corporate in which a body corporate as provided above holds ten percent or more of the equity share capital	Nil
3.	Any HUF or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than ten percent of the total	Nil

### C. Other persons included in Promoter Group:

None of other persons forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1)(pp)(v) of SEBI (ICDR) Regulations 2018.

## **DIVIDEND POLICY**

Under the Companies Act, our Company can pay dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors, under the Companies Act, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both. The articles of Association of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are 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. We have not declared dividend in any Financial Year.

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## SECTION VI- FINANCIAL INFORMATION

### RESTATED FINANCIAL STATEMENT

To,  
The Board of Directors,  
Blue Water Logistics Limited  
H.NO.8-2-270/B/1/2, Block-3,  
4th Floor, Uptown Banjara,  
Road No.3, Banjara Hills,  
Hyderabad – 500034

Dear Sirs,

We have examined the attached Restated Financial Information of Blue Water Logistics Limited including Conversion of Blue Water Logistics comprising the Restated Assets and Liabilities as at March 31, 2024 & March 31, 2023 for Blue Water Logistics Limited and as at August 31, 2022 & March 31, 2022 for Blue Water Logistics (Partnership Firm), the Restated Statements of Profit and Loss (including other comprehensive income) for year ended on March 31, 2024 & March 31, 2023 for Blue Water Logistics Limited and for the period ended August 31, 2022 & for the year ended March 31, 2022 for Blue Water Logistics (Partnership Firm), the Restated Statement of changes in Equity, the Restated Cash Flow Statement for the period ended March 31, 2024 & March 31, 2023 for Blue Water Logistics Limited and for the period ended August 31, 2022 & for the year ended March 31, 2022 for Blue Water Logistics (Partnership Firm), the Summary statement of Significant Accounting Policies and other explanatory information (Collectively the Restated Financial Information as approved by the Board of Directors of the Company for the purpose of inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus, prepared by the company in connection with its proposed Initial Public Offer of equity shares (IPO) prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules");

The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations"); and

The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended from time to time (the Guidance Note)

The Company's Board of Directors are responsible for the preparation of Restated Financial Information for the purpose of inclusion in the DRHP / RHP / Prospectus to be filled with Securities and Exchange Board of India, NSE and Registrar of Companies, Hyderabad in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the company on the basis of preparation stated in notes to the Restated Financial Information. Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. Management is also responsible for identifying and ensuring that the Company complies with the Companies Act, ICDR Regulations and the Guidance Note.

We have examined such Restated Financial Information taking into consideration:

The terms of reference and terms of our engagement agreed upon with the company in accordance with our engagement letter in connection with the proposed IPO of equity shares of the Company;

The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI; and

The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

These Restated Financial Information have been compiled by the management from the Audited Financial Statements of the company for the financial years ended on March 31, 2024 & March 31, 2023 for Blue Water Logistics Limited and for the period ended August 31, 2022 & for the year ended March 31, 2022 for Blue Water Logistics (Partnership Firm) which have been approved by Board of directors.

In accordance with the requirements of Act, SEBI ICDR Regulations, Guidance Note on the reports in Company Prospectus (Revised) issued by ICAI and the terms of our Engagement Letter, we further report that:

The “Restated Statement of Assets and Liabilities” as set out in Annexure 1 to this report, of the Company as at March 31, 2024 & March 31, 2023 for Blue Water Logistics Limited and as at August 31, 2022 & March 31, 2022 for Blue Water Logistics (Partnership Firm), are prepared by the Company and approved by the Board of Directors. This Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure 4(A) to this Report.

The “Restated Statement of Profit and Loss” as set out in Annexure 2 to this report, of the Company for year ended on March 31, 2024 & March 31, 2023 for Blue Water Logistics Limited and for the period ended August 31, 2022 & for the year ended March 31, 2022 for Blue Water Logistics (Partnership Firm), are prepared by the Company and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure 4(A) to this Report.

The “Restated Statement of Cash Flow” as set out in Annexure 3 to this report, of the Company for year ended on March 31, 2024 & March 31, 2023 for Blue Water Logistics Limited and for the period ended August 31, 2022 & for the year ended March 31, 2022 for Blue Water Logistics (Partnership Firm), are prepared by the Company and approved by the Board of Directors. This Statement of Cash Flow, as restated, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Summary Statements as set out in Annexure 4(A) to this Report.

Based on the above and also as per the reliance placed by us on the audited financial statements of the company and auditor’s report thereon which have been prepared by Statutory Auditor of the Company for year ended on March 31, 2024 & March 31, 2023 for Blue Water Logistics Limited and for the period ended August 31, 2022 & for the year ended March 31, 2022 for Blue Water Logistics (Partnership Firm), we are of the opinion that The Restated Financial Statements or Restated Summary Statements have been made after incorporating:

Adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all reporting period if any;

Adjustment for any material amounts in the respective financial years have been made to which they relate;

They do not contain any extra-ordinary items that needs to be disclosed separately except as shown in the Restated Financial Information;

There are no revaluation reserves, which needs to be disclosed separately in the Restated Financial Statement.

There are no qualifications in the Audit Report issued by statutory auditors for year ended on March 31, 2024 & March 31, 2023 for Blue Water Logistics Limited and for the period ended August 31, 2022 & for the year ended March 31, 2022 for Blue Water Logistics (Partnership Firm) which would require adjustments in this Restated Financial Statement of the Company.

The Company has not paid dividend on its equity shares during the reporting period.

We have also examined the following Restated financial information of the Company set out in the Annexure as prepared by the management and approved by the Board of Directors of the company for year ended on March 31, 2024 & March 31, 2023 for Blue Water Logistics Limited and for the period ended August 31, 2022 & for the year ended March 31, 2022 for Blue Water Logistics (Partnership Firm), proposed to be included in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus (“Offer Document”) for the proposed IPO:

- Annexure - 1: Restated Statement of Assets and Liabilities
- Annexure - 2: Restated Statement of Profit and Loss
- Annexure - 3: Restated Statement of Cash Flow
- Annexure - 4(A): Significant Accounting Policies and Notes to Accounts as restated
- Annexure - 4(B): Reconciliation of Restated Profit & Audit Profit
- Annexure - 4(C): Reconciliation of Restated Equity / Net-worth
- Annexure - 5: Restated Statement of Share Capital
- Annexure - 6: Restated Statement of Reserves & Surplus
- Annexure - 7: Restated Statement of Long-term Borrowings
- Annexure - 7(A): Nature of Securities and Terms of Repayment Secured/Unsecured Long Term Borrowings Including Current Maturities
- Annexure - 7(B): Terms and Conditions of Unsecured Loans
- Annexure - 8: Restated Statement of Long-term Provisions
- Annexure - 9: Restated Statement of Short-term Borrowings
- Annexure - 9(A): Nature of Securities and Terms of Repayment Secured Short Term Borrowings
- Annexure - 10: Restated Statement of Trade Payables
- Annexure - 11: Restated Statement of Other Current Liabilities
- Annexure - 12: Restated Statement of Short-term Provisions
- Annexure - 13: Restated Statement of Property, Plant and Equipment
- Annexure - 14: Restated Statement of Non-Current Investments
- Annexure - 15: Restated Statement of Deferred Tax Assets (Net)
- Annexure - 16: Restated Statement of Long-term Loans and Advances
- Annexure - 17: Restated Statement of Other Non-Current Assets
- Annexure - 18: Restated Statement of Inventories
- Annexure - 19: Restated Statement of Trade Receivables
- Annexure - 20: Restated Statement of Cash and Cash Equivalents
- Annexure - 21: Restated Statement of Short-term Loans and Advances
- Annexure - 22: Restated Statement of Other Current Assets
- Annexure - 23: Restated Statement of Revenue from Operations
- Annexure - 23(A): Product Wise Revenue Bifurcation
- Annexure - 23(B): Geography Wise Revenue Bifurcation
- Annexure - 24: Restated Statement of Other Business/ Operating Income
- Annexure - 25: Restated Statement of Operational Expenses
- Annexure - 26: Restated Statement of Changes in Inventories of Finished Goods, Work-In-Progress and Stock-In-Trade
- Annexure - 27: Restated Statement of Employee Benefit Expense
- Annexure - 28: Restated Statement of Finance Costs
- Annexure - 29: Restated Statement of Depreciation and Amortization Expense
- Annexure - 30: Restated Statement of Other Expenses
- Annexure - 31: Restated Statement of Extraordinary Items
- Annexure - 32: Restated Statement of Deferred Tax

Annexure - 33: Restated Statement of Contingent Liabilities  
Annexure - 34: Restated Statement of Accounting Ratios  
Annexure - 35: Restated Statement of Related Party Transactions  
Annexure - 36: Restated Statement of Segment Reporting  
Annexure - 37: Restated Statement of Capitalization  
Annexure - 38: Restated Statement of Tax Shelter  
Annexure - 39: Restated Statement of Additional Notes

This report should not in any way be construed as re-issuance or re-dating of any of the previous audit reports issued by us or any other firm of Chartered Accountants, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the Company.

In our opinion, the above financial information contained in Annexure 1 to 35 and read along with the Restated Statement of Significant Accounting Policies and Notes as set out in Annexure 4(A) are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with paragraph B, Part II of Schedule II of the Act, the SEBI ICDR Regulations, The Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India (“ICAI”) to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.

We, S.S.N. Murthy & Co., Chartered Accountants have been subjected to peer review process of the Institute of Chartered Accountant of India (ICAI) and hold a valid peer review certificate No.- 013734 dated 24/11/2021 issued by the “Peer Review Board” of the ICAI.

Our report is intended solely for use of the management for inclusion in the offer document to be filed with Securities and Exchange Board of India in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

**For S.S.N. Murthy & Co.**  
**Chartered Accountants**  
**Firm Regn No. – 002188S**  
**Peer Review No. 013734**

**Sattiraju Sathyanarayana Murthy**  
**Proprietor**  
**M.No.028516**  
**UDIN : 24028516BKBECZ2534**

**Place : September 16, 2024**  
**Date : Hyderabad**

## BLUE WATER LOGISTICS LIMITED (CONVERSION FROM FIRM BLUE WATER LOGISTICS)

### Annexure - 1: Restated Statement of Assets and Liabilities

(Rs. In Lakhs)

Particulars	Annex . No.	Blue Water Logistics Limited		Blue Water Logistics - Firm	
		As at year/period ended			
		31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023*	31 <sup>st</sup> August, 2022	31 <sup>st</sup> March, 2022
<b>I. Equity and Liabilities</b>					
<i>(1) Shareholders' Funds</i>					
(a) Share Capital	5	200.00	200.00	200.00	880.08
(b) Reserve & Surplus	6	742.70	154.06	325.73	0.00
<i>(2) Share application money pending allotment</i>		0.00	0.00	0.00	0.00
<i>(3) Non-current Liabilities</i>					
(a) Long term borrowings	7	601.22	642.66	573.88	678.87
(b) Deferred tax liabilities (Net)		0.00	0.00	0.00	0.00
(c) Other long term liabilities		0.00	0.00	0.00	0.00
(d) Long term provisions	8	10.58	9.29	4.14	4.12
<i>(4) Current Liabilities</i>					
(a) Short term borrowings	9	1,121.15	1,238.05	1,184.94	1,069.29
(b) Trade payables	10				
(A) Total outstanding dues of micro and small enterprises		24.26	0.00	0.00	0.00
(B) Total outstanding dues of creditors other than micro and small enterprise		1,246.20	549.26	1,498.29	1,418.59
(c) Other current liabilities	11	63.15	76.60	58.37	36.46
(d) Short term provisions	12	202.89	57.97	35.08	83.04
<b>Total</b>		<b>4,212.16</b>	<b>2,927.87</b>	<b>3,880.43</b>	<b>4,170.46</b>
<b>II. Assets</b>					
<i>(1) Non-current Assets</i>					
(a) Property, Plant and Equipment and Intangible assets					
(i) Property, Plant and Equipment	13	330.29	248.86	177.31	93.29
(ii) Intangible assets		0.00	0.00	0.00	0.00
(iii) Capital WIP		0.00	0.00	0.00	25.05
(iv) Intangible assets under development		0.00	0.00	0.00	0.00
(b) Non-current investments	14	0.00	0.00	0.00	0.00
(c) Deferred tax assets (net)	15	3.38	6.13	1.04	1.04
(d) Long term loans and advances	16	32.21	8.22	35.23	32.20
(e) Other non-current assets	17	2.48	3.31	0.00	0.00
<i>(2) Current Assets</i>					
(a) Inventories	18	0.00	0.00	0.00	52.40
(b) Trade receivables	19	2,646.78	1,991.40	2,758.27	2,729.42
(c) Cash and cash equivalents	20	161.31	239.72	371.46	51.91
(d) Short-term loans and advances	21	763.73	356.76	348.50	1,025.23
(e) Other current assets	22	272.00	73.47	188.63	159.92
<b>Total</b>		<b>4,212.17</b>	<b>2,927.87</b>	<b>3,880.44</b>	<b>4,170.46</b>
Significant Accounting Policies	4A	(0.00)	(0.00)	0.00	(0.00)
Reconciliation of Restated Profit & Audit Profit	4B				
Notes forming part of the Financial Statement					

\* Blue Water Logistics (Partnership Firm) was converted in Blue Water Logistics Private Limited on 31st August 2022

## Annexure - 2: Restated Statement of Profit and Loss

(Rs. In Lakhs)

Particulars		Annex. No.	Blue Water Logistics Limited		Blue Water Logistics - Firm	
			For the year/period ended			
			31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023*	31 <sup>st</sup> August, 2022	31 <sup>st</sup> March, 2022
<b>I</b>	Revenue from operations:	<b>23</b>	13,867.37	9,798.24	8,466.90	15,840.90
<b>II</b>	Other business/ operating income:	<b>24</b>	6.96	8.72	4.22	9.16
<b>III</b>	<b>Total Income (I + II)</b>		<b>13,874.33</b>	<b>9,806.96</b>	<b>8,471.12</b>	<b>15,850.07</b>
<b>IV</b>	<b>Expenses:</b>					
	Operational Expenses	<b>25</b>	12,287.23	9,029.63	7,971.03	14,925.04
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	<b>26</b>	-	-	52.40	30.90
	Employee benefit expense	<b>27</b>	387.54	260.12	150.09	321.21
	Finance Costs	<b>28</b>	167.42	134.52	85.96	114.70
	Depreciation and Amortization Expense	<b>29</b>	95.55	51.27	13.88	19.00
	Other Expenses	<b>30</b>	142.65	125.54	58.37	113.46
	<b>Total Expenses (IV)</b>		<b>13,080.38</b>	<b>9,601.08</b>	<b>8,331.73</b>	<b>15,524.31</b>
<b>V</b>	Profit before exceptional and extraordinary items and tax	(III - IV)	<b>793.95</b>	<b>205.87</b>	<b>139.39</b>	<b>325.76</b>
<b>VI</b>	Exceptional Items		-	-	-	-
<b>VII</b>	Profit before extraordinary items and tax	(V - VI)	<b>793.95</b>	<b>205.87</b>	<b>139.39</b>	<b>325.76</b>
<b>VIII</b>	Extraordinary Items	<b>31</b>	-	-	-	-
<b>IX.</b>	Profit before tax	(VII - VIII)	<b>793.95</b>	<b>205.87</b>	<b>139.39</b>	<b>325.76</b>
<b>X.</b>	Tax Expense:					
<b>(1)</b>	Current Tax		202.57	57.94	35.08	83.03
<b>(2)</b>	Deferred Tax	<b>32</b>	2.75	-6.13	-	-1.04
<b>(3)</b>	Current Tax adjustment of earlier years		-	-	-	-
<b>XI</b>	Profit (Loss) from the period from continuing operations	(IX-X)	<b>588.64</b>	<b>154.06</b>	<b>104.31</b>	<b>243.77</b>
<b>XII</b>	Profit/(Loss) from discontinuing operations		-	-	-	-
<b>XII I</b>	Tax expense of discontinuing operations		-	-	-	-
<b>XIV</b>	Profit/(Loss) from discontinuing operations after tax	(XII - XIII)	-	-	-	-
<b>XV</b>	Profit/(Loss) for the period	(XI + XIV)	<b>588.64</b>	<b>154.06</b>	<b>104.31</b>	<b>243.77</b>
<b>XVI</b>	Earning Per Equity Share:					
<b>(1)</b>	Basic		<b>29.43</b>	<b>7.70</b>	<b>5.22</b>	<b>12.19</b>
<b>(2)</b>	Diluted		<b>29.43</b>	<b>7.70</b>	<b>5.22</b>	<b>12.19</b>
	Significant Accounting Policies	<b>4A</b>				
	Reconciliation of Restated Profit & Audit Profit	<b>4B</b>				
	Notes forming part of the Financial Statement					

\*The figures of Blue Water Logistics Limited are Standalone and not consolidated with figures of Blue Water Logistics (Partnership Firm)



**Annexure – 3: Restated Statement of Cash Flow**
*(Rs. In Lakhs)*

Particulars	Blue Water	Logistics	Blue Water	Logistics
	Blue Water	Logistics	Blue Water	Logistics
	Limited		(Partnership Firm)	
For the year/period ended				
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023	31 <sup>st</sup> August, 2022	31 <sup>st</sup> March, 2022
<b>(A) Cash Flow from Operating Activities</b>				
<b>Restated Net Profit Before Tax and Extraordinary items</b>	793.95	205.87	139.39	325.76
<b>Adjustments For:</b>				
Gratuity Provision	-	-	-	-
(Interest Received)	(1.14)	(8.27)	(1.85)	(2.40)
Income-tax/Prior Year Adjustment	-	-	-	-
(Profit on sale of fixed assets)	-	-	-	-
Interest and Finance Charges Paid	167.42	134.52	85.96	114.70
Depreciation	95.55	51.27	13.88	19.00
<b>Operating profit before working capital changes</b>	<b>1055.78</b>	<b>383.39</b>	<b>237.39</b>	<b>457.06</b>
<b>Changes in Working Capital</b>				
(Increase)/Decrease in Trade Receivables	(655.38)	(1,991.40)	(28.84)	(1,164.50)
(Increase)/Decrease in Inventories	-	-	52.40	30.90
(Increase)/Decrease in Short Term Loans and Advances	(406.96)	(356.76)	676.73	(690.47)
(Increase)/Decrease in Long Term Loans and Advances	(23.99)	(8.22)	(3.03)	33.90
(Increase)/Decrease in Other Current Assets	(198.53)	(73.47)	(28.71)	(159.40)
(Increase)/Decrease in Other Non-current Assets	3.58	(9.44)	-	(1.04)
Increase/(Decrease) in Long Term Provisions	1.29	9.29	0.01	4.12
Increase/(Decrease) in Trade Payables	721.21	549.26	79.70	613.33
Increase/(Decrease) in other Current liabilities	(13.45)	76.60	21.91	2.71
Increase/(Decrease) in Short Term Provisions	144.93	57.97	(47.96)	83.04
<b>Cash Generated from / (used in) operating activities</b>	<b>628.48</b>	<b>(1,362.79)</b>	<b>959.60</b>	<b>(790.34)</b>
Less: Income Tax paid	205.31	51.81	35.08	81.99
<b>Cash Flow before extraordinary items</b>	<b>423.16</b>	<b>(1,414.60)</b>	<b>924.51</b>	<b>(872.33)</b>
Extraordinary items	-	-	-	-
<b>Net cash generated from / (used in) Operating Activities.....A</b>	<b>423.16</b>	<b>(1,414.60)</b>	<b>924.51</b>	<b>(872.33)</b>
<b>(B) Cash Flow from Investing Activities</b>				
(Increase)/Decrease in Non-Current Investment	-	-	-	-
Interest Received	1.14	8.27	1.85	2.40
(Purchase)/Sale of Tangible Fixed Assets	(176.97)	(300.13)	(72.85)	(28.60)
Sale of Tangible Fixed Assets	-	-	-	-
<b>Net cash generated from / (used in) Investing Activities.....B</b>	<b>(175.83)</b>	<b>(291.86)</b>	<b>(71.00)</b>	<b>(26.20)</b>
<b>(C) Cash Flow from financing Activities</b>				
Proceeds from issue of Share Capital	-	200.00	-	-
Capital introduced	-	-	(458.66)	(2.63)
Increase/(Decrease) in Short Term Borrowings	(116.89)	1,238.05	115.65	534.54
Increase/(Decrease) in Long Term Borrowings	(41.43)	642.66	(104.99)	517.31
Interest and Finance Charges Paid	(167.42)	(134.52)	(85.96)	(114.70)
Dividend & tax thereon	-	-	-	-
Increase/(Decrease) in Share Application Money	-	-	-	-
<b>Net cash generated from / (used in) Financing Activities.....C</b>	<b>(325.74)</b>	<b>1,946.18</b>	<b>(533.97)</b>	<b>934.53</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>(78.41)</b>	<b>239.72</b>	<b>319.55</b>	<b>36.00</b>

<b>Cash and cash equivalents at the beginning</b>	239.72	0.00	51.91	15.91
<b>Cash and cash equivalents at the end</b>	<b>161.29</b>	<b>239.73</b>	<b>371.46</b>	<b>51.91</b>

Notes:-

- 1) Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.
- 2) Figures in brackets represents outflows.
- 3) The above statement should be read with the restated statement of assets and liabilities, statement of profit and loss, Significant Accounting Policies and Notes as appearing in Annexure 1, 2 and 4(A) respectively.

## **BLUE WATER LOGISTICS LIMITED**

### **Annexure – 4(A): Significant Accounting Policies and Notes to Accounts as restated**

#### **1. Corporate Information**

The company was originally incorporated as a partnership firm M/s Blue Water Logistics on April 16<sup>th</sup>, 2010. The company was converted into private limited company on 22<sup>nd</sup> August, 2022 as “Blue Water Logistics Private Limited” under the provisions of the Companies Act, 2013. Subsequently the company was converted into Public Limited company and name of company was changed to “Blue Water Logistics Limited” vide fresh certificate of incorporation dated July 25, 2024.

The company is engaged in the business of providing logistics services that specializes in providing end-to-end project logistics, SCM, warehousing and logistical support services in Sea, Air and Land.

The figures in the Restated Financial Statements from 1<sup>st</sup> April 2022 to 31<sup>st</sup> August 2022 pertain to M/s Blue Water Logistics (Partnership Firm). The figures of M/s Blue Water Logistics Limited of the FY 2022-23 do not include the Sales/other figures of M/s Blue Water Logistics (Partnership Firm). These figures are presented separately and are not consolidated in the restated balance sheet.

#### **2. Significant Accounting Policies**

##### **2.1 Basis of Preparation:**

The Restated Statement of Assets and Liabilities of the Company as on March 31, 2024 and the Restated Statement of Profit and Loss and Restated Statements of Cash Flows for the financial year ended on March 31, 2024 and the annexure thereto (collectively, the “Restated Financial Statements”) have been compiled by the management from the Financial Statements of the Company for the financial year ended on March 31, 2024.

These restated financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (‘Act’) read with Rule 7 of the Companies (Accounts) Rules, 2014. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

##### **2.2 Use of Estimates:**

The preparation of the restated financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses during the reporting year, the reported amounts of assets and liabilities and the disclosures of contingent liabilities as on the date of the restated financial statements.

Examples of such estimates include useful lives of Property Plant and Equipment’s, provision for doubtful debts / advances, deferred tax, etc. Actual results could differ from those estimates. Such difference is recognised in the year/s in which the results are known / materialised.

##### **2.3 Property, Plant and Equipment (PPE):**

The Company has adopted the cost model as its accounting policy for all its PPE and accordingly, the same are carried at its cost less any accumulated depreciation and any impairment loss. The cost comprises of - purchase

price, including import duties, other non-recoverable taxes, and any cost incurred directly attributable to bring the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, after deducting trade discounts and rebates.

#### **2.4 Depreciation / Amortisation:**

Depreciation on PPE is commenced on when it is available on use, i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended. Depreciation is provided on the “Written Down Value Method” as per the useful lives specified in Part C of Schedule II to the Companies Act, 2013. The residual value and the useful life of an asset is reviewed at least at each financial year-end and, and if expectations differ from previous estimates, the change is recognised in the statement of profit and loss with appropriate disclosure thereof.

#### **2.5 Impairment of Assets:**

As on each Balance Sheet date, if internal / external indicators suggest that an asset may be impaired, the carrying amount of the asset is tested for impairment so as to determine, the provision for impairment loss required. No such provision is required to be made.

#### **2.6 Inventories:**

Finished Goods produced or purchased by the company are carried at lower of cost or Net Realizable Value. Cost includes direct material and transportation cost.

#### **2.7 Revenue Recognition:**

Revenue is recognised to the extent, that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. It is recognised on the delivery of goods. Revenue is reported net of discounts and net of internal sales between Blue Water Logistics and Blue Water Logistics Limited.

##### **Revenue from sale of goods**

Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods are transferred to the buyer and are recorded net of trade discounts, rebates, Goods and Service Tax.

##### **Revenue from services**

Revenue from services is recognised pro-rata over the period of the contract as and when services are rendered and the collectability is reasonably assured. The revenue is recognised net of Goods and service tax.

##### **Interest Income**

Interest Income is recognised on a time proportion basis taking into account the amount outstanding and applicable interest rate.

#### **2.8 Foreign Currency Transactions:**

- i. Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction.

- ii. Exchange differences arising on the settlement of monetary items or on reporting at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or expenses in the year in which they arise.

## **2.9 Employee Benefits:**

### **Short Term Employees Benefits.**

All employees benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, etc are recognized in the period in which the employees renders the related service.

### **Defined benefits:**

Provision for gratuity is made as per Accounting Standard 15 “Employee Benefits” as issued by Institute of Chartered Accountants of India using Projected Unit Credit.

## **2.10 Borrowing Costs:**

Borrowing costs are charged to the Statement of Profit and Loss as expense in the year and no Borrowing costs that are attributable to the acquisition / construction of qualifying assets, are capitalized during the year.

## **2.11 Segment Reporting Policies:**

- i. Primary Segment is identified based on the nature of services, the different risks and returns and the internal business reporting system. Secondary Segment is identified based on the geographic allocation of its customers.
- ii. The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

## **2.12 Taxation:**

- i. Tax on income for the current year is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income-tax Act, 1961.
- ii. Deferred tax is recognized, subject to consideration of prudence, on timing differences between taxable and accounting income which originates in one period and are capable of reversal in one or more subsequent periods (adjusted for reversals expected during tax holiday period). The tax effect is calculated on accumulated timing differences at the yearend based on tax rates and laws enacted or substantially enacted as of the balance sheet date. In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only to the extent that there is virtual certainty that sufficient future taxable income will be available to realise such deferred tax assets. In other situations, deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future taxable income will be available to realise such deferred tax assets. The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.
- iii. The Company offsets, on a year-on-year basis, the current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

## **2.13 Provisions, Contingent Liabilities and Contingent Assets:**

- i. Provisions are recognised for liabilities that can be measured only by using a substantial degree of estimation, if the Company has a present obligation as a result of a past event, a probable outflow of resources is expected to settle the obligation and the amount of the obligation can be reliably estimated.
- ii. Reimbursement expected in respect of the expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.
- iii. Contingent liability is stated in the case of a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation, a possible obligation, unless the probability of outflow of resources is remote.
- iv. Contingent assets are neither recognized, nor disclosed.
- v. Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

## NOTES TO RESTATED FINANCIAL STATEMENT

### Annexure No. 4(B) RECONCILIATION OF PROFIT & AUDIT PROFIT:

(Rs. In Lakhs)

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	2023-24	2022-23*	2022-23 (Upto 31st August 2022)	2021-22
<b>Net Profit / (Loss) After Tax of Audited Statement of Profit &amp; Loss</b>	590.24	163.37	104.31	247.91
<i>Adjustments for:</i>				
Provision for Tax	-	-	-	-
(Short)/Excess Provision for Tax	-	-	-	-
Interest Income not credited to P&L	-	-	-	-
Deferred Tax Liability / Asset Adjustments	-	-	-	-
Loss on Sale of Share not debited to P&L	-	-	-	-
Gain on Sales of Mutual Fund not credited to P&L	-	-	-	-
Dividend Income not credited to P&L	-	-	-	-
Provision for employee benefits	-1.59	-9.31	-	-4.14
<b>Net Profit / (Loss) after tax as restated</b>	<b>588.64</b>	<b>154.06</b>	<b>104.31</b>	<b>243.77</b>

Explanatory notes to the above restatements made in Audited Financial Statements of the company for the respective years / period.

#### Adjustments having no impact on Profit:

Appropriate adjustments have been made in the restated financial statements, wherever required by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with regroupings as per the audited financials of the company for all the years and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

### Annexure No. 4(C) RECONCILIATION OF RESTATED EQUITY / NETWORTH

(Rs. In Lakhs)

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership)	
	2023-24	2022-23*	2022-23 (Upto 31st August 2022)	2021-22
<b>Equity / Networth as per audited financials</b>	944.29	363.37	525.73	884.21
<i>Adjustments for:</i>				
(Short)/Excess Provision for Tax	-	-	-	-
Provision for Employee Benefits	1.59	9.31	-	4.14
Interest on Income tax not debited to P&L	-	-	-	-
Interest Income not credited to P&L	-	-	-	-
Deferred Tax Liability / Asset Adjustments	-	-	-	-
<i>Sub Total: Difference pertaining to changes in Profit / Loss due to Restated effect for the period covered in Restated Financial</i>	1.59	9.31	-	4.14
Prior period adjustments (Note-1)	-	-	-	-
<b>Equity / Networth as Restated</b>	<b>942.70</b>	<b>354.06</b>	<b>525.73</b>	<b>880.08</b>

Explanatory notes to the above restatements made in the audited financial statements of the Company for the respective years.

**Note – 1.**

Income Tax provision has been made as per prevailing tax rate in restated financial statement.

**To give Explanatory Notes regarding Adjustments**

Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of Income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial of the company for all the years and requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

**Annexure No. 5. RESTATED STATEMENT OF SHARE CAPITAL**

(Rs. In Lakhs)

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
<b>1. Authorised Shares: authorized;</b>				
20 Lakhs Equity Shares of ₹10/- each.	200.00	200.00	-	-
(Nil Equity Shares of ₹10/- each.)				
	200.00	200.00	-	-
<b>2. Issued, subscribed and fully paid Shares</b>				
20 Lakhs Equity Shares of ₹10/- each.	200.00	200.00	-	-
(Nil Equity Shares of ₹10/- each.)				
Capital Accounts of the partners	-	-	880.08	880.08
Less: Transferred to General Reserves	-	-	680.08	-
<b>Total</b>	<b>200.00</b>	<b>200.00</b>	<b>200.00</b>	<b>880.08</b>

**3. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period;**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
<b>Equity Shares</b>	<b>No. of Shares</b>			
At the beginning of the period	20,00,000	-	-	-
Add: Issued during the period	-	20,00,000	-	-
Outstanding at the end of the period	<b>20,00,000</b>	<b>20,00,000</b>	-	-

**Notes:**

4. Equity Shares: The company has only one class of equity shares having a par value of ₹10/- each. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts and payment of preference shareholders, in proportionate to their shareholding.



## 5A Details of Shareholding of Promotors

S. No.	Name of Promoter	No of Shares	% of total shares	% change during the year
	<b>As At 31st March, 2024</b>	-	-	
1.	Madhusmita Mohanty	10,00,000	50.00%	0.00%
2.	Supriya Mishra	10,00,000	50.00%	0.00%
	<b>As At 31st March, 2023</b>	-	-	-
1.	Madhusmita Mohanty	10,00,000	50.00%	100.00%
2.	Supriya Mishra	10,00,000	50.00%	100.00%

## 5B Details of shareholders holding more than 5% shares in the company (in terms of No. of shares holding)

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
	<b>No of Shares</b>			
a) Equity Shares, fully paid up:				
Madhusmita Mohanty	10,00,000	10,00,000	-	-
Supriya Mishra	10,00,000	10,00,000	-	-

## 5C Details of shareholders holding more than 5% shares in the company (in terms of % of holding)

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
	<b>% of holding</b>			
a) Equity Shares, fully paid up:				
Madhusmita Mohanty	50.00%	50.00%	-	-
Supriya Mishra	50.00%	50.00%	-	-

Note: 20,00,000 equity shares were allotted for consideration other than cash on takeover of the existing partnership firm M/s. Blue Water Logistics by the company.

5D Aggregate number of shares bonus shares issued, share issued for consideration other than cash and shares brought back during the period of five years immediately preceding the reporting date:

Equity Shares includes equity shares allotted as fully paid bonus shares by capitalisation of general reserves in the last five years.	-	-	-	-
Equity Shares allotted as fully paid pursuant to contracts for consideration other than cash	-	20,00,000	-	-
Equity Shares brought back by the company	-	-	-	-

## Annexure No. 6. RESTATED STATEMENT OF RESERVE & SURPLUS

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			

	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
<b>a) Reserves and Surplus:</b>				
(1) Securities Premium Reserve				
Opening Balance as per last financial statement	0.00	0.00	0.00	0.00
Add: During the year	0.00	0.00	0.00	0.00
Less: Utilised for issuing the Bonus Shaers	0.00	0.00	0.00	0.00
<b>Closing Balance</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
(2) General Reserve:				
Opening Balance as per last financial statement	0.00	0.00	0.00	0.00
Add: During the year	0.00	0.00	0.00	0.00
<b>Closing Balance</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>b) Surplus/(Deficit) in the statement of Profit &amp; Loss</b>				
Opening Balance	154.06	0.00	0.00	636.31
Add: Adjustment for Capital Induction	0.00	0.00	680.08	0.00
Add: Restated Profit/(Loss) for the year	588.64	154.06	104.31	243.77
Add:				
<b>LESS:</b>				
Utilised for issuing the Bonus Shares	0.00	0.00	0.00	0.00
Capital withdrawal	0.00	0.00	458.66	0.00
<b>Closing Balance</b>	<b>742.70</b>	<b>154.06</b>	<b>325.73</b>	<b>880.08</b>

#### Annexure No. 7. RESTATED STATEMENT OF LONG TERM BORROWINGS

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
<b>1. Secured</b>				
<u>From Bank / Financial Institutions</u>				
Vehicle Loan	251.78	18.01	30.70	3.65
From Banks	0.00	0.00	0.00	24.82
From NBFC's	0.00	0.00	0.00	11.64
<b>Total Secured</b>	<b>251.78</b>	<b>18.01</b>	<b>30.70</b>	<b>40.11</b>
<b>2. Unsecured</b>				
<u>From Bank / Financial Institutions</u>	166.04	444.23	526.87	638.76
<b>Total</b>	<b>166.04</b>	<b>444.23</b>	<b>526.87</b>	<b>638.76</b>
<u>From Promotors / Promotors Group / Group Companies / Other Related Parties</u>				
<u>Loans from Directors &amp; their relatives</u>				
Unsecured loan from Directors	183.40	180.42	0.00	0.00
<b>Total</b>	<b>183.40</b>	<b>180.42</b>	<b>0.00</b>	<b>0.00</b>
<u>Loans from relatives of director's and shareholders</u>				
Loans from relatives of director's and shareholders	0.00	0.00	16.30	0.00
<b>Total Unsecured</b>	<b>349.44</b>	<b>624.65</b>	<b>543.17</b>	<b>638.76</b>
<b>TOTAL: LONG-TERM BORROWINGS</b>	<b>601.22</b>	<b>642.66</b>	<b>573.88</b>	<b>678.87</b>

**ANNEXURE - 7A: NATURE OF SECURITIES AND TERMS OF REPAYMENT FOR SECURED/UNSECURED LONG TERM BORROWINGS INCLUDING CURRENT MATURITIES**

Sr No	Name of Lender, Nature of Facility, Amount Sanctioned, Rate of Interest & Repayment Terms	Amount Outstanding	Amount Outstanding	Amount Outstanding	Amount Outstanding
		as at 31.03.2024	as at 31.03.2023	as at 31.08.2022	as at 31.03.2022
1.	Unsecured Loans from NBFC's	166.04	444.23	526.87	668.24
Securities offered / Principal terms & conditions	1	Loan from Aditya Birla Finance Ltd Loan in repayable in 36 monthly installment of Rs. 175786/- Each.			
	2	Loan from Axis Bank Ltd Loan in repayable in 36 monthly installment of Rs. 175785/- Each.			
	3	Loan from Axis Finance Ltd Loan in repayable in 24 monthly installment of Rs. 124001/- Each.			
	4	Loan from Bajaj Finance Ltd Loan in repayable in 36 monthly installment of Rs. 106304/- Each.			
	5	Loan from Fedbank Finance Services Ltd Loan in repayable in 37 monthly installment of Rs. 109000/- Each.			
	6	Loan from Fulletron India Loan in repayable in 37 monthly installment of Rs. 175786/- Each.			
	7	Loan from Aditya Birla Finance Ltd Loan in repayable in 36 monthly installment of Rs. 175786/- Each.			
	8	Loan from HDFC Bank Ltd Loan in repayable in 36 monthly installment of Rs. 256332/- Each.			
	9	Loan from HDFC Bank Ltd Loan in repayable in 48 monthly installment of Rs. 66394/- Each.			
	10	Loan from HDFC Bank Ltd Loan in repayable in 49 monthly installment of Rs. 31138/- Each.			
	11	Loan from HDFC Bank Ltd Loan in repayable in 61 monthly installment of Rs. 510544/- Each.			
	12	Loan from Hero Fincorp Ltd Loan in repayable in 36 monthly installment of Rs. 73209/- Each.			
	13	Loan from ICICI Bank Loan in repayable in 36 monthly installment of Rs. 140814/- Each.			
	14	Loan from Poonawalla Fincorp Loan in repayable in 36 monthly installment of Rs. 90064/- Each.			
	15	Loan from RBL Bank Ltd Loan in repayable in monthly 36 installment of Rs. 145615/- Each.			
	16	Loan from Standard Chartered Bank Ltd Loan in repayable in 36 monthly installment of Rs. 178264/- Each.			
	17	Loan from Tata Capital Financial Loan in repayable in 36 monthly installment of Rs. 176981/- Each.			
	18	Loan from YES Bank Ltd Loan in repayable in 36 monthly installment of Rs. 139643/- Each.			
2.	Vehicle Loan	251.78	40.22	52.93	7.33
Securities offered / Principal terms & conditions	1)	Vehicle loan From Yes Bank Ltd is secured against hypothecation of vehicle. payable in 88 monthly installment of Rs. 78376/- Each.			
	2)	Vehicle loan From HDFC Bank Ltd is secured against hypothecation of vehicle. payable in monthly 63 installment of Rs. 22416/- Each.			
	3)	Vehicle loan From HDFC Bank Ltd is secured against hypothecation of vehicle. payable in 46 monthly installment of Rs. 320025/- Each.			
	4)	Vehicle loan From HDFC Bank Ltd is secured against hypothecation of vehicle. payable in 46 monthly installment of Rs. 421115/- Each.			

## ANNEXURE - 7B : TERMS & CONDITION OF UNSECURED LOANS

Details of Unsecured Loans outstanding as at the end of the latest Reporting period from Directors / Promoters / Promoter Group / Associates / Relatives of Directors / Group Companies / other entities.

S. No.	Name of Lender	Purpose	Purpose	Purpose	Purpose
1.	Unsecured Loans from NBFC's	Business	Business	Business	Business
2.	Loans from relatives of director's and shareholders	Business	Business	Business	Business

## Annexure No. 8. RESTATED STATEMENT OF LONG TERM PROVISIONS

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
1. Provision for employee benefits				
Provision for Gratuity	10.58	9.29	4.14	4.12
<b>TOTAL: LONG-TERM PROVISIONS</b>	<b>10.58</b>	<b>9.29</b>	<b>4.14</b>	<b>4.12</b>

## Annexure No. 9. RESTATED STATEMENT OF SHORT TERM BORROWINGS

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
<u>Current maturities of long-term debt</u>				
Secured Loans from Banks and NBFC's	0.00	0.00	-	17.85
Vehicle Loan	72.96	22.21	22.23	3.68
Unsecured Loans from Banks and NBFC's	242.35	308.01	254.30	234.52
<u>Loan Repayable on Demand</u>				
- From Bank (Secured)				
Working capital (Cash credit facility)	805.84	907.83	908.40	813.24
<b>TOTAL: SHORT-TERM BORROWINGS</b>	<b>1,121.15</b>	<b>1,238.05</b>	<b>1,184.94</b>	<b>1,069.29</b>

## ANNEXURE - 9A: NATURE OF SECURITIES AND TERMS OF REPAYMENT FOR SECURED SHORT TERM BORROWINGS

Sr No	Name of Lender, Nature of Facility, Amount Sanctioned, Rate of Interest & Repayment Terms	Amount Outstanding as at 31.03.2024	Amount Outstanding as at 31.03.2023	Amount Outstanding as at 31.08.2022	Amount Outstanding as at 31.03.2022
1.	Cash Credit Facility from Union Bank of India	805.84	907.83	908.40	813.24

Securities offered / Principal terms & conditions	i.Rate of Interest: EBLR+ 0.30% ii.Sanctioned amount- Rs. 1340.00 Lacs iii.Tenor- 12 months from date of sanction i.e 28.02.2024, renewable iv.Primary Security- Hypothecation of book debts v.Collateral Security- a) Equitable Mortgage on Residential property at Flat no 1602, 16th floor, Tower A, One City, Medchal-Malkajgiri District, Telengana; b) Equitable mortgage on residential property at Flat No 2107, 21st floor, Tower B, Medchal-Malkajgiri District, Telengana, c) Equitable mortgage of residential property at Flat no 2511, 25th floor, Lodha Meridian-C, Kukatpally (V), Balangar Mandal, Telengana; d) Equitable mortgage of residential plot no 206, at Deendayal Nagar, Neredmet, Medchal-Malkajgiri, Telengana; e) Fixed Deposits of Rs. 70.00 Lacs, f) Personal Guarantees of Mrs. Supriya Mishra, Mrs Madhusmita Mohanty, Mr. L N Mishra, Mr. Lalit Panda.
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**Annexure No. 10. RESTATED STATEMENT OF TRADE PAYABLES**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
<b>Trade Payable for Goods &amp; Services includes</b>				
<b>Outstanding for less than 1 year</b>				
(i) Dues of MSME	24.26	0.00	0.00	0.00
(ii) Dues of Other	1,228.06	549.26	1,498.29	1,418.02
(iii) Disputed Dues of MSME	0.00	0.00	0.00	0.00
(iv) Disputed Dues of Other	0.00	0.00	0.00	0.00
<b>Outstanding for 1 to 2 years</b>				
(i) Dues of MSME	0.00	0.00	0.00	0.00
(ii) Dues of Other	18.14	0.00	0.00	0.57
(iii) Disputed Dues of MSME	0.00	0.00	0.00	0.00
(iv) Disputed Dues of Other	0.00	0.00	0.00	0.00
<b>Outstanding for 2 to 3 years</b>				
(i) Dues of MSME	0.00	0.00	0.00	0.00
(ii) Dues of Other	0.00	0.00	0.00	0.00
(iii) Disputed Dues of MSME	0.00	0.00	0.00	0.00
(iv) Disputed Dues of Other	0.00	0.00	0.00	0.00
<b>Outstanding for more than 3 years</b>				
(i) Dues of MSME	0.00	0.00	0.00	0.00
(ii) Dues of Other	0.00	0.00	0.00	0.00
(iii) Disputed Dues of MSME	0.00	0.00	0.00	0.00
(iv) Disputed Dues of Other	0.00	0.00	0.00	0.00
<b>TOTAL: TRADE PAYABLES</b>	<b>1,270.46</b>	<b>549.26</b>	<b>1,498.29</b>	<b>1,418.59</b>

Total outstanding dues of Trade Payable consists

Principal amount remaining unpaid	1,270.46	549.26	1,498.29	1,418.59
Interest and other due thereon remaining unpaid	0.00	0.00	0.00	0.00

**Note:**

- The Company does not have information as to which of its supplier are Micro small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006.

**Annexure No. 11. RESTATED STATEMENT OF OTHER CURRENT LIABILITIES**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
Advance from customers	12.09	13.53	0.00	0.00
Outstanding expenses	0.00	0.00	0.00	0.00
Other Payables:				
Statutory liabilities	1.22	1.07	0.00	0.00
GST Payable	2.90	0.00	22.28	5.06
TDS & TCS Payable	9.91	28.01	6.80	7.43
Other Liabilities	37.03	33.99	29.29	23.96
<b>TOTAL: OTHER CURRENT LIABILITIES</b>	<b>63.15</b>	<b>76.60</b>	<b>58.37</b>	<b>36.46</b>

**Annexure No. 12. RESTATED STATEMENT OF SHORT TERM PROVISIONS**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
Provision for Employee Gratuity	0.33	0.03	0.00	0.01
Provision for Employee Benefits	0.00	0.00	0.00	0.00
Provision for Taxation (net)	202.57	57.94	35.08	83.03
<b>TOTAL: SHORT-TERM PROVISIONS</b>	<b>202.89</b>	<b>57.97</b>	<b>35.08</b>	<b>83.04</b>

**General Notes:**

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the company.
- The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, restated statement of cash flow, significant accounting policies and notes to restated summary statements as appearing in Annexures 1, 2, 3 and 4(A) respectively.

**Annexure No. 13. RESTATED STATEMENT OF PROPERTY, PLANT AND EQUIPMENT**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
<b>1. Plant &amp; Equipments</b>				
Gross Block Opening Balance	94.80	94.80	94.80	94.80

Addition during the year	0.00	0.00	0.00	0.00
Reduction during the year	0.00	0.00	0.00	0.00
<b>Gross Block Closing Balance.....A</b>	<b>94.80</b>	<b>94.80</b>	<b>94.80</b>	<b>94.80</b>
Opening Accumulated Depreciation	33.78	20.26	14.22	0.00
Depreciation charged during the year	19.05	13.51	6.04	14.22
Reduction / Adj during the year	0.00	0.00	0.00	0.00
<b>Accumulated Depreciation (Closing Balance).....B</b>	<b>52.83</b>	<b>33.78</b>	<b>20.26</b>	<b>14.22</b>
<b>Net Block (A-B)</b>	<b>41.97</b>	<b>61.02</b>	<b>74.54</b>	<b>80.58</b>
<b>2. Furniture &amp; Fixture</b>				
Gross Block Opening Balance	78.43	72.42	1.93	1.93
Addition during the year	4.00	6.01	70.50	0.00
Reduction during the year	0.00	0.00	0.00	0.00
<b>Gross Block Closing Balance.....A</b>	<b>82.43</b>	<b>78.43</b>	<b>72.42</b>	<b>1.93</b>
Opening Accumulated Depreciation	14.98	3.80	0.19	0.00
Depreciation charged during the year	17.37	11.18	3.61	0.19
Reduction / Adj during the year	0.00	0.00	0.00	0.00
<b>Accumulated Depreciation (Closing Balance).....B</b>	<b>32.35</b>	<b>14.98</b>	<b>3.80</b>	<b>0.19</b>
<b>Net Block (A-B)</b>	<b>50.08</b>	<b>63.45</b>	<b>68.62</b>	<b>1.74</b>
<b>3. Office Equipments</b>				
Gross Block Opening Balance	28.84	28.18	5.31	2.39
Addition during the year	3.19	0.66	22.87	3.12
Reduction during the year	0.00	0.00	0.00	0.20
<b>Gross Block Closing Balance.....A</b>	<b>32.03</b>	<b>28.84</b>	<b>28.18</b>	<b>5.31</b>
Opening Accumulated Depreciation	9.39	2.63	0.56	0.00
Depreciation charged during the year	10.07	6.76	2.07	0.56
Reduction / Adj during the year	0.00	0.00	0.00	0.00
<b>Accumulated Depreciation (Closing Balance).....B</b>	<b>19.47</b>	<b>9.39</b>	<b>2.63</b>	<b>0.56</b>
<b>Net Block (A-B)</b>	<b>12.56</b>	<b>19.44</b>	<b>25.55</b>	<b>4.75</b>
<b>4. Computers</b>				
Gross Block Opening Balance	14.44	11.91	7.38	5.30
Addition during the year	3.88	2.53	4.53	2.30
Reduction during the year				
<b>Gross Block Closing Balance.....A</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.22</b>
	<b>18.32</b>	<b>14.44</b>	<b>11.91</b>	<b>7.38</b>
Opening Accumulated Depreciation				
Depreciation charged during the year	8.11	4.68	2.87	0.00
	5.94	3.43	1.81	2.87
Reduction / Adj during the year	0.00	0.00	0.00	0.00
<b>Accumulated Depreciation (Closing Balance).....B</b>	<b>14.05</b>	<b>8.11</b>	<b>4.68</b>	<b>2.87</b>
<b>Net Block (A-B)</b>	<b>4.27</b>	<b>6.33</b>	<b>7.23</b>	<b>4.50</b>
<b>5. Commercial Vehicles</b>				
Gross Block Opening Balance	116.50	2.87	2.87	4.33
Addition during the year	165.90	113.63	0.00	2.75
Reduction during the year	0.00	0.00	0.00	4.20
<b>Gross Block Closing Balance.....A</b>	<b>282.40</b>	<b>116.50</b>	<b>2.87</b>	<b>2.87</b>

Opening Accumulated Depreciation	17.88	1.49	1.15	0.00
Depreciation charged during the year	43.11	16.39	0.34	1.15
Reduction / Adj during the year	0.00	0.00	0.00	0.00
<b>Accumulated Depreciation (Closing Balance).....B</b>	<b>61.00</b>	<b>17.88</b>	<b>1.49</b>	<b>1.15</b>
<b>Net Block (A-B)</b>	<b>221.41</b>	<b>98.62</b>	<b>1.38</b>	<b>1.72</b>
Total Gross Block Opening Balance	333.01	210.19	112.29	108.74
Total Addition during the year	176.97	122.82	97.90	8.17
Total Reduction during the year	0.00	0.00	0.00	4.62
<b>Total Gross Block Closing Balance.....A</b>	<b>509.98</b>	<b>333.01</b>	<b>210.19</b>	<b>112.29</b>
Total				
Opening Accumulated Depreciation	84.15	32.88	19.00	0.00
Total Depreciation charged during the year	95.55	51.27	13.88	19.00
Total Reduction / Adj during the year	0.00	0.00	0.00	0.00
<b>Less : Total Accumulated Depreciation (Closing Balance).....B</b>	<b>179.69</b>	<b>84.15</b>	<b>32.88</b>	<b>19.00</b>
<b>Total Net Block (A-B)</b>	<b>330.29</b>	<b>248.86</b>	<b>177.31</b>	<b>93.29</b>

#### AGEING ANALYSIS OF CAPITAL WORK IN PROGRESS

As at 31 March 2024

Description	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years
CWIP	-		-	-
<b>Total</b>	<b>-</b>		<b>-</b>	<b>-</b>

As at 31 March 2023

Description	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years
CWIP	-		-	-
<b>Total</b>	<b>-</b>		<b>-</b>	<b>-</b>

As at 31 March 2022

Description	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years
CWIP	25.05	-	-	-
<b>Total</b>	<b>25.05</b>	<b>-</b>	<b>-</b>	<b>-</b>

#### Annexure No. 14. RESTATED STATEMENT OF NON-CURRENT INVESTMENTS

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
- Non-trade Investment (valued at Cost unless stated otherwise)				
- Investments in shares of group company;	0.00	0.00	0.00	0.00
	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>TOTAL: NON-CURRENT INVESTMENTS</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>



**Annexure No. 15. RESTATED STATEMENT OF DEFERRED TAX ASSETS (NET)**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
<i>Deferred Tax Assets</i>				
Opening Balance	6.13	0.00	1.04	0.00
Tax Impact of difference between Book and Income Tax WDV	0.00	3.79	0.00	0.00
Tax Impact of C/f unabsorbed loss of subsidiaries	0.00	0.00	0.00	0.00
Tax Impact of Prov. For gratuity	0.40	2.34	0.00	1.04
<b>Gross Deferred Tax Assets</b>	<b>6.53</b>	<b>6.13</b>	<b>1.04</b>	<b>1.04</b>
<i>Deferred Tax Liabilities</i>				
Tax Impact of difference between Book and Income Tax WDV	3.15	0.00	0.00	0.00
<b>Gross Deferred Tax Liabilities</b>	<b>3.15</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>TOTAL: DEFERRED TAX ASSETS (NET)</b>	<b>3.38</b>	<b>6.13</b>	<b>1.04</b>	<b>1.04</b>

**Annexure No. 16. RESTATED STATEMENT OF LONG TERM LOANS AND ADVANCES**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
<b>Capital Advances;</b>				
Secured, considered good	0.00	0.00	0.00	0.00
Unsecured, considered good	0.00	0.00	0.00	0.00
Doubtful	0.00		0.00	0.00
	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Security Deposits;</b>				
Unsecured, considered good	32.21	8.22	35.23	32.20
<b>Other loans and advances:</b>				
Mat tax credit	0.00	0.00	0.00	0.00
Other loans and advances	0.00	0.00	0.00	0.00
<b>Loans and advances to related parties</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>TOTAL: LONG-TERM LOANS AND ADVANCES</b>	<b>32.21</b>	<b>8.22</b>	<b>35.23</b>	<b>32.20</b>

**Annexure No. 17. RESTATED STATEMENT OF OTHER NON-CURRENT ASSETS**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
Preliminary Expenses (To the extent not written off)	2.48	3.31	0.00	0.00
<b>TOTAL: OTHER NON-CURRENT ASSETS</b>	<b>2.48</b>	<b>3.31</b>	<b>0.00</b>	<b>0.00</b>

**Notes:**

None of the long term loans and advances as stated above are recoverable from Directors/ Promoters/ Promoter group /Associates/ Relatives of Directors/ Group company.

**Annexure No. 18. RESTATED STATEMENT OF INVENTORIES**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
- Stock in trade	0.00	0.00	0.00	52.40
- Semi-finished goods	0.00	0.00	0.00	0.00
- Packing Material	0.00	0.00	0.00	0.00
<b>TOTAL: INVENTORIES</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>52.40</b>

**Notes:**

1. Raw materials are valued at cost on FIFO method. Cost includes purchase value, freight, duties & taxes.
2. Finished goods are valued at lower of cost or net realisable value on FIFO method. Cost includes purchase value, freight, proportionate manufacturing expense, wages & salary to employees, duties and taxes.

**Annexure No. 19. RESTATED STATEMENT OF TRADE RECEIVABLES**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
<b>UNSECURED</b>				
<b>Outstanding for less than 6 months</b>				
(i) Undisputed trade receivable - considered good	2,442.09	1,872.98	2,645.23	2,597.56
(ii) Undisputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00
(iii) Disputed trade receivable - considered good	0.00	0.00	0.00	0.00
(iv) Disputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00
<b>Outstanding for 6 months to 1 year</b>				
(i) Undisputed trade receivable - considered good	26.09	40.09	38.79	23.95
(ii) Undisputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00
(iii) Disputed trade receivable - considered good	0.00	0.00	0.00	0.00
(iv) Disputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00
<b>Outstanding for 1 to 2 years</b>				
(i) Undisputed trade receivable - considered good	178.60	78.33	74.24	107.92
(ii) Undisputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00
(iii) Disputed trade receivable - considered good	0.00	0.00	0.00	0.00
(iv) Disputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00

<b>Outstanding for 2 to 3 years</b>				
(i) Undisputed trade receivable - considered good	0.00	0.00	0.00	0.00
(ii) Undisputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00
(iii) Disputed trade receivable - considered good	0.00	0.00	0.00	0.00
(iv) Disputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00
<b>Outstanding for more than 3 years</b>				
(i) Undisputed trade receivable - considered good	0.00	0.00	0.00	0.00
(ii) Undisputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00
(iii) Disputed trade receivable - considered good	0.00	0.00	0.00	0.00
(iv) Disputed trade receivable - considered doubtful	0.00	0.00	0.00	0.00
Other Receivables:	0.00	0.00	0.00	0.00
<b>TOTAL: TRADE RECEIVABLES</b>	<b>2,646.78</b>	<b>1,991.40</b>	<b>2,758.27</b>	<b>2,729.42</b>

**Note:**

1. Trade Receivable has been taken as certified by the management of the company.

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
1. Balance With Banks:				
In Current Account	49.75	128.69	287.35	17.76
In deposit account	29.27	28.32	-	-
Cheques, Drafts on Hand				
2. Cash on Hand	82.29	82.71	84.11	34.14
2. Deposits with Banks maturity more than 3 months but less than 12 months	-		-	-
3. Security deposits	-		-	-
<b>TOTAL: CASH AND CASH EQUIVALENTS</b>	<b>161.31</b>	<b>239.72</b>	<b>371.46</b>	<b>51.91</b>

**Annexure No. 21. RESTATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
<b>Advance recoverable in cash or kind:</b>				
Secured, considered good;	0.00	0.00	0.00	0.00
Unsecured, considered good;	19.82	34.28	125.14	628.02
Doubtful	0.00	0.00	0.00	0.00
<b>Total</b>	<b>19.82</b>	<b>34.28</b>	<b>125.14</b>	<b>628.02</b>
<b>Balance with government authorities:</b>				
Advance tax and TDS/TCS receivable	418.81	246.28	223.36	397.21
GST receivable	-	7.99	-	-
<b>Other loans and advances:</b>				

Agriculture produce market committee	-		-	-
Advance to suppliers of goods & services (Other)	325.10	68.21	-	-
<b>TOTAL: SHORT-TERM LOANS AND ADVANCES</b>	<b>763.73</b>	<b>356.76</b>	<b>348.50</b>	<b>1,025.23</b>

**Note:**

1. Advance given to suppliers have been taken as certified by the management of the company.
2. No Securities have been taken by the company against the advance given to suppliers.

**Annexure No. 22. RESTATED STATEMENT OF OTHER CURRENT ASSETS**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
<b>Unsecured, considered good unless stated otherwise</b>				
<b>Other Assets:</b>				
Unbilled Revenue	272.00	73.47	165.06	137.65
Other Current Assets	0.00	0.00	23.57	22.27
Accrued interest	0.00	0.00	0.00	0.00
<b>TOTAL: OTHER CURRENT ASSETS</b>	<b>272.00</b>	<b>73.47</b>	<b>188.63</b>	<b>159.92</b>

**General Notes :-**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the company.
2. The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, restated statement of cash flow, significant accounting policies and notes to restated summary statements as appearing in Annexures 1, 2, 3 and 4(A) respectively.

**Annexure No. 23. RESTATED STATEMENT OF REVENUE FROM OPERATIONS**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
Freight, Container and Other Charges	13,867.37	9,798.24	8,466.90	15,840.90
<b>TOTAL: REVENUE FROM OPERATIONS</b>	<b>13,867.37</b>	<b>9,798.24</b>	<b>8,466.90</b>	<b>15,840.90</b>

**Notes:**

\*The figures in the Restated Financial Statements from 1st April 2022 to 31st August 2022 pertain to M/s Blue Water Logistics (Partnership Firm). The figures of M/s Blue water logistics Limited of the FY 2022-23 do not include the Sales/other figures of M/s Blue Water Logistics (Partnership Firm). These figures are presented separately and are not consolidated in the Restated Financial Statements

**Annexure No. 23A.: Product-wise Revenue Bifurcation**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
<b>Sales of Services</b>				
Water Transport Services	7,441.89	6,785.33	6,559.86	11,398.84
Other Storage and Warehousing Services (CFS, FOB, BL, Inland Haulage, Surrender and Other Charges)	2,967.27	1,122.49	801.19	1,308.13
Air Transport Services	143.82	561.48	205.38	1,155.43
Container Handling Services (THC)	1,268.47	440.82	300.79	693.73
Road Transport Services	1,110.29	369.15	290.90	559.36
Other Land Transport Charges of Goods	437.06	282.48	155.27	362.35
Clearing And Forwarding Services (Custom Clearance)	195.80	99.10	59.77	135.17
Railway Transport Services	118.33	43.20	41.60	92.59
Concor Handling Charges	136.78	59.77	28.24	78.67
Detention Charges	22.87	22.61	17.32	28.39
Customs House Agent Services (CHA)	9.30	5.69	3.57	8.01
Seapriority go Service	-	-	-	7.89
Other Supporting Services for Air Transport	9.52	3.00	2.52	7.30
Equipment Repositioning Charges	0.02	0.08	0.01	2.42
Other Supporting Services For Water Transport	5.66	2.52	0.41	2.49
Infrastructure & Development Charges	-	0.03	0.08	0.13
Technical Testing and Analysis Services (Magnetic Report Charges)	0.29	0.48	-	-
<b>Revenue From operations ( Gross)</b>	<b>13,867.37</b>	<b>9,798.24</b>	<b>8,466.90</b>	<b>15,840.90</b>
<b>TOTAL: REVENUE FROM OPERATIONS</b>	<b>13,867.37</b>	<b>9,798.24</b>	<b>8,466.90</b>	<b>15,840.90</b>

#### Annexure No. 23B.: Geography-wise Revenue Bifurcation

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
<b>Other Countries</b>				
Africa	57.56	11.67	11.00	149.47
Bahrain	-	-	5.68	1.75
Bangkok	-	0.44	-	-
Canada	2.31	-	-	14.80
Denmark	0.02	38.07	5.51	-
Doha	-	-	-	1.17
Egypt	-	-	57.14	0.43
England	47.63	298.88	523.39	-
Hong Kong	14.72	56.90	26.59	-
Istanbul	-	-	-	3.95
Kenya	-	8.05	-	-
Malaysia	1.34	0.94	-	-
Mauritius	-	-	-	11.56
Oman	2.77	-	-	-

Panama	10.09	-	17.94	30.17
Philippines	0.11	-	-	-
Singapore	-	9.04	79.39	85.97
Srilanka	-	-	-	7.40
Spain	1.08	-	-	-
Uk	4.09	455.63	-	-
Uae	55.47	64.49	84.00	60.53
Usa	2.09	27.88	22.32	21.73
<b>India</b>				
Andhra Pradesh	248.33	463.70	302.44	594.16
Bihar	2.83	-	-	-
Chhattisgarh	14.16	-	2.49	7.03
Chandigarh	0.37	-	-	-
Delhi	119.35	117.41	90.74	239.53
Gujarat	3,939.30	1,858.54	1,235.08	2,587.74
Goa	1.97	-	-	-
Haryana	35.28	33.53	31.71	37.60
Himachal Pradesh	-	-	-	0.15
Jharkhand	35.74	-	-	-
Karnataka	113.78	103.02	532.62	184.96
Kerala	0.05	7.58	4.77	4.96
Madhya Pradesh	104.66	47.34	16.30	23.09
Maharashtra	1,419.09	844.88	480.05	649.54
Odisha	69.61	8.89	8.95	36.96
Punjab	29.52	12.26	25.31	194.06
Rajasthan	432.30	370.71	449.27	608.16
Sikkim	-	-	24.72	20.47
Tamil Nadu	55.95	120.71	125.52	306.14
Telangana	6,551.52	4,701.69	4,202.06	9,875.02
Uttarakhand	215.18	0.92	-	-
Uttar Pradesh	266.40	111.64	101.09	79.03
West Bengal	12.67	23.43	0.80	3.37
<b>TOTAL: REVENUE FROM OPERATIONS</b>	<b>13,867.37</b>	<b>9,798.24</b>	<b>8,466.90</b>	<b>15,840.90</b>

**Annexure No. 24. RESTATED STATEMENT OF OTHER BUSINESS/ OPERATING INCOME**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
Discount received	5.82	0.45	0.32	6.76
Interest income	1.14	8.27	1.85	2.40
Sale of Scrap	0.00	0.00	2.06	0.00
<b>TOTAL: OTHER INCOME</b>	<b>6.96</b>	<b>8.72</b>	<b>4.22</b>	<b>9.16</b>

**Annexure No. 25. RESTATED STATEMENT OF OPERATIONAL EXPENSES**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			

	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
Freight, THC charges etc.	11,827.44	8,581.06	7,713.99	14,304.61
Power & Fuel and Transportation Expenses	152.64	193.68	143.59	218.92
Vehicle Maintenance Charges	48.30	23.78	24.36	15.58
Custom Operational Charges	158.35	98.17	11.47	128.59
Loading and Unloading Charges	42.17	86.82	77.61	125.75
Repairs and Maintenance Expenses	58.33	46.14	0.00	131.60
<b>TOTAL OPERATIONAL EXPENSES</b>	<b>12,287.23</b>	<b>9,029.63</b>	<b>7,971.03</b>	<b>14,925.04</b>

**Annexure No. 26. RESTATED STATEMENT OF CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
<b>Inventories at the end of the year</b>				
Finished Good	0.00	0.00	0.00	52.40
	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>52.40</b>
<b>Inventories at the beginning of the year</b>				
Finished Good	0.00	0.00	52.40	83.30
	<b>0.00</b>	<b>0.00</b>	<b>52.40</b>	<b>83.30</b>
<b>TOTAL CHANGE (Net)</b>	<b>0.00</b>	<b>0.00</b>	<b>52.40</b>	<b>30.90</b>

**Annexure No. 27. RESTATED STATEMENT OF EMPLOYEE BENEFIT EXPENSE**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
Salary, Wages and bonus	337.75	203.44	144.06	306.46
Remuneration to Directors	36.00	41.40	0.00	-
Gratuity Expenses	1.59	9.31	-	4.14
Contribution to Provident and other Funds	7.42	3.97	5.12	6.22
Staff Welfare Expenses	4.78	2.00	0.91	4.38
<b>TOTAL: EMPLOYEE BENEFITS EXPENSE</b>	<b>387.54</b>	<b>260.12</b>	<b>150.09</b>	<b>321.21</b>

**Annexure No. 28. RESTATED STATEMENT OF FINANCE COSTS**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
Interest Paid on borrowings	160.50	127.31	82.14	90.37
Bank charges & Processing Fees	6.92	7.22	3.82	24.33
<b>TOTAL: FINANCE COSTS</b>	<b>167.42</b>	<b>134.52</b>	<b>85.96</b>	<b>114.70</b>

**Annexure No. 29. RESTATED STATEMENT OF DEPRECIATION AND AMORTIZATION EXPENSE**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
Depreciation/Amortization of intangible assets	95.55	51.27	13.88	19.00
Less: Recoupment from Revaluation Reserve	0.00	0.00	0.00	0.00
	0.00	0.00	0.00	0.00
<b>TOTAL: DEPRECIATION AND AMORTIZATION EXPS</b>	<b>95.55</b>	<b>51.27</b>	<b>13.88</b>	<b>19.00</b>

**Annexure No. 30. RESTATED STATEMENT OF OTHER EXPENSES**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
Auditors remuneration	5.00	2.62	1.00	1.50
Commission and brokerage	-	15.76	0.66	6.00
Legal and professional fees	26.75	8.25	1.22	14.31
Rent, rates and taxes	51.17	27.84	13.65	30.52
Insurance expenses	7.86	1.82	5.70	4.32
Office expense	5.77	4.60	7.86	9.61
Bad Debts Written Off	1.67	3.87	13.44	9.82
Miscellaneous expenses	21.67	48.73	8.04	28.02
Traveling & conveyance	21.93	11.22	6.81	9.36
Preliminary Expenses Written Off	0.83	0.83	-	-
<b>TOTAL: OTHER EXPENSES</b>	<b>142.65</b>	<b>125.54</b>	<b>58.37</b>	<b>113.46</b>

<b>Payment to Auditor includes</b>				
Statutory Audit Fees	5.00	2.62	1.00	1.50
Other Fees	0.00	0.00	0.00	0.00

**Annexure No. 31. RESTATED STATEMENT OF EXTRAORDINARY ITEMS**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
Loss on Sale of Share	0.00	0.00	0.00	0.00
Gain on Sales of Mutual Fund	0.00	0.00	0.00	0.00
<b>TOTAL: EXTRAORDINARY ITEMS</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**Annexure No. 32. RESTATED STATEMENT OF DEFERRED TAX**

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			



	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
Gross Deferred tax asset as per Annexure 8	0.00	-6.13	-1.04	-1.04
Gross Deferred tax liability as per Annexure 8	0.00	0.00	0.00	0.00
Op. balance of Net Deferred tax asset / liability	1.04	1.04	1.04	0.00
<b>NET DEFERRED TAX</b>	<b>1.04</b>	<b>-5.09</b>	<b>0.00</b>	<b>-1.04</b>

### Annexure No. 33. RESTATED STATEMENT OF CONTINGENT LIABILITIES

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
<u>Contingent liabilities in respect of:</u>				
1. Claims against the company not acknowledged as debts	0.00	0.00	0.00	0.00
2. Bank Guarantee issued by bank	0.00	0.00	0.00	0.00
3. Bills discounted from bank	0.00	0.00	0.00	0.00
4. Letter of credit outstanding	0.00	0.00	0.00	0.00

#### Notes:

The figures disclosed above are based on the restated statement of profit & loss of the Company.

#### General Notes:

- The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, restated statement of cash flow, significant accounting policies and notes to restated summary statements as appearing in Annexures 1, 2, 3 and 4(A) respectively.
- As informed by the management there are no contingent liabilities which may result in future economic outflow to the company.

#### Ratios

Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
	For the year/period ended			
	March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
Restated PAT as per P& L Account (Rs. in Lakhs)	588.64	154.06	104.31	243.77
EBITDA	1,056.92	391.66	239.23	459.46
Profit before Interest & Tax	961.37	340.40	225.36	440.46
Actual No. of Equity Shares outstanding at the end of the period	20,00,000	20,00,000	20,00,000	20,00,000
Weighted Average Number of Equity Shares at the end of the Period (Post-Bonus)	80,00,000	80,00,000	80,00,000	80,00,000
Net Worth (Shareholders Equity)	942.70	354.06	525.73	880.08
Current Assets	3843.81	2661.35	3666.85	4018.88

Current Liabilities	2657.66	1921.87	2776.68	2607.39
Total Debt: Borrowings	1722.37	1880.70	1758.82	1748.16
Earnings Available for Debt Service	851.61	339.85	204.15	377.47
Debt Service	1889.79	2015.22	1844.78	1862.86
Average Capital Employed	2665.08	2234.76	2284.55	2628.24
Long Term Debt	601.22	642.66	573.88	678.87
<b>Earnings Per Share</b>				
Basic EPS (Pre Bonus)	29.43	7.70	5.22	12.19
EPS (Post Bonus)	7.36	1.93	1.30	3.05
<b>Net Asset Value Per Share</b>				
Pre Bonus	47.14	17.70	-	-
Post Bonus	11.78	4.43	6.57	11.00
<b>Current Ratio</b>	1.45	1.38	1.32	1.54
<b>Debt-Equity Ratio</b>	1.83	5.31	3.35	1.99
<b>Debt-Service Coverage Ratio</b>	0.45	0.17	0.11	0.20
<b>Return on Capital employed (ROCE)</b>	0.62	0.34	0.20	0.28
<b>Net Profit Ratio</b>	4.24%	1.57%	1.23%	1.54%
Nominal Value per Equity share (Rs.)	10	10	10	10

\* The Company does not have any diluted potential Equity Shares. Consequently the basic and diluted profit/earning per share of the company remain the same. Bonus shares are issued by the company on 26.07.2024 in ratio of 3:1.

1)

1. The ratios have been calculated as below:

- Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year.
- Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year.
- Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100
- Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year.

2. Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.

3. Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)

4. Current Ratio = Current assets/Current liabilities of the period ended of the company

5. Debt Equity Ratio = (Long-Term Debt + Short-Term Debt) / Shareholders Equity

6. Debt Service Coverage Ratio = Earning available for Debt Service / Debt Service

7. Return on Capital employed (ROCE) = Profit before interest and tax /(Networth+ Total Debt)

8. Net Profit Ratio = Profit After Tax / Revenue from Operation

#### Annexure No. 35. RESTATED STATEMENT OF RELATED PARTY TRANSACTIONS

Name	Relation	Nature of Transaction	Blue	Water	Blue Water Logistics
			Logistics	Logistics	(Partnership Firm)
			For the year/period ended		

			March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
Madhusmita Mohanty	Director/ Partner	Director's/Partner's Remuneration	18.00	23.90	14.50	24.00
		Loan Received	100.00	-	250.00	-
		Loan Repaid	-	6.14	22.41	298.60
		Closing balance-Loan a/c	107.00	6.14	-	298.60
		Rent	18.00	10.50	-	-
Supriya Mishra	Director/ Partner	Director's Remuneration	18.00	20.00	12.50	24.00
		Loan Received	17.00	-	-	-
		Loan Repaid/ Advance given	-	-	-	-
		Closing balance-Loan a/c	190.41	-	-	-
L N Mishra	Director/ Relative of Partner	Director's Remuneration	19.18	4.45	22.27	26.85
		Loan Received	0.85	-	3.02	64.05
		Loan Repaid/ Advance given	0.85	14.50	3.00	118.57
		Closing balance-Loan a/c	-	14.50	-	88.02
Lalit Panda	Director/ Relative of Partner	Salary	18.00	3.00	15.00	27.50
		Loan Received	45.50	-	-	36.50
		Loan Repaid/ Advance given	25.50	5.00	-	137.98
		Closing balance-Loan a/c	-	5.00	-	192.99
Moonglade Shipping and Logistics Private Ltd	Relative of the Director	Sales Revenue	752.48	689.43	523.28	1,185.63
		Amount Received	742.86	634.59	548.65	1,174.30
		Closing balance-Loan a/c	64.45	54.83	113.54	138.91

1. The figures disclosed above are based on the restated statement of assets and liabilities of the Company.
2. The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, restated statement of cash flow, significant accounting policies and notes to restated summary statements as appearing in Annexures 1, 2, 3 and 4(A) respectively.
3. List Company/entity owned or significantly influenced by directors, Key Management Personnels and Relative of Key Management Personnels have been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

#### Annexure No. 36. RESTATED STATEMENT OF SEGMENT REPORTING

The Company is mainly engaged in the business of providing logistics services that specializes in providing end-to-end project logistics, SCM, warehousing and logistical support services in Sea, Air and Land. Considering the nature of business and financial reporting of Company, the Company has only one segment viz "Logistics" as reportable segment.

#### Annexure No. 37. RESTATED STATEMENT OF CAPITALIZATION

Particulars	Pre-Issue figures	As Adjusted for the proposed issue
<b>Debt</b>		
Short Term Debt	1,121.15	(*)
Long Term Debt	601.22	(*)

<b>Total Debt</b>	<b>1,722.37</b>	<b>(*)</b>
<b>Shareholder's Funds</b>		<b>(*)</b>
Share Capital	200.00	(*)
Reserve and Surplus-As Restated	742.70	(*)
<b>Total Shareholder's Fund</b>	<b>942.70</b>	<b>(*)</b>
<b>Long Term Debt/Shareholder's Fund</b>	<b>0.64</b>	<b>(*)</b>
<b>Total Debt/Shareholder's Fund</b>	<b>1.83</b>	<b>(*)</b>

- (1) Short term Debts represent the debts which are expected to be paid/payable within 12 months and includes installment of term loans repayable within 12 months.
- (2) Long term Debts represent debts other than Short term Debts as defined above.
- (3) The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, restated statement of cash flow, significant accounting policies and notes to restated summary statements as appearing in Annexures 1, 2, 3 and 4(A) respectively.

**Annexure No. 38. RESTATED STATEMENT OF TAX SHELTER**

S. No.	Particulars	Blue Water Logistics Limited		Blue Water Logistics (Partnership Firm)	
		For the year/period ended			
		March 31, 2024	March 31, 2023	August 31, 2022	March 31, 2022
<b>A</b>	Profit before taxes as restated	793.95	205.87	139.39	325.76
<b>B</b>	Normal Corporate Tax Rate (%)	25.17%	25.17%	25.17%	25.17%
<b>C</b>	MAT Rate (%)	0.00%	0.00%	0.00%	0.00%
	<b>Adjustments:</b>				
<b>D</b>	<b>Permanent Differences</b>				
	Expenses Disallowed under the Income Tax Act, 1961	0.00	0.00	0.00	0.00
	Interest on Income Tax	0.00	0.00	0.00	0.00
	Donation	0.00	0.00	0.00	0.00
	<b>Total Permanent Differences</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>E</b>	<b>Income Considered Separately</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>F</b>	<b>Timing Difference</b>				
	Depreciation as per Books	95.55	51.27	13.88	19.00
	Depreciation as per Income Tax	108.04	36.24	13.88	19.00
	Gratuity	1.59	9.31	0.00	4.14
	<b>Total Timing Differences</b>	<b>10.91</b>	<b>-24.34</b>	<b>0.00</b>	<b>-4.14</b>
<b>G</b>	<b>Net Adjustment (D+E+F)</b>	<b>10.91</b>	<b>-24.34</b>	<b>0.00</b>	<b>-4.14</b>
<b>H</b>	<b>Tax Expenses / (Saving) thereon (G x B)</b>	<b>2.75</b>	<b>-6.13</b>	<b>0.00</b>	<b>-1.04</b>
<b>I</b>	<b>Income from other sources</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>J</b>	<b>Exempt Income</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>K</b>	<b>Income / (Loss) (A+G+I-J)</b>	<b>804.86</b>	<b>230.21</b>	<b>139.39</b>	<b>325.76</b>
<b>L</b>	Brought Forward Loss Set off				
	- Ordinary Business Loss	0.00	0.00	0.00	0.00
	- Long Term Capital Loss	0.00	0.00	0.00	0.00
	- Unabsorbed Depreciation	0.00	0.00	0.00	0.00
	<b>Total (L)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>M</b>	Allowable Deduction under the Income Tax Act	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>N</b>	Profit/(Loss) as per Income tax (K-L)	804.86	230.21	139.39	329.90
<b>O</b>	Tax as per Normal Provision	202.57	57.94	35.08	83.03
<b>P</b>	MAT Credit Utilized	0.00	0.00	0.00	0.00

<b>Q</b>	<b>Tax Liability, After Considering the effect of MAT Credit (O-P)</b>	202.57	57.94	35.08	83.03
<b>R</b>	Book Profit as per MAT	793.95	205.87	139.39	325.76
<b>S</b>	Tax liability as per MAT (R x C)	0.00	0.00	0.00	0.00
	Current tax being higher of "O" or "S"	202.57	57.94	35.08	83.03
	Loss to be carried forward	0.00	0.00	0.00	0.00
	MAT credit entitlement	0.00	0.00	0.00	0.00
	Total Tax as per Return of Income (Before interest under section 234A, B and C of the Income Tax Act, 1961)	(Note-3)	58.39	52.98	117.11
<b>T</b>	<b>Tax paid as per "MAT" or "Normal Provision"</b>	Normal Provision	Normal Provision	Normal Provision	Normal Provision

**Notes:**

1. The aforesaid statement of tax shelters has been prepared as per the restated statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax return of the respective years stated above. The changes in the tax liability and the interest thereon arising on account of assessment proceedings, notices, appeals etc. has been adjusted in the tax liability of the year to which the liability pertains.
2. The above statement should be read with the restated statement of assets and liabilities, restated statement of profit and loss, restated statement of cash flow, significant accounting policies and notes to restated summary statements as appearing in Annexures 1, 2, 3 and 4(A) respectively.
3. As the Income Tax return can not be filed by the Company for the year March 31, 2024, the actual tax payment in Income tax return filed by the company can not be determined.

**Annexure No. 39. RESTATED STATEMENT OF ADDITIONAL NOTES**

- A)** The figures in the Restated Financial Statements from 1st April 2022 to 31st August 2022 pertain to M/s Blue Water Logistics (Partnership Firm). The figures of M/s Blue water logistics Limited of the FY 2022-23 do not include the Sales/other figures of M/s Blue Water Logistics (Partnership Firm). These figures are presented separately and are not consolidated in the Restated Financial Statements
- B)** The Company does not have any investment property.
- C)** The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets) and Intangible assets.
- D)** There are no loans or advances in the nature of loans are granted to Promoters, Directors, KMPs and their related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are outstanding as on March 31, 2024, 31 March 2023, March 31, 2022 and March 31, 2021:
  - (i) repayable on demand; or,
  - (ii) without specifying any terms or period of repayment.
- E)** The company is not declared willful defaulter by any bank or financial institution or other lender.
- F)** The company has not undertaken any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- G)** No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- H)** The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (Ultimate Beneficiaries) by or on behalf of the company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

- I) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (Ultimate Beneficiaries) by or on behalf of the Funding Party or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- J) No transactions has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961. There are no such previously unrecorded income or related assets.
- K) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- L) The Provision of Section 135 of the Companies Act 2013 in relation to Corporate Social Responsibility are not applicable to the Company during the year and hence reporting under this clause is not applicable.

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## **OTHER FINANCIAL INFORMATION**

For Details on other financial information please refer to “*Annexure 39 – XXVIII of Restated Financial Statements*” on page 200 under the chapter titled “*Restated Financial Statements*” Restated of this Draft Red Herring Prospectus

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## **RELATED PARTY TRANSACTION**

For further details of the related party transactions, as per as per the requirements under applicable Accounting Standards i.e. Ind AS24 'Related Party Transactions' read with SEBI ICDR Regulations for the for Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 see *Annexure – 35 of Restated Financial Statements* on page 196.

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## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion of our financial condition and results of operations is based on, and should be read in conjunction with, our Restated Financial Information (including the schedules, notes and significant accounting policies thereto), included in the section titled "Restated Financial Information" beginning on page 165 of this Draft Red Herring Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 25 of this Draft Red Herring Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" on page 17 of this Draft Red Herring Prospectus. Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor September 16, 2024 which is included in this Draft Red Herring Prospectus under "Financial Statements". The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.*

*In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Blue Water Logistics Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for the Financial Years 2024, 2023, 2022 & for the period ended August 31, 2022 included in this Draft Red Herring Prospectus beginning on page 165 of this Draft Red Herring Prospectus.*

### Overview

M/s Blue Water Logistics (BWL) was established in 2010 as a partnership firm between one of our promoters Laxmi Narayan Mishra and Lalit Panda, for providing comprehensive end-to-end logistics solutions, ensuring that clients could depend entirely on our expertise for all aspects of shipping goods both within India and internationally. Thereafter, in 2017, Madhusmita Mohanty and Supriya Mishra have joined the partnership firm and initial partners were retired. Later in 2022 to further enhance our operational capabilities and to capitalize the advantages of corporate structure, our company has been formed by converting the said partnership firm. Post conversion, the Partners of the Firm and their Spouses were appointed as Promoters and Directors of the company and since then they are looking after the overall business operations of the company.

We manage every aspect of shipping process, offering end to end shipping solution designed to allow our clients to concentrate on their core activities. Our services begin with collecting shipments directly from the clients and goes on till delivering the shipments at their intended destination. This integrated approach was developed in response to the increasing demand for cohesive logistics services, ensuring that clients receive a seamless experience from start to finish. The partners of BWL recognized the fragmented nature of the logistics industry and aimed to consolidate services under a single brand to streamline operations and enhance service delivery. Our company has a well-defined sales process designed to handle customer requests efficiently while maintaining confidentiality. The process begins when a customer reaches out for services, which may include export/import (air or sea), transportation of goods, or other logistics solutions. Each request is directed to the respective sales manager based on the customer's location. The

sales manager then coordinates with the pricing team to obtain detailed quotes for the requested services. These quotes include the base costs of the services plus a margin added by us to ensure profitability. Once the final quote is prepared, it is shared with the customer for review and approval.

Upon receiving confirmation from the customer, the process moves to the purchase department. This team is responsible for finalizing negotiations with vendors, ensuring that all documentation is handled with strict confidentiality. This step is crucial to protect sensitive information and to establish secure agreements with service providers. The final stage involves the actual delivery of the requested services to the customer. After the services are rendered, both sales and purchase invoices are issued to document the transactions. This comprehensive approach not only streamlines the handling of customer requests but also ensures that all stages of the process are managed with attention to detail and confidentiality. By maintaining a structured and transparent sales process, we enhance customer satisfaction and operational efficiency.

We are a logistics company located in Hyderabad, primarily in Supply Chain Management (SCM) and operating in major States of India and undertaking the following Logistic Activities, and our business model is divided into 4 categories:

- (a) Cargo Handling
- (b) Transportation;
- (c) Warehousing and Distribution and
- (d) Other services (including coastal movement).

### **Statement of Significant Accounting Policies**

For details in respect of Statement of Significant Accounting Policies, please refer to “*Annexure – 4(A) of Restated Financial Statements*” beginning on page 173 of this Draft red herring prospectus.

### **Significant developments subsequent to the last financial year**

As per mutual discussions between the Company's Board and BRLM, the Board confirms that, in its opinion, there have been no circumstances arising since the date of the last financial statements as disclosed in the Draft Red Herring Prospectus that materially and adversely affect, or are likely to affect within the next twelve months, except as follows:

- The shareholders of our company in its Extra-Ordinary General Meeting (“EGM”) held on May 30, 2024 passed a resolution for conversion of our company from private to public. Consequently, the company has received a certificate of incorporation from Registrar of Companies, Central Registration Centre on July 25, 2024.
- The Board of Directors of our Company has approved and passed a resolution on August 10, 2024 to authorize the Board of Directors to raise the funds by way of Initial Public Offering. Subsequently, A special resolution has been passed by the shareholders for fund raising by way of Initial Public Offering in their meeting held on August 13, 2024.

- The shareholders of our Company appointed Mr. Ketan G Desai, Mr. Sugoto Ghosh and Ms. Falguni Khodabhai Prajapati as Independent Directors in the Extra Ordinary General Meeting held on July 26, 2024.
- The shareholders of our company in its Extra-Ordinary General Meeting held on July 26, 2024 appointed Mr. Lalit Panda as Managing Director w.e.f. July 26, 2024 and Mr. Laxmi Narayan Mishra & Ms. Madhusmita Mohanty as Whole Time Director w.e.f. July 26, 2024.
- The shareholders of our company in its Extra-Ordinary General Meeting (“EGM”) held on July 26, 2024 appointed Ms. Supriya Mishra as Non-Executive Director.

### **Principal Factors Affecting our Results of Operations and Financial Condition**

1. **Market demand plays a significant role in logistics business**
2. **Volatility in the Indian and global capital market**
3. **Terrorist attacks or war or conflicts involving India or other countries**
4. **Maintaining effective quality control systems**
5. **Growth and/or implementation of our business plan**
6. **Slowdown in economic growth in India**
7. **Competition**

### ***Items for Standalone Restated Financial Statements***

#### **Significant Accounting Policies**

##### **Basis of Preparation:**

The Restated Statement of Assets and Liabilities of the Company as on March 31, 2024 and the Restated Statement of Profit and Loss and Restated Statements of Cash Flows for the financial year ended on March 31, 2024 and the annexure thereto (collectively, the “Restated Financial Statements”) have been compiled by the management from the Financial Statements of the Company for the financial year ended on March 31, 2024.

These restated financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

*For further details kindly refer chapter titled Restated Financial Statements beginning on page 165 of this Draft red herring prospectus.*

## DISCUSSION ON FINANCIAL PERFORMANCE

### Financials of Blue Water Logistics Limited ("Company")

Particulars		For the year ended			
		March 31, 2024	% of total income	March 31, 2023	% of total income
I	Revenue from operations:	13,867.37	99.95%	9,798.24	99.91%
II	Other business/ operating income	6.96	0.05%	8.72	0.09%
<b>III</b>	<b>Total Income (I + II)</b>	<b>13,874.33</b>	<b>100.00%</b>	<b>9,806.96</b>	<b>100.00%</b>
<b>IV</b>	<b>Expenses:</b>				
	Operational Expenses	12,287.23	88.56%	9,029.63	92.07%
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	-	-	-	-
	Employee benefit expense	387.54	2.79%	260.12	2.65%
	Finance Costs	167.42	1.21%	134.52	1.37%
	Depreciation and Amortization Expense	95.55	0.69%	51.27	0.52%
	Other Expenses	142.65	1.03%	125.54	1.28%
	<b>Total Expenses (IV)</b>	<b>13,080.38</b>	<b>94.28%</b>	<b>9,601.08</b>	<b>97.90%</b>
V	Profit before exceptional and extraordinary items and tax	<b>793.95</b>	<b>5.72%</b>	<b>205.87</b>	<b>2.10%</b>
VI	Exceptional Items	-	-	-	-
VII	Profit before extraordinary items and tax	<b>793.95</b>	<b>5.72%</b>	<b>205.87</b>	<b>2.10%</b>
VIII	Extraordinary Items	-	-	-	-
IX.	Profit before tax	<b>793.95</b>	<b>5.72%</b>	<b>205.87</b>	<b>2.10%</b>
X.	Tax Expense:				
(1)	Current Tax	202.57	1.46%	57.94	0.59%
(2)	Deferred Tax	2.75	0.02%	(6.13)	-0.06%
(3)	Current Tax adjustment of earlier years	-	0.00%	-	0.00%
XI	Profit (Loss) from the period from continuing operations	588.64	4.24%	154.06	1.57%
XII	Profit/(Loss) from discontinuing operations	-	-	-	-
XIII	Tax expense of discontinuing operations	-	-	-	-

XIV	Profit/(Loss) from discontinuing operations after tax	-	-	-	-
XV	Profit/(Loss) for the period	<b>588.64</b>	<b>4.24%</b>	<b>154.06</b>	<b>1.57%</b>
XVI	Earning Per Equity Share:				
(1)	Basic	29.43		7.70	
(2)	Diluted	29.43		7.70	

### Principal Components of Statement of Profit and Loss

The following discussion on results of operations should be read in conjunction with the Restated Standalone Financial Statements For Financial Year ended March 31, 2024 and March 31, 2023 and for the period ended August 31, 2022 and Financial Year ended March 31, 2022

- ***Revenue from operations***

Our revenue from operations consists of sale of services i.e., Freight, Container and Other Charges.

- ***Other Income***

Our Other Income includes discount received, interest income, etc.

- ***Total Income***

Total income includes revenue from operation and other income.

### EXPENDITURE

- ***Operational Expenses***

Our operational expenses comprise of Fright THC charges, custom operational charges, power & fuel and transportation expenses, repair and maintenance expenses, vehicle maintenance charges and loading and unloading charges.

- ***Changes in Inventory of Finished Goods, Work- in - Progress and Stock- In- Trade***

As the company is in the business of providing logistics services, changes in the finished goods is nil.

- ***Employee Benefit Expense***

Our employee benefits expense primarily comprises of Salary, Wages and Bonus, remuneration to directors, gratuity expenses, contribution to provident and other funds and staff welfare expenses.

- ***Finance Costs***

Our finance cost includes interest paid on borrowings and bank charges, & processing fees.

- ***Depreciation and Amortization Expense***

Our depreciation and amortization expense only comprises of depreciation on tangible assets.

- ***Other Expenses***

Our other expenses primarily comprise of rent, rates and taxes, legal and professional fees, travelling & conveyance, miscellaneous expenses, insurance expenses and other miscellaneous expenses.

- ***Total Expenses***

Our total expenses consist of operational expenses, Employee Benefit Expense, Finance Costs, Depreciation and Amortization Expense and Other Expenses.

**Our revenue and expenses are reported in the following manner:**

***Details of period ended March 31, 2024 (Based on Restated Financial Statements)***

## **INCOME**

- ***Revenue from operations***

Our revenue from operations for the year ended March 31, 2024 is ₹ 13,867.37 Lakhs i.e., 99.95% of the Total Income. Our revenue is generated from sale of services i.e., Freight, Container and Other Charges.

- ***Other Income***

Our Other Income for the year ended March 31, 2024 is ₹6.96 lakhs which is 0.05% of the total income. It includes discount received which stood at ₹5.82 (83.65% of other income itself) and interest income which is ₹1.14 lakhs (16.35% of other income itself).

- ***Total Income***

Total income for the year ended March 31, 2024 includes revenue from operation and other income i.e., ₹13,874.33 lakhs.

## **EXPENDITURE**

- ***Operational Expenses***

Our operational expenses for the year ended March 31, 2024 stood at ₹ 12,287.23 Lakhs. It mainly includes Freight, THC charges of ₹11,827.44 lakhs being 96.26%, Power & Fuel and Transportation Expenses of ₹152.64 lakhs being 1.24%, Custom Operational Charges ₹158.35 lakhs being 1.29% of total operational expenses and other operational expenses which stood at ₹148.80 lakhs being 1.21% of the total operating expenses.

- ***Changes in Inventory***

As the company provides logistics services and has generated its whole revenue by providing services, purchase of change in inventories during the year ended is nil.

- ***Employee Benefit Expense***

Our employee benefits expense for the year ended March 31, 2024 stood at ₹ 387.54 Lakhs, out of which (1) Salary, Wages and bonus stands for ₹ 337.75 Lakhs which is 87.15%, (2) Remuneration to Directors stood at ₹36.00 Lakhs which is 9.29%, (3) Contribution to Provident and other Funds stood at ₹ 7.42 lakhs which is 1.91%, (4) Staff Welfare Expenses stood at ₹4.78 lakhs which is 1.23% and Gratuity Expenses stood at ₹1.59 lakhs which is 0.41% of total employees benefit expenses respectively.

- ***Finance Costs***

Our finance costs for the year ended March 31, 2024 stood at ₹167.42 Lakhs out of which Interest Paid on borrowings stands for ₹ 160.50 lakhs and Bank charges & Processing Fees stands for ₹ 6.92 lakhs which is 95.87% and 4.13% of the total finance costs respectively.

- ***Depreciation and Amortization Expense***

Our depreciation and amortization expense for the year ended March 31, 2024 stood at ₹95.55 Lakhs. The depreciation during the year was levied on our plant & equipment, furniture & fixture, office equipment, computers and commercial vehicles.

- ***Other Expenses***

Our other expenses for the year ended March 31, 2024 stood at ₹142.65 Lakhs out of which our major other expenses are rent, rates and taxes which is ₹51.17 Lakhs, Legal and professional fees which is ₹ 26.75 lakhs, traveling & conveyance which is ₹ 21.93 Lakhs, Miscellaneous expenses which is ₹21.67 lakhs and which accounts for 35.87%, 18.75%, 15.37% and 15.19% respectively of our total other expenses.

- ***Total Expenses***

Our total expenses for the year ended March 31, 2024 is ₹ 13,080.38 Lakhs which is 94.28% of our total income.

- ***Profit before tax***

As a result of our operation, we have for the year ended March 31, 2024 secured profit before tax which stood at ₹ 793.95 Lakhs.

- ***Tax Expenses***

Our tax expenses for the year ended March 31, 2024 is ₹205.32 Lakhs

- ***Profit for the year***

We have recorded profit for the period ended March 31, 2024 is ₹ 588.63 Lakhs

### ***Details of period ended March 31, 2023 (Based on Restated Financial Statements)***

The business of our company was previously conducted as a partnership firm, further the company in terms of Companies Act, 2013 has incorporated on August 22, 2022 by converting the partnership firm into a private limited company. Since the company has incorporated in August 22, 2022, the restated period for financial year 2022-2023 has started from September 01, 2022 till March 31, 2023 i.e., a total period of 7 months.



## INCOME

- ***Revenue from operations***

Our revenue from operations for the year ended March 31, 2023 is ₹ 9,798.24 Lakhs i.e., 99.91% of the Total Income. Our revenue is generated from sale of services i.e., Freight, Container and Other Charges.

- ***Other Income***

Our Other Income for the period ended March 31, 2023 is ₹8.72 lakhs which is 0.09% of the total income. It includes interest income which is ₹8.27 lakhs and discount received which stood at ₹0.45 lakhs, which are 94.85% and 5.15% of the other income during the given period.

- ***Total Income***

Total income for the year ended March 31, 2023 includes revenue from operation and other income i.e., ₹9,806.96 lakhs.

## EXPENDITURE

- ***Operational Expenses***

Our operational expenses for the year ended March 31, 2023 stood at ₹9,029.63 Lakhs i.e., 92.07% of total income. It mainly includes (1) Freight, THC charges of ₹8,581.06 lakhs being 95.03%, (2) Power & Fuel and Transportation Expenses of ₹193.68 lakhs being 2.14%, (3) Custom Operational Charges ₹98.17 lakhs being 1.09% of total operational expenses and other operational expenses which stood at ₹156.73 lakhs being 1.74% of the total operating expenses.

- ***Changes in Inventory***

As the company in provides logistics services and has generated its whole revenue by providing services, purchase of change in inventories during the year ended is nil.

- ***Employee Benefit Expense***

Our employee benefits expense for the year ended March 31, 2023 stood at ₹260.12 Lakhs i.e., 2.65% our of total income, out of which (1) Salary, Wages and bonus stands for ₹203.44 Lakhs which is 78.21%, (2) Remuneration to Directors stands for ₹41.40 Lakhs which is 15.92%, (3) Gratuity Expenses which stands for ₹9.31 lakhs which is 3.58%, (4) Contribution to Provident and other Funds stands for ₹3.97 lakhs which is 1.53%, and (5) Staff Welfare Expenses stood at ₹2.00 lakhs which is 0.77% of total employees benefit expenses respectively.

- ***Finance Costs***

Our finance costs for the year ended March 31, 2023 stood at ₹134.52 Lakhs i.e., 1.37% of total income, out of which Interest Paid on borrowings stands for ₹127.31 lakhs and Bank charges & Processing Fees which is at ₹7.22 lakhs which is 94.64% and 5.36% of the total finance costs respectively.

- ***Depreciation and Amortization Expense***

Our depreciation and amortization expense for the year ended March 31, 2023 stood at ₹51.27 Lakhs i.e., 0.52% of total income. The depreciation during the year has levied on our plant & equipments, furniture & fixture, office equipment, computers and commercial vehicles.

- ***Other Expenses***

Our other expenses for the year ended March 31, 2023 stood at ₹125.54 Lakhs i.e., 1.28% of total income, out of which our major other expenses are Rent, rates and taxes which is ₹27.84 Lakhs, Miscellaneous expenses which is ₹48.73 lakhs, Commission and brokerage which is ₹15.76 lakhs, Traveling & conveyance which is ₹ 11.22 Lakhs, Legal and professional fees which is ₹ 8.25 lakhs and which accounts for 22.18%, 38.82%, 12.55%, 8.94% 15.37% and 6.57% of our total other expenses.

- ***Total Expenses***

Our total expenses for the year ended March 31, 2023 is ₹9,601.08 Lakhs which is 97.90% of our total income.

- ***Profit before tax***

As a result of our operation, we have for the year ended March 31, 2024 secured profit (before tax) which stood at ₹205.87 Lakhs.

- ***Tax Expenses***

Our tax expenses for the year ended March 31, 2023 is ₹51.81 Lakhs

- ***Profit for the year***

We have recorded profit for the period ended March 31, 2023 is ₹154.06 Lakhs

## Financials of Blue Water Logistics (“Partnership”)

Particulars		For the year ended			
		August 31, 2022	% of total income	March 31, 2022	% of total income
I	Revenue from operations:	8,466.90	99.95%	15,840.90	99.94%
II	Other business/ operating income	4.22	0.05%	9.16	0.06%
<b>III</b>	<b>Total Income (I + II)</b>	<b>8,471.12</b>	<b>100.00%</b>	<b>15,850.07</b>	<b>100.00%</b>
<b>IV</b>	<b>Expenses:</b>				
	Operational Expenses	7,971.03	94.10%	14,925.04	94.16%
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	52.40	0.62%	30.90	0.19%
	Employee benefit expense	150.09	1.77%	321.21	2.03%
	Finance Costs	85.96	1.01%	114.70	0.72%
	Depreciation and Amortization Expense	13.88	0.16%	19.00	0.12%
	Other Expenses	58.37	0.69%	113.46	0.72%
	<b>Total Expenses (IV)</b>	<b>8,331.73</b>	<b>98.35%</b>	<b>15,524.31</b>	<b>97.94%</b>
V	Profit before exceptional and extraordinary items and tax	139.39	1.65%	<b>325.76</b>	2.06%
VI	Exceptional Items	-	-	-	-
VII	Profit before extraordinary items and tax	139.39	1.65%	<b>325.76</b>	2.06%
VIII	Extraordinary Items	-	-	-	-
IX.	Profit before tax	<b>793.95</b>	<b>5.72%</b>	<b>325.76</b>	2.06%
X.	Tax Expense:				
(1)	Current Tax	35.08	0.41%	83.03	0.52%
(2)	Deferred Tax	-	0.00%	(1.04)	-0.01%
(3)	Current Tax adjustment of earlier years	-	0.00%	-	0.00%
XI	Profit (Loss) from the period from continuing operations	<b>104.31</b>	<b>1.23%</b>	<b>243.77</b>	<b>1.54%</b>
XII	Profit/(Loss) from discontinuing operations	-	-	-	-
XIII	Tax expense of discontinuing operations	-	-	-	-
XIV	Profit/(Loss) from discontinuing operations after tax	-	-	-	-
XV	Profit/(Loss) for the period	<b>104.31</b>	<b>1.23%</b>	<b>243.77</b>	<b>1.54%</b>
XVI	Earning Per Equity Share:				
(1)	Basic	5.22	-	12.19	
(2)	Diluted	5.22	-	12.19	

### Our revenue and expenses are reported in the following manner:

The business of our partnership is converted into company in terms of Companies Act, 2013. Since the business has been converted into company in August 22, 2022, the restated period for financial year 2022-2023 for the partnership is made upto August 31, 2022 from April 01, 2022 i.e., a total period of 5 months.

*Details of period ended August 31, 2022 (Based on Restated Financial Statements)*

**INCOME**

- ***Revenue from operations***

Our revenue from operations for the year ended August 31, 2022 is ₹8,466.90 Lakhs i.e., 99.95% of the Total Income. Our revenue is generated from sale of services i.e., Freight, Container and Other Charges.

- ***Other Income***

Our Other Income for the year ended August 31, 2022 is ₹4.22 lakhs which is 0.05% of the total income. It includes discount received which stood at ₹0.32 (7.53% of other income itself) and interest income which is ₹1.85 lakhs (43.75% of other income itself) and ₹2.06 lakhs (48.72% of other income itself).

- ***Total Income***

Total income for the year ended August 31, 2022 includes revenue from operation and other income i.e., ₹8,471.12 lakhs.

**EXPENDITURE**

- ***Operational Expenses***

Our operational expenses for the year ended August 31, 2022 stood at ₹7,971.03 Lakhs. It mainly includes Freight, THC charges of ₹7,713.99 lakhs being 96.78%, Power & Fuel and Transportation Expenses of ₹143.59 lakhs being 1.80%, Vehicle Maintenance Charges ₹24.36 lakhs being 0.31%, Custom Operational Charges ₹11.47 lakhs and other operational expenses which stood at ₹77.61 lakhs being 0.97% of the total operating expenses.

- ***Changes in Inventory***

As the company provides logistics services and has generated its whole revenue by providing services, purchase of change in inventories during the year ended is nil.

- ***Employee Benefit Expense***

Our employee benefits expense for the year ended August 31, 2022 stood at ₹150.09 Lakhs, out of which (1) Salary, Wages and bonus stands for ₹144.06 Lakhs which is 95.98%, (2) Contribution to Provident and other Funds stood at ₹5.12 lakhs which is 3.41%, (4) Staff Welfare Expenses stood at ₹0.91 lakhs which is 0.61% of total employees benefit expenses respectively.

- ***Finance Costs***

Our finance costs for the year ended August 31, 2022 stood at ₹85.96 Lakhs out of which Interest Paid on borrowings stands for ₹82.14 lakhs and Bank charges & Processing Fees stands for ₹3.82 lakhs which is 95.55% and 4.45% of the total finance costs respectively.

- ***Depreciation and Amortization Expense***

Our depreciation and amortization expense for the year ended August 31, 2022 stood at ₹13.88 Lakhs. The depreciation during the year was levied on our plant & equipment, furniture & fixture, office equipment, computers and commercial vehicles.

- ***Other Expenses***

Our other expenses for the year ended August 31, 2022 stood at ₹58.37 Lakhs out of which our major other expenses are rent, rates and taxes which is ₹13.65 Lakhs, Bad Debts Written Off which is ₹13.44 lakhs, Miscellaneous expenses which is ₹8.04 lakhs, Office expense which is ₹7.86 lakhs and which accounts for 23.38%, 23.38%, 13.47% and 13.77% respectively of our total other expenses.

- ***Total Expenses***

Our total expenses for the year ended August 31, 2022 is ₹8,331.73 Lakhs which is 94.28% of our total income.

- ***Profit before tax***

As a result of our operation, we have for the year ended August 31, 2022 secured profit before tax which stood at ₹ 139.39 Lakhs.

- ***Tax Expenses***

Our tax expenses for the year ended August 31, 2022 is ₹35.08 Lakhs

- ***Profit for the year***

We have recorded profit for the period ended August 31, 2022 is ₹104.31 Lakhs

### ***Details of period ended March 31, 2022 (Based on Restated Financial Statements)***

#### **INCOME**

- ***Revenue from operations***

Our revenue from operations for the year ended March 31, 2022 is ₹15,850.07 Lakhs i.e., 99.94% of the Total Income. Our revenue is generated from sale of services i.e., Freight, Container and Other Charges.

- ***Other Income***

Our Other Income for the year ended March 31, 2022 is ₹9.16 lakhs which is 0.06% of the total income. It includes discount received which stood at ₹6.76 (73.81% of other income itself) and interest income which is ₹2.40 lakhs (26.19% of other income itself).

- ***Total Income***

Total income for the year ended March 31, 2022 includes revenue from operation and other income i.e., ₹15,850.07 lakhs.

## **EXPENDITURE**

- ***Operational Expenses***

Our operational expenses for the year ended March 31, 2022 stood at ₹ 14,925.04 Lakhs. It mainly includes Freight, THC charges of ₹ 14,304.61 lakhs being 95.84%, Power & Fuel and Transportation Expenses of ₹218.92 lakhs being 1.47%, Loading and Unloading Charges ₹ 125.75 lakhs being 0.84%, Custom Operational Charges ₹ 128.59 lakhs which is 0.86% and other operational expenses which stood at ₹147.18 lakhs being 0.99% of the total operating expenses.

- ***Changes in inventories of finished goods, work-in-progress and Stock-in-Trade***

Changes in inventories of finished goods, work-in-progress and Stock-in-Trade for March 31, 2022 stood at ₹52.40 lakhs.

- ***Employee Benefit Expense***

Our employee benefits expense for the year ended March 31, 2022 stood at ₹ 321.21 Lakhs, out of which (1) Salary, Wages and bonus stands for ₹ 306.46 Lakhs which is 95.41%, (2) Gratuity Expenses stands for ₹4.14 lakhs which is 1.29%, (3) Contribution to Provident and other Funds stood at ₹6.22 lakhs which is 1.94%, (4) Staff Welfare Expenses stood at ₹4.38 lakhs which is 1.36% of total employees benefit expenses respectively.

- ***Finance Costs***

Our finance costs for the year ended March 31, 2022 stood at ₹114.70 Lakhs out of which Interest Paid on borrowings stands for ₹90.37 lakhs and Bank charges & Processing Fees stands for ₹24.33 lakhs which is 78.79% and 21.21% of the total finance costs respectively.

- ***Depreciation and Amortization Expense***

Our depreciation and amortization expense for the year ended March 31, 2022 stood at ₹19.00 Lakhs. The depreciation during the year was levied on our plant & equipment, furniture & fixture, office equipment, computers and commercial vehicles.

- ***Other Expenses***

Our other expenses for the year ended March 31, 2022 stood at ₹113.46 Lakhs out of which our major other expenses are rent, rates and taxes which is ₹30.52 Lakhs, Miscellaneous expenses which is ₹28.02 lakhs, Legal and other expenses which is ₹ 14.31 lakhs, which accounts for 26.90%, 24.70%, 12.62% and 13.77% respectively of our total other expenses.

- ***Total Expenses***

Our total expenses for the year ended March 31, 2022 is ₹15,524.31 Lakhs which is 97.94% of our total income.

- ***Profit before tax***

As a result of our operation, we have for the year ended March 31, 2022 secured profit before tax which stood at ₹325.76 Lakhs.

- ***Tax Expenses***

Our tax expenses for the year ended March 31, 2022 is ₹81.99 Lakhs

- ***Profit for the year***

We have recorded profit for the period ended March 31, 2022 is ₹243.77 Lakhs

## **INFORMATION REQUIRED AS PER ITEM (II) (C) (I) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:**

### **8. Unusual or Infrequent events of transactions**

Except as described in this Draft red herring prospectus, during the period under review there have been no other events or transactions that, to our knowledge, may be described as “unusual” or “infrequent”.

### **9. significant economic changes that materially affected or are likely to affect income from continuing operations**

Other than as described in the section titled “Risk Factors” beginning on page 25 of this Draft red herring prospectus, to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

### **10. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

Other than as described in this Draft red herring prospectus, particularly in the sections “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 25 and 203, respectively, to our knowledge, there are no known trends or uncertainties that have or had or

are expected to have a material adverse impact on our sales, revenues or income from continuing operation.

#### **11. Future relationship between cost and revenue**

To the best of our knowledge, there are no future relationship between cost and revenue that would be expected to have a material adverse impact on our operations and revenues. However, increase in the cost of the products in which the Company deals, will affect the profitability of the Company. Further, the Company may not be able to pass on the increase in prices of the products to the customers in full and this can be offset through cost reduction.

#### **12. The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in our revenues are by and large linked to increases in the volume of business.

#### **13. Total turnover of each major industry segment in which the company operated.**

The Company operates in the logistics Industry. Relevant industry data, as available, has been included in the chapter titled “Our Industry Overview” beginning on page 99 of this Draft red herring prospectus. Further, other than as disclosed in the Restated Financial Information, we do not have any separate reportable business segments. For further details, please see section titled “Restated Financial Information” on page 165.

#### **14. Status of any publicly announced new products or business segments.**

Our Company has not announced any new services and segment / scheme, other than disclosure in this Draft red herring prospectus.

#### **Dependence of few customers.**

Our revenue has been dependent upon few customers. For instance, our top ten customers for the year ended March 31, 2024, accounted for 51.54% of our revenue from operations for the said period. Our reliance on a selected group of customers for our business exposes us to risks, that may include, but are not limited to, reductions, delays or cancellation of orders from our significant customers, failure to negotiate favorable terms or the loss of these customers, all of which would have a material and adverse effect on the business, financial position and future prospects of our Company. For further details, refer Risk Factor “We derive a significant portion of our revenue from operations from our top 10 customers of our Company. Loss of one or more of these customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. Further, we do not have long-term agreements with several of our customers.” on page 27 of this Draft red herring prospectus

#### **15. Competitive Conditions**



We expect to continue to compete with existing and potential competitors. We have, over a period of time, developed certain competitive strengths. For details, please refer to the discussions of our competition in the sections “Risk Factors”, “Industry Overview” and “Our Business” on pages 25, 99 and 113, respectively.

*This space has been left blank intentionally*

## FINANCIAL INDEBTEDNESS

This is to certify that based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of the issuer Company, **BLUE WATER LOGISTICS LIMITED** and further explanations and information provided by the management of the Companies, which we believe to be true and correct to the best of our information and belief, the financial indebtedness of the company as at 31<sup>st</sup> March 2024 are as mentioned below:

(All amounts in ₹ lacs, unless otherwise stated)

Nature of Borrowing	Outstanding as on 31/03/2024
Secured Loan (A)	324.74
Unsecured Loan (B)	1397.64
<b>Total</b>	<b>1722.38</b>

### Secured Loans

(All amounts in ₹ lacs, unless otherwise stated)

Name of Lender	Purpose	Sanctioned Amount (Rs.)	Outstanding As on 31/03/2024
Yes Bank Ltd	Car Loan	50.83	17.35
HDFC Bank Ltd	Car Loan	10.55	0.65
HDFC Bank Ltd	Commercial Vehicle Loan	125.49	83.73
HDFC Bank Ltd	Commercial Vehicle Loan	225.50	222.99
<b>Total</b>		<b>412.37</b>	<b>324.74</b>

#### 1. YES BANK LTD:

<b>Facility</b>	Car Loan
<b>Overall Loan Limit</b>	50,83,892
<b>Date of Sanction</b>	15/01/2019
<b>Interest</b>	9.25%
<b>Repayment</b>	78,376 – Monthly Emi
<b>Primary Security</b>	Nil
<b>Collateral Security:</b>	Nil
<b>Tenor</b>	88 Months
<b>Personal Guarantee</b>	Nil

#### 2. HDFC BANK LTD:

<b>Facility</b>	Car Loan
<b>Overall Loan Limit</b>	10,54,761
<b>Date of Sanction</b>	15/03/2019
<b>Interest</b>	9.25%
<b>Moratorium Period</b>	
<b>Tenor</b>	63 Months
<b>Repayment</b>	22,416 – Monthly Emi
<b>Primary Security</b>	Nil
<b>Collateral Security:</b>	Nil
<b>Personal Guarantee</b>	Nil

**3. HDFC BANK LTD:**

<b>Facility</b>	Commercial Vehicle Loan
<b>Overall Loan Limit</b>	1,25,49,000
<b>Date of Sanction</b>	07/09/2022
<b>Interest</b>	10.13%
<b>Moratorium Period</b>	
<b>Tenor</b>	46 Months
<b>Repayment</b>	3,20,025 – Monthly Emi
<b>Primary Security</b>	Nil
<b>Collateral Security:</b>	Nil
<b>Personal Guarantee</b>	Nil

**4. HDFC BANK LTD:**

<b>Facility</b>	Commercial Vehicle Loan
<b>Overall Loan Limit</b>	2,25,50,000
<b>Date of Sanction</b>	31/12/2023
<b>Interest</b>	10.13%
<b>Moratorium Period</b>	
<b>Tenor</b>	70 Months
<b>Repayment</b>	4,21,115 – Monthly Emi
<b>Primary Security</b>	Nil
<b>Collateral Security:</b>	Nil
<b>Personal Guarantee</b>	Nil

**Unsecured Loans**

(All amounts in ₹ lacs, unless otherwise stated)

<b>Name of Lender</b>	<b>Purpose</b>	<b>Date of Sanctioned</b>	<b>Repayment Terms</b>	<b>Sanctioned Amount</b>	<b>Outstanding As on 31/03/2024</b>
Loans from Directors (Madhusmita Mohanty & Supriya Mishra)	Working Capital				183.4
Axis Bank Ltd	Business	14/02/2022	1.75 Monthly Emi	50.00	16.04
FederalBank Ltd	Business	20/04/2021	1.09 Monthly Emi	30.15	2.13
HDFC Bank Ltd	Business	11/05/2021	0.66 Monthly Emi	24.98	8.60
HDFC Bank Ltd	Business	19/02/2024	2.56 Monthly Emi	75.00	73.31
HDFC Bank Ltd(Gecl)	Business	04/02/2022	0.31 Monthly Emi	9.90	6.69
HDFC Bank Ltd(Gecl)	Business	22/02/2022	5.1 Monthly Emi	162.32	158.47
ICICI Bank Ltd	Business	02/03/2022	1.40 Monthly Emi	40.00	14.31
RBL Bank Ltd	Business	31/01/2022	1.45 Monthly Emi	40.00	14.58
Standard Chartered Bank	Business	01/03/2022	1.78 Monthly Emi	50.00	18.03
Yes Bank Ltd	Business	31/01/2022	1.39 Monthly Emi	40.00	14.23
Axis Finance Ltd	Business	31/01/2022	1.24 Monthly Emi	25.00	1.14
Aditya Birla Finance Ltd	Business	05/02/22	1.75 Monthly Emi	50.00	17.87

Bajaj Finance Ltd	Business	31/01/2022	1.06 Monthly Emi	30.23	10.80
Fulletron India	Business	21/01/2022	1.75 Monthly Emi	50.00	17.87
Hero Fincorp Ltd	Business	03/02/2022	0.73 Monthly Emi	20.25	7.37
Poonawalla Fincorp Ltd	Business	28/01/2022	0.90 Monthly Emi	25.26	9.11
Tata Capital Finance	Business	29/01/2022	1.76 Monthly Emi	50.34	17.75
Union Bank of India	Working Capital	01/03/2024	Monthly Interest	1500.00	805.84

**For, S.S.N.Murthy & Co. Chartered Accountants**  
**(FRN No.002188S)**  
**(Peer Review No.013734)**

**Sd/-**  
**Sattiraju Sathyanarayana Murthy**  
**Proprietor**  
**(M.No.028516)**  
**UDIN: 24028516BKBECX1363**  
**Place: Hyderabad**  
**Date: September 16, 2024**

## SECTION VII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding (i) criminal litigations involving our Company, directors, subsidiaries or promoters; (ii) actions taken by regulatory or statutory involving our Company, directors, subsidiaries or promoters; (iii) disciplinary action including penalty imposed by SEBI or stock exchanges against the promoters in the last five financial years including outstanding action; (iv) claims related to direct and indirect taxes (disclosed in a consolidated manner giving the total number of claims and the total amount involved); involving our Company, directors, subsidiaries or promoters and (v) other outstanding litigations involving our Company, directors, subsidiaries or promoters as determined to be material pursuant to the Materiality Policy defined by the board of directors of the issuer company and disclosed in the offer document*

*For the purpose of point (v), our Board in its meeting held on August 30, 2024, has considered and adopted the Materiality Policy for identification of material outstanding litigation involving our Company, directors, subsidiaries or promoters (“**Relevant Parties**”). In terms of the Materiality Policy, any pending litigation (other than litigations mentioned in points (i), (ii) and (iii) above) involving the Relevant Parties, has been considered ‘material’ for the purposes of disclosures in this offer documents, where:*

- a) the claim/ dispute amount, to the extent quantifiable, of the claim made by or against the Company, its and directors in any such pending litigation is equal to or in excess of 10% of the consolidated revenue of the Company or 25% of the profits before tax of the Company (whichever is lower) as per the last audited financial statements of the Company, as included in the Offer Documents; or*

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. In terms of the Materiality Policy, outstanding dues to any creditor of our Company having monetary value which exceeds 10% of the total consolidated revenue of the Company or 25% of the profits before tax of the Company (whichever is lower) as per the latest audited financial statements of the Company shall be considered as ‘material’. Further, for outstanding dues to any party which is a micro, small or a medium enterprise (“MSME”), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditor.*

- b) where the monetary impact is not quantifiable or the amount involved may not exceed the materiality Threshold set out under (a) above, but an outcome in any such litigation would materially and adversely affect our Company’s business, operations, performance, prospects, financial position or reputation of the Company; and*
- c) any such litigation where the decision in one case is likely to affect the decision in similar matters and the aggregate monetary claim amount in all such litigation/arbitration proceedings equal to or in excess of threshold set forth above even though the amount involved in an individual litigation may not exceed the threshold set forth in (1) above.*
- d) Our Board in this meeting has resolved that outstanding legal proceedings involving the Company, its Directors and Promoters will be considered as material litigation (“**Material Litigation**”) if the aggregate amount involved in such individual litigation exceeds 1% of profit after tax of the Company, as per the last audited financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.*

*Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters, Directors and Group Companies which are considered to be material. In case of pending civil litigation proceedings*

*wherein the monetary amount involved is not quantifiable, such litigation has been considered material only in the event that the outcome of such litigation has an adverse effect on the operations or performance of our Company. Unless otherwise stated to the contrary, the information provided is as of date of this Draft red herring prospectus.*

*It is clarified that pre-litigation notices (other than those issued by governmental, statutory or regulatory authorities) received by our Company, our Directors shall not be considered as litigation until such time that any of our Company, our Directors, as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority or any judicial authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.*

## **1. LITIGATIONS INVOLVING OUR COMPANY**

### **A. Criminal litigation involving our Company**

#### **1. *Criminal Litigation against our Company:***

As on the date of this Draft red herring prospectus, there are no criminal proceedings initiated against Company.

#### **2. *Criminal Litigations initiated by our Company***

As on the date of this Draft red herring prospectus, there are no outstanding Criminal Litigations initiated by our Company.

### **B. Civil Litigations involving our Company**

#### **1. *Civil Litigations against our Company***

As on the date of this Draft red herring prospectus, there are no outstanding Civil Litigations against our Company

#### **2. *Civil Litigations initiated by our Company***

As on the date of this Draft red herring prospectus, there are no outstanding Civil Litigations initiated by our Company.

### **C. Actions by regulatory authorities and statutory authorities involving our Company**

As on the date of this Draft red herring prospectus, there are no outstanding actions initiated by Statutory or Regulatory Authorities against our Company

## **2. LITIGATIONS INVOLVING OUR PROMOTERS**

### **A. Criminal Litigations involving our Promoters**

#### **1. *Criminal Litigations against our Promoters***

As on the date of this Draft red herring prospectus, there are no outstanding Criminal Litigations initiated against our Promoters.

#### **2. *Criminal Litigations initiated by our Promoters***

As on the date of this Draft red herring prospectus, there are no outstanding Criminal Litigations initiated by our Promoters.

**B. Civil Litigations involving our Promoters**

**1. Civil Litigations against our Promoters**

As on the date of this Draft red herring prospectus, there are no outstanding Civil Litigations against our Promoters.

**2. Civil Litigations initiated by our Promoters**

As on the date of this Draft red herring prospectus, there are no outstanding Civil Litigations initiated by our Promoters.

**C. Actions by regulatory authorities and statutory authorities involving our promoters**

As on the date of this Draft red herring prospectus, there are no outstanding actions initiated by Statutory or Regulatory Authorities against our Promoters.

**D. Disciplinary action including penalty imposed by SEBI or stock exchanges against the promoters in the last five financial years including outstanding action**

As on the date of this Draft red herring prospectus, no disciplinary action including penalty imposed by SEBI or stock exchanges against the promoters in the last five financial years. Further no outstanding action against our Promoters is pending before SEBI or stock exchange.

**3. LITIGATIONS INVOLVING OUR DIRECTORS (OTHER THAN PROMOTERS)**

**A. Criminal Litigations involving our directors (other than Promoters)**

**1. Criminal Litigations against our directors (other than Promoters)**

As on the date of this Draft red herring prospectus, there are no outstanding Criminal Litigations initiated against our directors.

**2. Criminal Litigations initiated by our directors (other than Promoters)**

As on the date of this Draft red herring prospectus, there are no outstanding Criminal Litigations initiated by our directors.

**B. Civil Litigations involving our directors (other than Promoters)**

**a) Civil Litigations against our directors (other than Promoters)**

As on the date of this Draft red herring prospectus, there are no outstanding Civil Litigations against our directors.

**b) Civil Litigations initiated by our directors (other than Promoters)**

As on the date of this Draft red herring prospectus, there are no outstanding Civil Litigations initiated by our directors.

### C. Actions by regulatory authorities and statutory authorities by our directors (other than Promoters)

As on the date of this Draft red herring prospectus, there are no outstanding actions initiated by Statutory or Regulatory Authorities against our directors.

### Tax Proceedings

Nature of Cases	Number of Cases	Amount Involved*
<b>Company</b>		
Direct Tax	8	52.65
Indirect Tax	9	173.49
<b>Promoters</b>		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
<b>Directors (other than promoters)</b>		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
<b>Total</b>		

\* To the extent quantifiable

### DETAILS OF DIRECT TAX PROCEEDINGS AGAINST THE COMPANY

Details of the tax proceedings against our company and partnership firm which converted into the Company is as follows:

#### 1. OUR COMPANY

##### a) Assessment Proceeding u/s 143(3) pending for Assessment Year: 2023-24

#### Facts of the Notice

A notice has been issued under sub-section (1) of Section 142 of the Income Tax Act, 1961, with DIN: ITBA/AST/F/142(1)/2024 25/1066570430(1) on dated July 10, 2024.

The notice pertaining the company to produce documents related to nature of business activity carried out during F.Y. 2022-23 i.e., copy of profit & loss account and balance sheet with all annexures for the year ended as on 31.03.2023, details of all the bank account(s) held during the F.Y. 2022-23, stock register for F.Y. 2022-23 indicating stock inward and stock outward, Copy of invoice for purchase of fixed assets during F.Y. 2022-23 for proving ownership on the assets, copy of certificate for put to use wholly & exclusively for business purposes, details of expense under the head of "Interest on TDS payment", details of expense under the head of "Registration & Renewal". Etc.

#### Response of the Company

A response has been filed by the company bearing Acknowledgement Number: 352284381050824 and submitted documents of Audit Report and Financials and a connected lease deed and copy of financials.

#### Current Stage

Company have submitted required documents, however assessment proceedings is still showing open.

First Appeal Proceedings pending for Assessment Year: 2023-24 and the communication window with the CIT (A) has been enabled, department communicated the same with Notice/ Communication Reference



ID: 100075518348 ITBA/NFAC/S/62/2023-24/1061795016(1) and DIN & Letter No: ITBA/NFAC/S/62/2023-24/1061795016(1).

**2. M/s BLUE WATER LOGISTICS (Partnership Firm which subsequently converted into our Company)**

**a. Outstanding Demands**

- Outstanding Demand Notice for ₹52,18,400 has been raised by Income Tax Authority bearing Demand Reference No:2023202237245817506T for Assessment Year 2021-2022.
- Outstanding Demand notice for interest of ₹46,865 has been raised by Income Tax Authority with Demand Reference No:2018201737031707924T for Assessment Year 2016-2017.

**Response of the Company**

The company has not cleared the aforesaid demand notice.

**Current Stage**

As on the date of Draft red herring prospectus, the demand and is still pending.

**b. Penalty Proceeding pending for Assessment Year 2022-2023**

**Fact of the Penalty Proceeding**

A notice for penalty proceedings has been initiated against the Company under section 274 read with section 270A of the Income-tax Act,1961 issued with DIN No. ITBA/PNL/S/270A/2023 24/1062371059(1) dated March 08, 2024.

**Response of the Company**

First Appeal Proceedings pending for Assessment Year: 2022-23 and the communication window with the CIT(A) has been enabled with 3 DIN & Letter No: ITBA/NFAC/S/62/2024-25/1064504979(1) and Notice/ Communication Reference ID: 100079159792.

**Current Stage**

As on the date of this Draft red herring prospectus, no order has been given by the authority and pending.

**c. Fact of the Adjustment Proceeding**

Adjustment u/s 143(1)(a) showing pending for Assessment Year: 2022-23 with Document Identification Number (DIN) : EFL/2223/G22/ITR000428577846.

**Response of the Company**

Prescribed Time Limit u/s 143(1)(a) for submission of response was lapsed.

**Current Stage**

First notice of the scrutiny/assessment was issued on 01/06/2023 & refund was issued on 25/01/2024. Assessment order was passed on 08/03/2024 by raising demand of Rs. 56,51,859. and for which first appeal proceeding is still on going.

**d. Fact of the Assessment Proceeding**

Assessment Proceeding u/s 143(3) showing pending Assessment Year : 2023-24 Notice with Document Identification Number (DIN) : EFL/2324/G22/ITR000592546536 Issued On : 11-Dec-2023 where there is Variance of ₹84,572 that Proposed adjustments u/s 143(1)(a) issued on 11-Dec-2023 where Mismatch in expenditure indicated in audit report and ITR (2) also Disallowance of expenditure indicated in the audit report but not taken into account in computing the total income in the Income Tax Return - 143(1)(a)(iv).

**Response of the Company**

Response for the same is made as agreed that there is inconsistency in Amount disallowable under section 40 (a)(i)(ia), on account of non-compliance with the provisions of Chapter XVII-B claimed in return and audit report and ITR processed. Also agreed that there is inconsistency in Any sum received from employees as contribution to any provident fund or superannuation fund or any fund set up under ESI Act or any other fund for the welfare of employees to the extent not credited to the employees account on or before the due date [36(1)(va)] claimed in return in schedule OI and audit report.

**Current Stage**

Response Submitted Date on 09-Jan-2024.

**e. Notice u/s 142(1)of Income Tax Act 1961 issued**

Notice u/s 142(1)of Income Tax Act 1961 issued on 19.08.2024 with Notice/ Communication Reference ID : 100083650465 and document identification number ITBA/AST/F/142(1)/2024- 25/1067728085(1) where issued highlighted are Taxable business receipts shown in Schedule TDS2 is higher than the receipts shown in P & L Account. 2) High liabilities as compared to low income/receipts. 3) Business purchases made by the assessee and no TDS deduction u/s.194Q and documents such as Copy of financials in the form of balance sheet, P& L account, tax Audit report, Capital account and audit report along with annexures and notes forming part of audit reports for AY 2022-23 and 2023-24are called.

**Current Status**

As on the date of this Draft red herring prospectus, company is yet to submit response on notice dated 19.08.2024.

**DETAILS OF INDIRECT TAX PROCEEDINGS AGAINST THE COMPANY**

Details of the indirect tax proceedings against our company and partnership firm which converted into the Company is as follows:

**1. OUR COMPANY**

**Multiple Notice issued U/s 46 for Tax Period for non-filing of GST Return for the following period:**

- a) Tax period for the month of April for Financial Year 2024-2025;
- b) Tax period for the months of May, June, July, August, September, October, November, December, January and March for Financial Year 2023-2024;

- c) Tax Period for the months of November, December, January, February for Financial Year 2022-2023; and

### **Current Status**

The Company has filed all the aforesaid tax returns.

### **2. M/s BLUE WATER LOGISTICS (*Partnership Firm which subsequently converted into our Company*)**

#### **Telangana, Hyderabad**

#### **1. Multiple Notice issued U/s 46 for Tax Period for non-filing of GST Return for the following period:**

- d) Tax period for the months of September for Financial Year 2023-2024;  
e) Tax Period for the months of April, May, June, July, August, October, November, December, January, February and March for Financial Year 2022-2023; and  
f) Tax Period for the months of September, October, November, December, February and March Financial Year 2021-2022.

#### **Response of the Company**

The Company has filed all the aforesaid tax returns.

#### **2. Notice under section 73 of for the tax period 2019-2020**

#### **Fact of the Case**

A notice u/s 73 has been issued for dues of ₹30,25,312 bearing ARN NO: AD360524029865S dated May 30, 2024.

The Assistant Commissioner (ST) has issued a notice to M/s. Blue Water Logistics for discrepancies found during a GST audit for FY 2019-2020. The company is found to have claimed excess ITC amounting to ₹5,55,563.35, failed to reverse ITC on exempt supplies resulting in an overclaim of ₹21,83,526.48, and incorrectly claimed ₹49,712.44 on ineligible items. Additionally, unreported income of ₹13,13,943 led to a proposed tax of ₹2,36,510. The total proposed tax liability is ₹30,25,312.27.

It's being directed that the company must pay this amount with interest using DRC-03 or file objections in DRC-06 within 30 days if disputing the notice, and is invited for a personal hearing.

#### **Response of the Company**

Reply for the same has been filed by the company to the department to which The Assistant Commissioner (ST) has issued an order to M/s. Blue Water Logistics on July 18, 2024, following discrepancies identified in their GST records for FY 2019-20. The company was initially found liable for excess ITC claims and other tax issues amounting to ₹30,25,312. However, after reviewing their objections, the tax liabilities were adjusted. The final amount due includes a total tax of ₹49,712, with additional penalties of ₹20,000 and interest of ₹37,630, resulting in a total payable amount of ₹1,07,342.

#### **Current Status**

Order for creation of demand issued with amount of ₹1,07,342. (what about payment?)

### **3. Notice under Section 73 for the tax period 2019-2020**

#### **Fact of the Case**

The Commissionerate of Taxes, Government of Telangana, issued a notice to Blue Water Logistics bearing reference no. Reference No. - ZD360624000591 dated May 31, 2024 regarding discrepancies in their GST returns for the financial year 2019-20. The assessment found that the company under-declared its tax liability in the GSTR-09 annual return, resulting in a total under-declared tax of ₹13,93,182. The notice highlighted that Blue Water Logistics did not correctly declare the tax on outward supplies and claimed excess Input Tax Credit (ITC) that was not reconciled correctly. Specifically, the company claimed ITC for ineligible items such as motor vehicles, motor vehicle insurance, and paints, leading to a total ineligible ITC of ₹19,080.

It's being directed to pay the due taxes along with interest in DRC-03 or file objections in DRC-06, Reminders to reply issued to the firm.

#### **Response of the Company**

Reply was made to the notice on 21/08/2024 referenced by DIN No. GST/36AAKFB4303K17J/20/1 dated 01/06/2024, M/s. Blue Water Logistics wishes to clarify the following concerning the financial year 2019-20. During this period, B2C sales for FY 2018-19 were amended in FY 2019-20. However, due to a technical error, these amendments were not reflected in FY 2018-19 but instead appeared in FY 2019-20. The taxes related to this amended turnover were discharged in FY 2018-19 and reported in the GSTR 9 annual return for FY 2019-20. The company requested that this be considered and that the proceedings be dropped. Additionally, the notice mentions an excess claim of ITC, which had already been reviewed and addressed during the GST audit and assessment for FY 2019-20, with an order issued accordingly. The company respectfully requested that these factors be taken into account and that the proceedings be closed.

#### **Current Status:**

Order for creation of demand issued for Rs 9,09,588/- (What about Payment?)

### **4. Notice under section 73/74 for the tax period 2018-2019**

#### **Fact of the Case**

The Commissionerate of Taxes, Government of Telangana, issued a notice to Blue Water Logistics with reference no. ZD3602240002806 and DIN GST/36AAKFB4303K1ZJ/19/1 and SCN u/s 73/74 and GST DRC-01 dated January 31, 2024, highlighting discrepancies in their GST returns. The assessment found that Blue Water Logistics under-declared their tax liability in the GSTR-09 annual return, resulting in a total under-declared tax of ₹9,159,504. The discrepancies were primarily due to the under-declaration of tax on outward supplies, with a difference of ₹994,352 between the GSTR-01 and GSTR-09 returns, and an excess claim of Input Tax Credit (ITC) amounting to ₹7,914,685 due to failure to apportion ITC correctly for exempt and non-business transactions. It's being directed to pay the additional tax along with interest in DRC-03 or file objections in DRC-06.

The Assistant Commissioner of Sanathnagar, Telangana, has issued a Show Cause Notice (SCN) to Blue Water Logistics under Section 73 of the GST Act via Form GST DRC-01, reference number ZD3602240002806, dated 31-01-2024. The notice pertains to the tax period from April 2018 to March 2019 and addresses discrepancies identified in the company's GST returns. The company is accused of under-declaring its tax liability, leading to a combined total of ₹7,066,078 in additional CGST and SGST due, with each component amounting to ₹3,530,392. A penalty has been calculated, resulting in a total amount of ₹7,766,862. To which reply was made by the firm, however The State Tax Officer of the Commercial Taxes Department in Telangana has issued an order (DRC-07) under Section 73 of the IGST/CGST Act, dated 30/04/2024, to Blue Water Logistics regarding discrepancies in their tax filings for the financial year 2018-19. Upon examination of Blue Water Logistics' GSTR-09 annual return and comparing it with GSTR-01, GSTR-2A, and GSTR-3B, it was found that the company under-declared its tax liability. The total under-declared tax amounted to ₹9,159,504, comprising SGST, CGST, IGST, and CESS. After Blue Water Logistics responded, the authority verified and confirmed the company's contentions, dropping the CGST and SGST demands and confirming the IGST liability of ₹74,975. However, the order highlighted discrepancies in outward supplies declared in GSTR-01 compared to GSTR-09, initially proposing an additional tax liability of ₹994,352, which was subsequently dropped upon verification. The order also addressed an excess input tax credit (ITC) claim, determining a final tax liability of ₹83,958 and a penalty of ₹10,000, totalling ₹93,958.

### **Response of the Company**

In response to the show cause notice (ZD3602240002806) dated 01.02.2024 from the Assistant Commissioner, Blue Water Logistics acknowledges a tax shortfall of Rs. 2,50,467/- for the financial year 2018-19, which they agree to pay via form DRC-03. They also acknowledged discrepancies between the declared outward supplies in GSTR-1 and GSTR-9 due to reconciliations with their books, emphasizing that the figures in the notice do not align with the filed returns. Additionally, the firm has calculated the reversal of Input Tax Credit (ITC) on non-business and exempt supplies as per rules 42 and 43, and will make the necessary payment through DRC-03.

### **Current Status**

As on the date of Draft Red Herring Prospectus Order for creation of demand issued for ₹93,958/- (What about Payment?)

5. Notice under section 73/74 for the tax period 2020-2021

### **Fact of the Case**

The Assistant Commissioner of the Commercial Tax Department in Telangana has issued a show cause notice to Blue Water Logistics with DIN GST/36AAKFB4303K1ZJ/21 with reference no. ZD360523000862O, dated May 01, 2023 regarding discrepancies in their GST filings. The notice highlights that Blue Water Logistics under-declared their tax liability in their GSTR-09 annual return, resulting in a total tax payable of ₹4,644,335.78, comprising SGST and CGST. Specifically, discrepancies were noted in the reconciliation of outward supplies and input tax credits (ITC). The company under-declared their tax on outward supplies, resulting in a payable amount of ₹121,225.88. Additionally, an excess ITC claim of ₹44,201.32 was identified due to non-reconciliation and failure to apportion ITC for exempt supplies. Furthermore, ineligible ITC claims totaling ₹35,855.88 were identified on certain

commodities like motor vehicle insurance and vehicles, which should not have been claimed under Section 17(5) of the SGST Act.

Further The Assistant Commissioner of the Commercial Tax Department in Sanathnagar, Telangana, has issued a Show Cause Notice under Section 73 to Blue Water Logistics dated May 1, 2023, identifies discrepancies in the company's GST filings, indicating that taxes were either not paid or underpaid, or that input tax credit (ITC) was wrongly availed or utilized. The notice demands a total payment of ₹46,44,334 comprising ₹23,22,167 for both CGST and SGST, with no additional interest, penalty, or fees.

### **Current Status**

As on the date of Draft red herring prospectus, the submission reply to department is pending.

## **6. Notice under section 73/74 for the tax period 2018-19**

### **Fact of the Case**

The Commercial Tax Department of Telangana has issued a notice to M/S Network Peripherals & Solutions Pvt Ltd for not filing the annual return in GSTR-09 for the financial year 2021-22. Reflecting as a proceeding with reference no. ZD360622045229D, issue date being June 08, 2022 vide SCN u/s 73/74 and GST DRC-01, Upon examining the records, the department found discrepancies in the company's GSTR-3B filings and identified an under-declared tax liability totaling Rs. 946,211.26, comprising SGST and CGST of Rs. 473,105.63 each. The discrepancies mainly stem from the excess claim of Input Tax Credit (ITC) on certain commodities and services that are ineligible under Section 17(5) of the SGST Act, 2017. Specifically, the company claimed ITC on electrical goods and works contractors that were not permissible. The notice provides a detailed list of suppliers and transactions where the ineligible ITC was claimed, amounting to Rs. 935,438.26 for electrical goods and Rs. 10,773.00 for works contractors. The notice proposes to assess the net tax payable and requests the taxpayer to pay the outstanding tax along with interest using DRC-03. The taxpayer has been given the option to object to these findings by filing their objections in ASMT-11.

The Commercial Tax Department of Telangana has issued a Show Cause Notice under Section 73 to Blue Water Logistics for the tax period from April 2018 to March 2019, highlighting discrepancies in their GST filings. The notice, referenced as ZD360622045229D and dated June 8, 2022, accuses the company of not paying or short paying taxes, erroneously receiving refunds, or wrongly availing or utilizing input tax credits. According to the notice, there is a significant tax liability totaling Rs. 86,47,390, split equally between CGST and SGST at Rs. 43,23,695 each.

### **Current Status**

As on the date of Draft red herring prospectus, the submission reply to department is pending.

## **7. Notice under section 73/74 for the tax period 2020-2021**

### **Fact of the Case**

The Government of Telangana's Commercial Tax Department has issued a show cause notice to Blue Water Logistics bearing reference no. ZD360222009432Y on issue date being February 15, 2022 vide SCN u/s 73/74 and GST DRC-01, highlighting discrepancies in their GST returns. The notice points out that Blue Water Logistics did not file the annual return in GSTR-09 and under-declared their tax liability in GSTR-3B by ₹4,597,511.22, split between SGST and CGST. The notice outlines specific issues, including under-reported outward supplies in GSTR-3B compared to GSTR-01, resulting in a tax shortfall of ₹696,472.16. Additionally, Blue Water Logistics claimed excess Input Tax Credit (ITC) of ₹23,996.92 by not reconciling ITC claimed in GSTR-3B with the tax declared by suppliers. The company also failed to reverse ITC on exempt and non-business transactions, leading to an excess ITC claim of ₹3,826,181.86. Furthermore, they claimed ineligible ITC on certain commodities and services amounting to ₹50,860.28. Further the Assistant Commissioner of the Sanathnagar-Punjagutta jurisdiction in Telangana issued a Show Cause Notice to Blue Water Logistics for the tax period April 2020 to March 2021. The notice, dated February 15, 2022, alleges non-payment or short payment of taxes, or erroneous credit/refund claims. The total demand includes ₹19,13,090 for CGST and ₹19,13,090 for SGST, amounting to a total of ₹38,26,180.

### **Response of the Company**

Reply furnished by the way of Annexure to DRC-06 as Blue Water Logistics acknowledged several discrepancies in their GST filings. The company admitted that errors occurred in the GSTR-09 filing for the assessment year 2018-2019, largely due to data entry mistakes. For instance, the company stated that certain tax amounts were incorrectly reported, but these discrepancies were addressed in subsequent filings, such as through DRC-03 forms and GSTR-3B returns for later periods. They also acknowledged excess Input Tax Credit (ITC) claims in GSTR-09, but explained that many of these discrepancies arose because suppliers incorrectly reported transactions, such as declaring B2B sales as B2C or failing to upload invoices in GSTR-01. In some cases, the company accepted the SCN's findings, agreeing to the adjustments, while in others, they only partially agreed, citing reasons like supplier errors or clerical mistakes. The company further explained reconciliation issues between GSTR-01 and GSTR-09, and discrepancies between the declared turnover and the amounts shown in the E-way bills. These were attributed to clerical errors such as wrong dates or values entered during tax filing.

Additionally, the company contested claims of ITC related to transactions with cancelled suppliers or suppliers who had failed to file returns, explaining that in some cases, the supplier's registration was cancelled after the invoice was issued. Blue Water Logistics also provided detailed reasons for transitional credit claims under TRAN-1, noting that some credits were appropriately claimed, although in later periods.

### **Current Status**

Reply to the notice has been sent and pending for order by tax officer.

## **8. Notice under section 61 for the tax period 2021-2022**

### **Fact of the Case**

The Assistant Commissioner (ST) of Sanathnagar issued a notice to Blue Water Logistics regarding discrepancies in their GST filings for the financial year 2021-22. The company has not filed the GSTR-09 annual return, and a review of their GSTR-3B, GSTR-1, and other records revealed an under-declared tax liability totalling ₹16,528,444.70. Key issues include excess ITC claims amounting to ₹1,072,295.02 and

incorrect apportionment of ITC on exempt supplies. Additionally, ₹47,272.06 was claimed as ineligible ITC. The notice proposes recovery of the excess tax and instructs the company to pay the amount with interest via DRC-03, or file objections within 15 days using ASMT-11.

#### **Current Status**

As on the date of Draft red herring prospectus, the submission reply to department is pending.

### **9. Notice under section 61 for the tax period 2021-2022**

#### **Fact of the Case**

The Office of the Assistant Commissioner, Sanathnagar, Punjagutta, Telangana, issued a GST ASMT-10 notice to Blue Water Logistics on June 06, 2022 for discrepancies found in their GSTR-3B return for the tax period April 2021 to March 2022, which resulted in a shortfall of ₹62,741 in GST payment. The company was directed to explain these discrepancies by 21/06/2022, or face legal proceedings. Additionally, a Show Cause Notice under Section 73 was issued on February 18, 2021 for the tax period from July 2017 to March 2018, highlighting a short payment of SGST amounting to ₹10,619, with no interest or penalty added. Blue Water Logistics was required to respond with supporting documentation by 26/02/2021, with a warning that failure to comply could result in further legal actions and additional interest and penalties as per the GST Act.

#### **Response of the Company**

In response to the Show Cause Notice (Ref No: ZD360221024348Q dated 18/02/2021), Blue Water Logistics has submitted that they made voluntary tax payments, including applicable interest, via FORM GST DRC-03 (ARN AD3601200090032 dated 03/02/2020) while filing their annual return GSTR-9 for the financial year 2017-18. They have also attached the DRC-03 for reference.

#### **Current Status**

Reply furnished, pending for order by tax officer

### **Other litigations involving any other entities may have a material adverse effect on our Company**

There is no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of the Companies Act, show cause notices or legal notices pending against any company whose outcome could affect the operation or finances of our Company or have a material adverse effect on the position of our Company.

### **Outstanding dues to Creditors**

As per the materiality policy of the Company for disclosing outstanding amounts to creditors. Based on the same, as on March 31, 2024 our Company had outstanding dues to creditors as follows:

<b>Particulars</b>	<b>Number of Creditors</b>	<b>Amount (in lakhs)</b>
Micro, small and medium enterprises	13	24.26
Material Creditor	1	771.89
Other Creditor	260	474.31



<b>Total</b>	<b>274</b>	<b>1270.46</b>
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The details pertaining to net outstanding dues towards our material creditors are available on the website of our Company at [www.bwl.co.in](http://www.bwl.co.in). It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any source of information including our Company's website at [www.bwl.co.in](http://www.bwl.co.in) would be doing so at their own risk.

### **Material Developments**

Except as disclosed in the section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 203, there have not arisen, since the date of the last financial information disclosed in this Draft red herring prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

### **We certify that except as stated herein above:**

- a. There are no defaults in respect of payment of interest and/or principal to the debenture/bond/ fixed deposit holders, banks, FIs by our Company, promoters, group entities, companies promoted by the promoters during the past three years.
- b. There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
- c. There are no pending litigations against the Promoters/ Directors in their personal capacities and also involving violation of statutory regulations or criminal offences.
- d. There are no pending proceedings initiated for economic offences against the Directors, Promoters, Companies and firms promoted by the Promoters.
- e. There are no outstanding litigations, defaults etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
- f. The Company, its Promoters and other Companies with which promoters are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.
- g. There is no material regulatory or disciplinary action by SEBI, stock exchange or regulatory authority in the past five year in respect of our promoters, group company's entities, entities promoted by the promoters of our company.
- h. There are no status of criminal cases filed or any investigation being undertaken with regard to alleged commission of any offence by any of our directors. Further, none of our directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.
- i. The issue is in compliance with applicable provision of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018.
- j. Neither the Company nor any of its promoters or directors is a wilful defaulter.

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## **GOVERNMENT AND OTHER APPROVALS**

*We have set out below an indicative list of material approvals, registrations, permits and licenses from various governmental and regulatory authorities obtained by our Company which are considered material and necessary for the purpose of undertaking our business activities and operations. Except as mentioned below, our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Central and State Governments and other government agencies/ regulatory authorities/ certification bodies required to undertake the Offer or continue our business activities and no further approvals are required for carrying on our present or proposed business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft red herring prospectus.*

*For details in connection with the regulatory and legal framework within which we operate, see the section titled “Key Industrial Regulations and Policies” at page 129 of this Draft red herring prospectus. The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.*

*The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.*

### **I. INCORPORATION DETAILS**

1. Certificate of incorporation dated August 22, 2022, in the name of Blue Water Logistics Private Limited issued by ROC, Central Registration Centre.
2. Fresh certificate of incorporation dated July 25, 2024, for conversion of our Company from a private limited company to a public limited company and change in name of our Company to “Blue Water Logistics Limited” issued by ROC, Central Registration Centre.
3. The CIN of the Company is U63030TG2022PLC165815.

### **II. CORPORATE APPROVALS FOR THIS ISSUE**

1. The Board of Directors have, pursuant to resolutions passed at its meeting held on August 10, 2024, has approved the Issue, subject to the approval by the shareholders of the Company under Section 62(1)(c) of the Companies Act 2013.
2. The Shareholders have, pursuant to the resolution dated August 13, 2024, under section 62(1)(c) of the Companies Act 2013, authorized the Issue.
3. The board of directors have approved Draft Red Herring Prospectus vide its resolution dated September 17, 2024
4. The board of directors have approved Draft Red Herring Prospectus to its resolution dated [●]
5. The board of directors have approved Prospectus vide its resolution dated [●]

### **III. IN-PRINCIPLE APPROVAL**

The Company has obtained approval from NSE vide its letter dated [●] to use the name of NSE in this Offer document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.

### **IV. GENERAL APPROVALS**

#### **A. AGREEMENTS WITH NSDL AND CDSL**

1. The company has entered into an agreement dated June 12, 2024, with the Central Depository Services

(India) Limited (CDSL), and the Registrar and Transfer Agent, who, in this case, is Maashitla Securities Private Limited for the dematerialization of its shares.

2. Similarly, the Company has also entered into an agreement dated May 29, 2024, with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who, in this case, is Maashitla Securities Private Limited for the dematerialization of its shares.
3. The International Securities Identification Number (ISIN) of our Company is **INE0X3M01010**.

## B. TAX RELATED AUTHORISATIONS OF COMPANY

S.N.	Authorization granted	Issuing Authority	Registration No./ Reference No./ License No.	Date of Issue	Validity
1.	Permanent Account Number	Income Tax Department, GoI	AALCB0113D	August 22, 2022	Perpetual
2.	Tax Deduction Account Number	Income Tax Department, GoI	HYDB12344D	August 22, 2022	Perpetual
3.	Profession Tax Payer Registration/ Enrolment Certificate	Government of Telangana Commercial Taxes Department	PT36AALCB0113 D1ZB	April 22, 2023	Valid until cancellation
4.	<b>Details of GST registration of the Company</b>				
i.	GST Registration Certificate (Telangana)	Telangana	36AALCB0113 D1ZB	October 15, 2022	Valid until cancellation

## C. INDUSTRIAL AND LABOUR LAW RELATED APPROVALS


Our Company has received the following significant government and other approvals pertaining to our business:

S. No.	Description	Applicable laws	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Employees' Provident Fund Certificate	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Ministry of Labour and Employment	APHYD27381 81000	August 22, 2022	Perpetual
2.	Employees' State Insurance Corporation Certificate	Employees' State Insurance Act, 1948	Regional Office, Hyderabad ESIC	520011413900 00799	August 22, 2022	Perpetual
3.	Importer-Exporter Code	Foreign Trade (Development and Regulation) Act, 1992	Directorate General of Foreign Trade	AALCB0113D	November 02, 2022	Perpetual
4.	Udyam Registration Certificate	Micro, Small and Medium Enterprises Development Act, 2006	Ministry of Micro, Small and Medium Enterprises	UDYAM-TS-02-0079024	October 28, 2022	Valid until cancellation
5.	Shop & Establishment Certificate (Telangana)	The Telangana Shops and Establishments Act, 1988	Labour Department, Government of Telangana	SEA/HYD/DC L/H2/0551084/ 2022	January 01, 2024	December 31, 2024
6.	ISO certificate for providing All Kind	-	WRG Certifications	ISO 9001:2015	November 01, 2022	October 31, 2025

	of Logistics Services for our facility located at Block 3, 4th Floor, Uptown Banjara, Road No.3, Banjara Hills, Hyderabad - 500034, Telangana, India.		(WRG)			
7.	Multimodal Transport Operator Registration	Multimodal Transportation of Goods Act 1993	Directorate General of Shipping Ministry of Shipping	MTO/DGS/291 4/DEC/2025	January 30, 2023	December 31, 2025

#### D. INTELLECTUAL PROPERTY RELATED APPROVAL

As on the date of this Draft red herring prospectus, there are following Intellectual Property rights in the name of the company.

Trademark/ Wordmark	Application Number	Date of Application	Class	Current Status
	4130227	27/03/2019	39	Registered

#### E. DOMAIN

As on the date of this Draft red herring prospectus, following domain is owned by the Company:

Domain Name & ID	Sponsoring Registrar & Domain ID	Creation Date	Expiry Date	Current Status
<a href="http://www.bwl.co.in">www.bwl.co.in</a>	Net 4 India Limited Domain: D7226031-IN	15/04/2013	15/04/2026	Active

**Material licenses/approvals for which our Company is yet to apply / Statutory Approvals/ Licenses required for the proposed expansion.**

Our Company do not have any pending licenses, permissions, and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies which applied for but not yet received.

*Note: Some of the approvals such as PAN Card, GST Certificates, MSME Certificate etc., are in the name of Blue Water Logistics Private Limited. Further, trademark, insurance etc are in the name of partnership firm , the Company is in the process of getting all the approvals in the new name of the Company i.e., Blue Water Logistics Limited.*

**IT MUST, HOWEVER BE, DISTINCTLY UNDERSTOOD THAT IN GRANTING THE ABOVE-MENTIONED APPROVALS, THE CENTRAL GOVERNMENT, STATE GOVERNMENT, RBI AND OTHER AUTHORITIES DO NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS.**

## OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations and applicable accounting standards, “Group Companies” of the Company include (i) the companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions companies as per the Restated Consolidated Financial Information and as covered under applicable accounting standards; and (ii) other companies considered material by the Board.

Pursuant to a Board resolution dated August 30, 2024 our Board has identified companies with which there were related party transactions, during the period for which financial information is disclosed and formulated a policy to identify other companies which are considered material to be identified as group companies, pursuant to which the following entities are identified as Group Companies of our Company:

### **BWL Cargo Express Ltd.**

Except as stated above, there are no companies falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group companies.

### **Details of Our Group Company**

In terms of the SEBI ICDR Regulations, the following information based on the audited financial statements, in respect of Group Companies, for the last three years shall be hosted on the website of our Company:

- Reserves (excluding revaluation reserve)
- Sales
- Profit after tax
- Basic earnings per share
- Diluted earnings per share and
- Net asset value per share

#### **1. BWL Cargo Express Ltd.**

##### ***Brief Corporate Information***

BWL Cargo Express Ltd. was incorporated as “BWL Cargo Express Limited” on January 31, 2024 under the Companies Act, 2013 pursuant to certificate of incorporation was issued by Registrar of Companies, Central Registration Centre with the CIN U52292TS2024PLC181500. Registered Office is situated at 8-2-270/B/1/2, Block-3 Uptown Banjara, Road No.3, Banjara Hills, Hyderabad - 500034.

##### ***Current Nature of Activities / Business Activities***

BWL Express Cargo Limited is involved in activities such as Warehousing and support activities for transportation.

##### ***Financial Information***

The financial information derived from the audited financial statements of BWL Express Cargo for the last three financial years, as required by the SEBI ICDR Regulations, are available on [www.bwl.co.in](http://www.bwl.co.in).

### **PENDING LITIGATIONS**

There is no pending litigation involving the above-mentioned group company which has a material impact on our company. However, for details of Outstanding Litigation against our Company and Group Companies, please refer to Chapter titled “*Outstanding Litigations and Material Developments*” beginning from page 223 of this Draft red herring prospectus.

### **CONFIRMATIONS**

Our Group Company do not have any securities listed on a stock exchange. Further, our Group Company have not made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft red herring prospectus.

#### **RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP COMPANY/ENTITY AND ITS SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY**

For details, please refer Chapter titled “*Restated Financial Information*” beginning on page 165 of the Draft red herring prospectus, there is no business interest among Group Companies.

*This space has been left blank intentionally*

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the offer**

The Issue has been authorized by our Board of Directors pursuant to the resolution passed at its meeting dated August 10, 2024 and the Issue has been authorised by our Shareholders pursuant to a special resolution passed at their EGM dated August 13, 2024, and the Draft Red Herring Prospectus had been approved by our Board of Directors pursuant to the resolution passed at its meeting held on September 17, 2024.

The Company has obtained approval from NSE vide its letter dated [●] to use the name of NSE in this Offer document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.

We have also obtained all necessary contractual approvals required for this Issue. For further details, refer to the chapter titled "*Government and Other Approvals*" beginning on page no. 236 of this Draft red herring prospectus.

### **Prohibition by SEBI or other governmental authorities**

Our Company, our Promoters, natural person in control of Promoter, Promoter Group, our Directors, Group Entities or the person(s) in control of our Company have not been prohibited from accessing the capital market for any reason or restrained from buying, selling or dealing in securities, under any order or directions by the SEBI or any other regulatory or government authorities.

There are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which any of our Company, our Promoter, Directors, persons in control of our Company or any natural person behind the Promoter are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

### **Directors associated with the Securities Market**

We confirm that none of our directors are associated with the securities market in any manner and no action has been initiated against these Directors or any other entity with which our directors are associated as promoters or directors by SEBI in the past five (5) years preceding the date of this Draft red herring prospectus.

### **Prohibition of RBI or Governmental Authority**

Neither our Company, nor our Promoters, our Directors, Group Entities, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a will full defaulter by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under section titled "Outstanding Litigations and Material Developments" beginning on page 203 of this Draft red herring prospectus.

### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018**

In view of the General Circular No. 07/2018 dated September 6, 2018 and General Circular No. 8/ 2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India, our Company, and our Promoter Group will ensure compliance with the Companies (Significant Beneficial Ownerships) Rules, 2018, upon notification of the relevant forms, as may be applicable to them.

### **ELIGIBILITY FOR THIS ISSUE**

Our Company is eligible for the Offer in accordance with Regulation 229(2) and other provisions of Chapter IX of

the SEBI (ICDR) Regulations, 2018 as the post Offer face value capital is More than Rs. 1,000 Lakh, But upto 2,500 Lakh. Our Company also complies with the eligibility conditions laid by the Emerge Platform of NSE for listing of our Equity Shares.

**We confirm that:**

- a) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue ***will be hundred percent underwritten and that the BRLM to the Offer will underwrite at least 15% of the Total Issue Size.*** For further details pertaining to said underwriting please refer to “General Information” Underwriting on page 61 of this Draft red herring prospectus.
- b) In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within four (4) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of four (4) days, be liable to repay such application money with interest as prescribed under Section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations.
- c) In accordance with Regulation 246(5) of the SEBI (ICDR) Regulations, the BRLM shall ensure that the Issuer shall file a copy of the Draft red herring prospectus/ Prospectus with SEBI along with a due diligence certificate including additional confirmations as required to SEBI at the time of filing the Draft red herring prospectus/ Prospectus with the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not Offer observation on the Draft red herring prospectus/ Prospectus. Further, Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Draft Red Herring Prospectus and Prospectus will be filed online through SEBI Intermediary portal at [www.siportal.sebi.gov.in](http://www.siportal.sebi.gov.in).
- d) In accordance with Regulation 261 of the SEBI (ICDR) Regulations, the BRLM will ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of equity shares offered in this Issue. For further details of market making arrangement, please refer to the section titled “*General Information*”, “*Details of the Market Making Arrangements for this Issue*” on page 61 of this Draft red herring prospectus.
- e) In accordance with Regulation 228 (a) of the SEBI (ICDR) Regulations, Neither the issuer, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board.
- f) In accordance with Regulation 228 (b) of the SEBI (ICDR) Regulations, none of the promoters or directors of the issuer is a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- g) In accordance with Regulation 228 (c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters or directors is a wilful defaulter or fraudulent borrower.
- h) In accordance with Regulation 228 (d) of the SEBI (ICDR) Regulations, None of the Issuer’s promoters or directors is a fugitive economic offender.
- i) In accordance with Regulation 230 (1) (a) of the SEBI (ICDR) Regulations, Application is being made to NSE and NSE is the Designated Stock Exchange.



- j) In accordance with Regulation 230 (1) (b) of the SEBI (ICDR) Regulations, the Company has entered into agreement with depositories for dematerialization of specified securities already issued and proposed to be issued.
- k) In accordance with Regulation 230 (1) (c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid Up.
- l) In accordance with Regulation 230 (1) (d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialized form.
- m) Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated June 12, 2024 and National Securities Depository Limited (NSDL) dated May 29, 2024 for establishing connectivity.
- n) Our Company has a website i.e., [www.bwl.co.in](http://www.bwl.co.in)
- o) There has been no change in the promoters of the Company in the preceding one year from the date of filing application to NSE.
- p) None of the Directors of our Company have been categorized as a Willful Defaulter or fraudulent borrowers.
- q) The companies with which our Promoters or our Directors are associated as a promoter or director are not debarred.

We further confirm that we shall be complying with all the other requirements as laid down for such an Offer under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

### **NSE ELIGIBILITY NORMS**

**1. The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.**

The Company has been incorporated under the Companies Act, 2013 in India.

**2. The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crores.**

The post issue paid up capital of the Company (face value) will not be more than Rs. 2,500.00 Lakhs.

**3. Track Record**

**i. Track record of at least three years of either**

- The applicant seeking listing –Not *Applicable*
- The promoters\*\*\*\*/promoting company, incorporated in or outside India – *Not Applicable*
- Proprietary / Partnership firm and subsequently converted into a Company (not in existence as a Company for three years) and approaches the Exchange for listing. – *Applicable*

\*\*\*\*Promoters mean one or more persons with minimum 3 years of experience in the same line of business and shall be holding at least 20% of the post issue equity share capital individually or severally

- ii. **The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for atleast any 2 out of 3 financial years preceding the application and its net-worth should be positive.**

The company have operating profit for atleast 2 out of 3 financial years preceding the application and net-worth of our company is positive, details of which is as follows:

Particulars	For the Year/Period ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Operating Profit (earnings before interest, depreciation and tax)	1056.92	391.66	459.46
Net Worth	942.70	354.06	880.08
Free Cash Flow	(37.70)	862.94	64.89

#### 4. Other Listing Conditions

- We have not been referred to erstwhile Board for Industrial and Financial Reconstruction (BIFR) or No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
- none of our Company, our Promoters, Promoter Group or our Directors have been categorized as a Wilful Defaulter or a declared as a ‘fraudulent borrower’ by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016;
- We have not received any winding up petition admitted by a NCLT / Court.
- We confirm that no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against us.
- none of our Promoters and our Directors are Fugitive Economic Offenders;
- the Equity Shares of our Company held by our Promoters are in dematerialised form; and
- None of the merchant bankers involved in the IPO have instances of any of their IPO draft offer document filed with the Exchange being returned in the past 6 months from the date of application.
- the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this DRHP.

#### DISCLAIMER CLAUSE OF SEBI

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT /OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER MARK CORPORATE ADVISORS PRIVATE LIMITED HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 17, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE DRAFT OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER(S) ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENT.**

#### **DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER**

A statement to the effect that the issuer and the Book Running Lead Manager(s) accept no responsibility for statements made otherwise than in the draft offer document or in the advertisement or any other material issued by or at the instance of the issuer and that anyone placing reliance on any other source of information including our website [www.bwl.co.in](http://www.bwl.co.in) and BRLM's website [www.markcorporateadvisors.com](http://www.markcorporateadvisors.com) would be doing so at their own risk.

#### **Caution**

The BRLM accepts no responsibility, save to the limited extent as provided in the Agreement for Issue management, the Underwriting Agreement and the Market Making Agreement. Our Company, our Directors and the BRLM shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, etc. The BRLM and its associates and affiliates may engage in transactions with and perform services for, our Company and their respective associates in the ordinary course of business & have engaged and may in future engage in the provision of financial services for which they have received, and may in future receive, compensation.

**Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter 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 and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company and the BRLM and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such an investor is eligible to acquire Equity Shares.**

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This Offer was made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakh, pension funds with minimum corpus of Rs.2,500 Lakh

and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that they are eligible under all applicable laws and regulations to purchase the Equity Shares. The Draft Red Herring Prospectus did not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Draft Red Herring Prospectus has come is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Hyderabad, Telangana only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus had been filed with NSE for its observations and NSE gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **DISCLAIMER CLAUSE OF THE NSE**

As required, a copy of the Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of the Draft Red Herring Prospectus vide its in-principle approval dated [●] is as follows:

*“As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: [●] dated [●], permission to the Issuer to use the Exchange’s name in this Offer Document as one of the Stock Exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.*

*Every person who desires to apply for or otherwise acquire any securities of this Issuer 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 any other reason whatsoever.”*

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF U.S. SECURITIES ACT**

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulations under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulations of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

## **LISTING**

Application will be made to the NSE for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The NSE has given its in-principle approval for using its name in our Offer documents vide its letter no. [●] dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE, our Company will forthwith repay, without interest, all moneys received from the Applicant in pursuance of the Draft red herring prospectus. If such money is not repaid within 4 days after our Company becomes liable to repay it (i.e., from the date of refusal or within 15 working days from the Offer Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 4 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE mentioned above are taken within Three Working Days from the Offer Closing Date.

## **CONSENTS**

Consents in writing of our Counsel to the Company, Bankers to our Company, the BRLMs, Registrar to the Offer, have been obtained; and consents in writing of the Escrow Collection Bank/Refund Bank/ Public Offer Account Bank/ Sponsor Banks to act in their respective capacities, were obtained and filed along with a copy of the Draft Red Herring Prospectus with the ROC as required under the Companies Act, 2013. All such consents have not been withdrawn until the date of this Draft red herring prospectus.

## **EXPERT OF THE ISSUE**

Except as stated below, our Company has not obtained any expert opinion:

Our Company has received written consent dated August 30, 2024 from Peer Review Auditor namely, M/s S. S. N Murthy & CO., Chartered Accountants (FRN: 002188S), and written consent from Advocate Parvindra Nautiyal (Partner of Abizchancellor Law LLP) dated August 29, 2024 (Enrolment no.: D/958/2020) to include their name

as an expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act 2013.

The report of the peer review auditor on Statement of Tax Benefits and report on Restated Financials, for the financial years ended March 31, 2024 and period ended March 31, 2023 (01.09.2022 to 31.03.2023) for Blue Water Logistics Limited and for the period ended August 31, 2022 and year ended March 31, 2022 for partnership M/s Blue Water Logistics included in this Draft Red Herring Prospectus.

#### **PARTICULARS REGARDING CAPITAL ISSUES BY OUR COMPANY DURING THE LAST FIVE YEARS**

Other than as disclosed in “Capital Structure” on page 64, our Company has not made any capital issues since the incorporation preceding the date of this Draft red herring prospectus.

#### **COMMISSION OR BROKERAGE ON PREVIOUS ISSUES IN LAST FIVE YEARS**

Since this is the initial public issue of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company’s incorporation.

#### **PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE OF THE LISTED SUBSIDIARIES OF OUR COMPANY**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Offer is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding performance vis-à-vis objects is not applicable to us.

#### **Performance vis-à-vis objects – Public/ rights issue of the listed subsidiaries/listed Promoter of our Company**

As on the date of this Draft red herring prospectus, our Company does not have a corporate promoter or a listed subsidiary.

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**PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER**

**ANNEXURE-A**

**TABLE 1 DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY MARK CORPORATE ADVISORS PRIVATE LIMITED**  
**(during the current fiscal and two fiscals preceding the current financial year)**

S. No.	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Operating Price on Listing Date	+% change in closing price, [+/- % change in closing benchmark] 30th calendar days from listing	+% change in closing price, [+/- % change in closing benchmark] 90th calendar days from Listing	+% change in closing price, [+/- % change in closing benchmark] 180th calendar days from listing
1.	FOCE India Limited	29.02	225	December 28, 2021	225	(-6.67%), (-0.76%)	(-8.44%), (+0.53%)	(+23.13%), (-8.13%)
2.	Khazanchi Jewellers Limited	96.74	140	August 07, 2023	142.3	(+51.43%), (-0.26%)	(+102.21%), (-2.41%)	(+143.57%), (+9.30%)
3.	Sunrest Lifescience Limited	10.8461	84	November 20, 2023	61.2	(-27.26%), (+8.93%)	(-12.50%), (+11.92%)	(-11.90%), (+12.82%)

**TABLE 2: SUMMARY STATEMENT OF DISCLOSURE**

Financial Year	Total no. of IPOs	Total Amount of Funds raised. (₹ Cr.)	No. of IPOs trading at discount-30 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium-30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount-180 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium-180 <sup>th</sup> calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2021-22	1	29.02	0	0	1	0	0	0	0	0	0	0	0	1
2022-23	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2023-24	2	107.59	0	1	0	1	0	0	0	0	1	1	0	0

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## **Investor Grievances and Redressal System**

The agreement between the Registrar to the Offer and our Company provides for retention of records with the Registrar to the Offer for a period of at least three (3) years from the last date of dispatch of the letters of allotment and Demat credit to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

We hereby confirm that there are no investors complaints received during the three years preceding the filing of this Draft red herring prospectus. Since there are no investors complaints received, none are pending as on the date of filing of this Draft red herring prospectus.

Investors may contact the BRLM for any complaint pertaining to the Offer. All grievances, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary, where the Application Form was submitted, quoting the full name of the sole or first Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, address of the Applicant, number of Equity Shares applied for, date of Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Applicant shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. Our Company, BRLM and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

## **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY**

As on the date of the Draft red herring prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

## **Disposal of Investor Grievances by our Company**

Our Company will obtain authentication on the SCORES and will comply with the SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) and any amendment thereto, in relation to redressal of investor grievances through SCORES, prior to filing the Draft red herring prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Offer for the redressal of routine investor grievances shall be within 12 Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Priya Bharat Dholu, as the Company Secretary and Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and Compliance Officer are as follows:

Priya Bharat Dholu

Company Secretary and Compliance Officer

Blue Water Logistics Limited

Address: H NO.8-2-270/B/1/2, Block-3, 4th Floor Uptown Banjara, Road No.3, Banjara Hills, Hyderabad, Telangana, India, 500034

Tel No. 8341101774

Email: [compliance@bwl.co.in](mailto:compliance@bwl.co.in)

Website: [www.bwl.co.in](http://www.bwl.co.in)



Investors can contact the Compliance Officer or the Registrar in case of any pre-offer or post-offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in).

Further, our Board has also constituted the Stakeholders’ Relationship Committee comprising Ketan Desai, Independent Director, as Chairman, and Falguni Prajapati and Sugoto Ghosh members, inter alia, to review and redress shareholder and investor grievances. For further details, please refer to section titled “*Our Management – Shareholders’ Relationship Committee*” beginning on page 155 of this Draft red herring prospectus.

### **COMPLIANCE UNDER REGULATION 300 OF SEBI(ICDR) REGULATIONS**

No exemption from eligibility norms has been sought under Regulation 300 of the SEBI (ICDR) Regulations with respect to the Issue.

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## SECTION VIII – ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

The Equity Shares being offered, issued and allotted pursuant to the Issue shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, the SCRA, the SCRR, the Memorandum of Association and Articles of Association, the terms of the Draft red herring prospectus, Draft red herring prospectus, the Prospectus, the abridged prospectus, the Bid cum Application Form, any Revision Form, the CAN or Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GOI, the Stock Exchanges, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the GOI, the Stock Exchanges, the ROC or any other authority while granting its approval for the Issue.

#### **Ranking of Equity Shares**

The Equity Shares being issued and transferred pursuant to the Issue will be subject to the provisions of the Companies Act, the SEBI Listing Regulations, the MOA and the AOA and will rank pari passu in all respects with the existing Equity Shares of our Company, including in respect of dividends and other corporate benefits, if any, declared by our Company, after the date of Allotment. For more information, see “*Main Provisions of Articles of Association*” on page no. 289.

#### **Mode of Payment of Dividend**

Our Company shall pay dividend, if declared, to our Shareholders, as per the provisions of the Companies Act, the SEBI Listing Regulations, our MOA and the AOA, and any guidelines or directives that may be issued by the GOI in this respect. Any dividends declared, after the date of Allotment in this Issue, will be payable to the Bidders who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable law. For more information, see “*Dividend Policy*” and “*Main Provisions of Articles of Association*” on page no. 164 and 289 respectively.

#### **Face Value, Issue Price and Price Band**

The face value of each Equity Share is Rs. 10 and the Issue Price at the lower end of the Price Band is Rs. [●] per Equity Share and at the higher end of the Price Band is Rs. [●] per Equity Share. The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the BRLM, and will be advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all edition of [●] (a widely circulated English national daily newspaper), in all editions of [●] (a widely circulated Hindi national daily newspaper) and in all editions of [●] (a widely circulated regional Telugu newspaper, Telugu also being the regional language of Telangana, Telangana where the Registered Office is located) each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### **Compliance with SEBI ICDR Regulations**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations.

### **The Issue**

The Issue comprises a Fresh Issue only.

### **Compliance with disclosure and accounting norms**

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

Right to receive dividends, if declared;

Right to attend general meetings and exercise voting rights, unless prohibited by law;

Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;

Right to receive offers for rights shares and be allotted bonus shares, if announced;

Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;

Right of free transferability of the Equity Shares, subject to applicable laws, including any RBI rules and regulations;

Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see “*Main Provisions of Articles of Association*” beginning on page no. 289.

### **Allotment only in Dematerialised Form**

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite agreement dated May 29, 2024 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.
- Tripartite agreement dated June 21, 2024 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.

For details in relation to the Basis of Allotment, see “*Issue Procedure*” on page 265.

### **Market Lot and Trading Lot**

The trading of our Equity Shares will happen in the minimum contract size of [●] Equity Shares and same may be modified by the NSE EMERGE from time to time by giving prior notice to Investors at large. Allotment in this issue will be in multiples of [●] Equity Share subject to a minimum Allotment of [●] Equity Shares in terms of SEBI Circular Number CIR/MRD/DSA/06/2012 dated February 21, 2012.

### **Joint Holders**

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

### **Jurisdiction**

The courts of Hyderabad, Telangana, India will have exclusive jurisdiction in relation to this Issue.

### **Nomination facility to investors**

In accordance with Section 72 of the Companies Act read with Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

### Withdrawal of the Issue

Our Company in consultation with the BRLM, reserves the right not to proceed with the Issue after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre- Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The BRLM, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Bank, in case of RIBs using the UPI Mechanism, to unblock the bank accounts of the ASBA Bidders and the BRLM shall notify the Escrow Collection Bank to release / refund the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the prospectus after it is filed with the ROC. If our Company withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with SEBI and the Stock Exchanges.

### ISSUE PROGRAM

<b>ISSUE OPENS ON<sup>(1)</sup></b>	[●]
<b>ISSUE CLOSES ON</b>	[●]

*(1) Our Company may, in consultation with the BRLM, consider participation by Anchor Investors. The Anchor investor Bidding Date shall be one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI ICDR Regulations.*

An indicative timetable in respect of the Issue is set out below:

<b>Event</b>	<b>Indicative Date</b>
Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account	On or before [●]
Credit of Equity Shares to demat account of the Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or before [●]

**The above time-table is indicative in nature and does not constitute any obligation or liability on our Company or the Members of the Syndicate. While our Company will use best efforts to ensure that listing and trading of our Equity Shares on the Stock Exchanges commences within Three Working Days of the**

**Bid/Issue Closing Date or such other period as may be prescribed by SEBI, the timetable may be subject to change for various reasons, including extension of Bid/Issue Period by our Company due to revision of the Price Band, any delays in receipt of final listing and trading approvals from the Stock Exchanges, delay in receipt of final certificates from SCSBs, etc. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges in accordance with applicable law.**

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in change of the above - mentioned timelines

Except in relation to the Bids received from the Anchor Investors, Bids and any revision in Bids will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Bid/Issue Period at the Bidding Centers, except that on the Bid/Issue Closing Date (which for QIBs may be a day prior to the Bid/Issue Closing Date for non-QIBs), Bids will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until (i) 4.00 p.m. (Indian Standard Time) for Bids by QIBs and Non-Institutional Investors; and (ii) 5.00 p.m. or such extended time as permitted by the Stock Exchanges (Indian Standard Time) in case of Bids by Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion. On the Bid/Issue Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Bidders and Eligible employees bidding in the Employee Reservation Portion, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and reported by the BRLM to the Stock Exchange.

**For the avoidance of doubt, it is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs and the Sponsor Bank will be rejected**

Due to limitation of time available for uploading Bids on the Bid/Issue Closing Date, Bidders are advised to submit Bids one day prior to the Bid/Issue Closing Date and, in any case, no later than 1.00 p.m. (Indian Standard Time) on the Bid/Issue Closing Date. Bidders are cautioned that if a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public issues, which may lead to some Bids not being uploaded due to lack of sufficient time to upload, such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation in the Issue. It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by the SCSBs would be rejected. Our Company and the members of Syndicate will not be responsible for any failure in uploading Bids due to faults in any hardware/software system or otherwise. Bids will be accepted only on Working Days. Investors may please note that as per letters dated July 6, 2006, issued by the NSE, Bids and any revisions in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchange.

Our Company in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Issue Period, in accordance with the SEBI ICDR Regulations, provided that the Cap Price will be less than or equal to 120% of the Floor Price, the cap of price band shall be atleast 105% of Floor Price and the Floor Price will not be less than the face value of the Equity Shares. Subject to compliance with the foregoing, the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price be revised accordingly.

**In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, our Company may, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be**

**widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the other Members of the Syndicate and by intimation to Designated Intermediaries. However, in case of revision in the Price Band, the Bid Lot shall remain the same.**

In case of discrepancy in data entered in the electronic book vis-à-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount || has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the 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 the rate of fifteen per cent per annum.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “General Information – Underwriting” on page 65 of this Draft red herring prospectus.

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

### **Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the NSE EMERGE.

### **New Financial Instruments**

As on the date of this Draft red herring prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoter, to acquire or receive any Equity Shares after the Issue.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for lock-in of the pre-Issue capital of our Company, the minimum Promoter's contribution and the Anchor Investor lock-in in the Issue as detailed in "*Capital Structure*" on page no. 64, except as provided in the Articles of Association as detailed in "*Main Provisions of the Articles of Association*" on page no. 289, there are no restrictions on transfers and transmission of Equity Shares and on their consolidation/ splitting.

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## ISSUE STRUCTURE

Public Issue of upto 34,28,400 Equity Shares for cash at price of ₹ [●] (including a share premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] lakhs comprising of all Fresh Issue of upto 34,28,400 Equity Shares aggregating up to ₹ [●] lakhs by our Company.

The Issue shall constitute 30.00% of the post-issue paid-up Equity Share capital of our Company. Our Company may, in consultation with the BRLM, consider a Pre-IPO Placement, prior to filing of the Draft Red Herring Prospectus with the ROC. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. Details of the Pre-IPO Placement, if undertaken, shall be included in the Draft red herring prospectus.

The Issue and the Net Issue will constitute 30% and 28.5 %, respectively of the post-issue paid-up Equity Share capital of our Company.

### ***The Issue is being made through the Book Building Process:***

Particulars	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders
<b>Number of Equity Shares available for allotment/allocation</b>	1,71,600 Equity Share	Not more than 16,27,200 Equity Shares	Not less than 4,89,600 Equity Shares available for allocation or Net Issue less allocation to QIBs Bidders and Retail Individual Bidders	Not less than 11,40,000 Equity Shares available for allocation or Net Issue less allocation to QIBs Bidders and Non-Institutional Bidders
<b>Percentage of Issue size available for Allotment / allocation <sup>(2)</sup></b>	5.00 % of Issue Size	Not more than 60% of the Issue size shall be allocated to QIB Bidders. However, up to 5% of the QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in	Not less than 15% of the Net Issue or the Net Issue less allocation to the QIB Bidders and Retail Individual Bidders will be available for allocation.  Provided that the unsubscribed portion in either of the sub-categories specified above may be allocated to	Not Less than 35% of the Net Issue or the Net Issue less allocation to the QIB Bidders and Non-Institutional Bidders will be available for allocation

		the Mutual Fund portion will be available to other QIBs.	applicants in the other sub-category of Non-Institutional Bidders.	
<b>Basis of Allotment if respective category is oversubscribed*</b>	Firm Allotment	<p>Proportionate as follows: (excluding Anchor Investor Portion)</p> <p>a) Upto [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and</p> <p>b) Upto [●] Equity Shares shall be allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.</p> <p>c) Upto [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.</p>	<p>The allocation to each Non-Institutional Investor shall not be less than minimum application size i.e., [●] Equity Shares, in accordance with the SEBI ICDR Regulations, subject to the availability of Equity Shares in Non-Institutional Investors' category, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis, subject to valid Bids being received at or above the Issue Price. One third of the portion available to Non-Institutional Investors shall be reserved for applicants with application size of more than Rs. 2 lakhs and up to ₹ 10 lakhs, and two third of the portion available to Non-Institutional investors shall be reserved for applicants with application size of more than ₹ 10 lakhs.</p>	<p>Proportionate, subject to the minimum bid lot. The allotment to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, "Issue Procedure" on page .</p>

<b>Minimum Bid</b>	Such number of Equity Shares in multiples of [●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 2.00 Lakhs.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 2.00 Lakhs.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
<b>Maximum Bid</b>	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed the size of the allocation size.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed the size of the Issue, subject to applicable limits to the Bidder.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed the size of the Issue, (excluding the QIB Category) subject to applicable limits to the Bidder.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 2.00 Lakhs.
<b>Mode of Allotment</b>	Compulsorily in dematerialised form.			
<b>Bid Lot</b>	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.			
<b>Allotment Lot</b>		A minimum of [●] Equity Shares and thereafter in multiples of [●] Equity Share.	A minimum of [●] Equity Shares and thereafter in multiples of [●] Equity Share.	A minimum of [●] Equity Shares and thereafter in multiples of [●] Equity Share, subject to availability in the Retail Portion.
<b>Trading Lot</b>	[●] Equity Shares			
<b>Who can Apply <sup>(3)</sup></b>	SEBI Registered Market Maker.	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, mutual funds, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies and family offices which are categorised as	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)

		applicable law) with minimum corpus of ₹ 2,500 lakhs, pension funds with minimum corpus of ₹ 2,500 lakhs National Investment Fund set up by the Government of India, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies.	category II FPIs and registered with SEBI	
<b>Terms of Payment</b>	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidders (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism (only RIBs) that is specified in the ASBA Form at the time of submission of the ASBA Form	<p><b>In case of all other Bidders:</b> Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidders (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism (only RIBs) that is specified in the ASBA Form at the time of submission of the ASBA Form.</p> <p><b>In case of Anchor Investors:</b> Full Bid Amount was payable by the Anchor Investors at the time of submission of the Anchor Investor Application Form <sup>(4)</sup></p>		
<b>Mode of Bidding</b>	Only through the ASBA process	Only through the ASBA process (except for Anchor Investors).	Only through the ASBA process including the UPI Mechanism for an application size of upto ₹ 5.00 lakhs.	Only through the ASBA process. In case of Retail Individual Investors, ASBA process will include the UPI mechanism.

\*Assuming full subscription in the Issue

<sup>(1)</sup> Our Company may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Issue Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹1,000 lakhs, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹1,000 lakhs but up to ₹25,000 lakhs under the Anchor Investor Portion, subject to a minimum Allotment of ₹500 lakhs per Anchor Investor, and (iii) in case of allocation above ₹25,000 lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹25,000 lakh., and an additional 10 Anchor Investors for every additional ₹25,000 lakhs or part thereof will be permitted, subject to minimum allotment of ₹500 lakhs per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹1,000 lakhs. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by the Company in consultation with the BRLM. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion.

<sup>(2)</sup> Subject to valid Bids being received at or above the Issue Price. This Issue is being made in accordance with Rule 19(2)(b) of the SCRR and Regulation 6(2) of the SEBI ICDR Regulations.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Selling Shareholder, in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, please see “Terms of the Issue” on page .

<sup>(3)</sup> In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.

<sup>(4)</sup> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor pay-in date as indicated in the CAN. Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

**Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire Equity Shares under the Issue.**

Bids by FPIs with certain structures as described under “Issue Procedure” on page and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

In case of any revision in the Price Band, the Bid/ Issue Period shall be extended for at least 3 (three) additional Working Days after such revision of the Price Band, subject to the total Bid/ Issue Period not exceeding 10 (ten) Working Days. Any revision in the Price Band, and the revised Bid/ Issue Period, if applicable, shall be widely

disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the BRLM and at the terminals of the members of the Syndicate.

*In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.*

### **Withdrawal of the Issue**

The Issue shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company in consultation with the BRLM, reserves the right not to proceed with the Issue after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The BRLM, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Bank to unblock the bank accounts of the ASBA/ RIIs Bidding using the UPI Mechanism within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed.

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

If our Company withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the Stock Exchange.

*This space has been left blank intentionally.*

## ISSUE PROCEDURE

All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "General Information Document") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchange and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Bidders/Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Bid Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("UPI Phase I"). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("UPI Phase III"), and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023.

The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, had introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Subsequently, vide the SEBI

*RTA Master Circular, consolidate d the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Draft red herring prospectus. 613 In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and Book Running Lead Manager shall continue to coordinate with intermediaries involved in the said process.*

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, in accordance with the SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide the SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023, has reduced the timelines for refund of Application money to four days.*

*The Book Running Lead Managers shall be the nodal entity for any issues arising out of public issuance process.*

Our Company, Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and is not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft red herring prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft red herring prospectus, Draft Red Herring Prospectus and the Prospectus.

Further, the Company and the BRLM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.

### **Book Building Procedure**

The Issue is being made in the terms of Rule 19 (2) (b) of SCRR through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations, wherein 50% (not more than 50%) of the Issue shall be allocated to QIBs on a proportionate basis, provided that our Company, in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, 15% (not less than 15%) of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and 35% (not less than 35%) of the Issue shall be available for



allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except the QIB Category, would be allowed to be met with spill-over from any other category or categories, as applicable, at the discretion of the Exchange, in consultation with the BRLM and the Designated Stock Exchange, subject to applicable laws. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

### **Phased implementation of Unified Payments Interface**

SEBI has issued UPI circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount be continued till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

**Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“T+3 Notification”). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as the Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“UPI Streamlining Circular”), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the BRLM. Additionally, if there is any delay in the redressal of investors’ complaints, the relevant SCSB as well as the post – Offer BRLM will be required to compensate the concerned investor.

### **Electronic registration of Bids**

- i. The Designated Intermediary may register the Bids using the online facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Offer;
- ii. On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in this Draft red herring prospectus.
- iii. Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

### **Bid cum Application Form**

Copies of the Bid cum Application Form and the abridged prospectus will be available with the Designated Intermediaries at relevant Bidding Centers and at our Corporate Office of our Company. An electronic copy of the Bid cum Application Forms will also be available for download on the websites of the NSE ([www.nseindia.com](http://www.nseindia.com))

at least one day prior to the Bid/Issue Opening Date. For Anchor Investor, the Anchor Investor Application Form will be available at the office of the Book Running Lead Manager.

All Bidders (other than Anchor Investors) must provide bank account details and authorisation by the ASBA bank account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such detail are liable to be rejected.

Further, UPI Bidders using the UPI Mechanism must provide their UPI ID in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details will be rejected. Applications made by Retail Individual Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection. The Sponsor Bank shall provide details of the UPI linked bank account of the Bidders to the Registrar to the Issue for purpose of reconciliation.

RIBs Bidding through the Designated Intermediaries can only Bid using the UPI Mechanism.

RIBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only the UPI ID is mentioned in the relevant space provided in the Bid cum Application Form. ASBA Forms submitted by RIBs to Designated Intermediary (other than SCSBs) with ASBA Account details in the relevant space provided in the Bid cum Application Form, are liable to be rejected.

Further, such Bidders shall ensure that the Bids are submitted at the Bidding Centres only on Bid cum Application Forms bearing the stamp of the relevant Designated Intermediary (except in case of electronic Bid cum Application Forms) and Bid cum Application Forms (except electronic Bid-cum-Application Forms) not bearing such specified stamp may be liable for rejection. Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable, at the time of submitting the Bid. Designated Intermediaries (other than SCSBs) shall not accept any ASBA Form from a RIB who is not Bidding using the UPI Mechanism.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form <sup>(1)</sup>
Resident Indians including resident QIBs, Non- Institutional Investors, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	White
FPIs applying on a repatriation basis	Blue
Anchor Investors	White <sup>(2)</sup>

<sup>(1)</sup>excluding electronic Bid cum Application Form (Electronic Bid Cum Application forms and the Abridged Prospectus will also be available for the download on the website of NSE ([www.nseindia.com](http://www.nseindia.com)))

<sup>(2)</sup>Anchor Investor Application Forms shall be made available at the offices of the Book Running Lead Manager.

Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form (except the Bid cum Application Form from a RIB bidding using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock

Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI bidders using UPI Mechanism, the Stock Exchanges shall share the bid details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the Bankers to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to the Issue. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability.

In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date (“Cut-Off Time”). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Issue Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Issue Bidding process

### **Who can Bid?**

In addition to the category of Bidders set forth in the General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

- Scientific and/or industrial research organizations in India, which are authorised to invest in equity shares; and
- Any other person eligible to Bid in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulations) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in compliance with Regulations under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

## **Participation by Promoters, Promoter Group, BRLM, associates and affiliates of the BRLM, the Syndicate Members, persons related to Promoter and Promoter Group**

The BRLM and the Syndicate Member(s) shall not be allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, associates and affiliates of the BRLM and the Syndicate Member(s) may subscribe to or purchase Equity Shares in the Issue, in the QIB Portion or in Non Institutional Portion as may be applicable to such Bidders. Such Bidding and subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of BRLM and Syndicate Member(s), shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLM or any associates of the BRLM, except Mutual Funds sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associate of BRLM or AIFs sponsored by the entities which are associate of the BRLM or FPIs (other than individuals, corporate bodies and family offices), sponsored by the entities which are associates of the BRLM nor; (ii) any “person related to the Promoter and members of the Promoter Group” shall apply in the Issue under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a “person related to the Promoter and members of the Promoter Group”: (a) rights under a shareholders’ agreement or voting agreement entered into with the Promoter and members of the Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of the BRLM, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLM. The members of the Promoter Group will not participate in the Issue.

### **Bids by Mutual Funds**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

### **Bids by HUFs**

Bids by HUFs Hindu Undivided Families or HUFs, should be made in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application

Form/Application Form as follows: “Name of sole or First Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;

### **Bids by Eligible NRIs**

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorise their SCSB or should confirm/accept the UPI Mandate Request (in case of RIBs using the UPI Mechanism) to block their Non-Resident External (“NRE”) accounts or Foreign Currency Non-Resident (“FCNR”) accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorise their SCSB or should confirm/accept the UPI Mandate Request (in case of RIBs Bidding using the UPI Mechanism) to block their Non-Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

NRIs applying in the Issue through UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI-linked prior to making such application For details of investment by NRIs, see “*Restrictions in Foreign Ownership of Indian Securities*” on page no. . Participation of eligible NRIs shall be subject to NDI Rules

### **Bids by FPIs**

An entity, registered as a FPI pursuant to SEBI FPI Regulations, is permitted to invest in Indian securities as a person resident outside India in accordance with provisions of SEBI FPI Regulations and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (“FEMA Rules”). In terms of the SEBI FPI Regulations, the issue of equity shares to a single FPI or an investor group (multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than fifty per cent or common control, shall be treated as part of the same investor group and the investment limits of all such entities shall be clubbed at the investment limit as applicable to a single FPI) must be below 10% of the post-issue equity share capital of a company on a fully diluted basis. The total investment under SEBI FPI Regulations by a FPI including its investor group shall not exceed the threshold of below ten per cent of the total paid up equity capital in a listed or to be listed company on a fully diluted basis. The FPIs investing in breach of the prescribed limit will have the option of divesting their holdings within 5 trading days from the date of settlement of the trades causing the breach. In case the FPI chooses not to divest, then the entire investment in the company by such FPI and its investor group shall be considered as investment under Foreign Direct Investment (FDI) and the FPI and its investor group shall not make further portfolio investment in the company concerned, and accordingly be subject to additional compliances and reporting requirements under applicable FEMA Rules.

For details of restrictions on investment by FPIs, see “*Restrictions on Foreign Ownership of Indian Securities*” on page no. 287.

Bids received from FPIs bearing the same PAN will be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational

Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI (Foreign Portfolio Investors) Regulations, 2019 (such structure “MIM Structure”) provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids will be rejected.

**All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.**

### **Bids by SEBI registered VCFs, AIFs and FVCIs**

The SEBI VCF Regulations, the SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF or FVCI registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

Category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A VCF registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations.

**All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only, and net of bank charges and commission.**

**Our Company and the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.**

### **Bids by Limited Liability Partnerships**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

### **Bids by Banking Companies**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company’s investment committee are required to be attached

to the Bid cum Application Form, failing which our Company in consultation with the BRLM reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the “Banking Regulation Act”), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks’ own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks’ interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company’s paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank’s paid-up share capital and reserves.

#### **Bids by Systemically Important Non-Banking Financial Companies**

In case of Bids made by systemically important non-banking financial companies registered with RBI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM, reserves the right to reject any Bid, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

#### **Bids by Anchor Investors**

In accordance with the applicable SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below:

- i. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the office of the BRLM;
- ii. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds Rs. 1,000 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of Rs. 1,000 lakhs;
- iii. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds;
- iv. Bidding for Anchor Investors will open one Working Day before the Bid / Issue Opening Date, i.e., the Anchor Investor Bidding Date, and will be completed on the same day;
- v. Our Company, in consultation with the BRLM will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:
  - a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 1,000 lakhs;



- b) minimum of two and maximum of fifteen Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 10,000 lakhs but up to ₹ 25,000 lakhs, subject to a minimum Allotment of ₹ 500 lakhs per Anchor Investor; and
  - c) in case of allocation above ₹ 25,000 lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of fifteen Anchor Investors for allocation up to ₹ 25,000 lakhs, and an additional ten Anchor Investors for every additional ₹ 25,000 lakhs, subject to minimum allotment of ₹ 2,500 lakhs per Anchor Investor.
- vi. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid / Issue Opening Date, through intimation to the Stock Exchanges.
  - vii. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid;
  - viii. If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price;
  - ix. 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment;
  - x. Neither the (i) BRLM or any associate of the BRLM (other than mutual funds sponsored by entities which are associate of the BRLM or insurance companies promoted by entities which are associate of the BRLM or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the BRLM or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the BRLM) nor (ii) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category. For further details, please see “Participation by Promoters, Promoter Group, BRLM, associates and affiliates of the BRLM, the Syndicate Members, persons related to Promoter, Promoter Group” on page no.----- ;
  - xi. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids;

For more information, see the General Information Document.

### **Bids by SCSBs**

SCSBs participating in the Issue are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by the SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such for such applications.

### **Bids by Insurance Companies**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers prescribed in Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 (“IRDAI Investment Regulations”) are set forth below:

- equity shares of a company: the lower of 10%\* of the investee company’s outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or a reinsurer;
- the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- the industry sector in which the investee company operates not more than 15% of the respective fund of a life insurer or a reinsurer or health insurer or general insurance or 15% of the investment assets, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) or (iii) above, as the case may be.

\*The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 72,50,00,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 7,50,00,000 lakhs or more but less than ₹ 72,50,00,000 lakhs.

Insurer companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by the IRDAI from time to time including the IRDAI Investment Regulations.

### **Bids under Power of Attorney**

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million (subject to applicable laws), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLM, in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company in consultation with the BRLM, may deem fit.

### **Bids by Provident Funds/Pension Funds**

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason thereof.

**The above information is given for the benefit of the Bidders. Our Company and the Members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft red herring prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation or as specified in this Draft red herring prospectus.**

**In accordance with RBI regulations, OCBs cannot participate in the Issue.**

### **Information for Bidders (other than Anchor Investors)**

In addition to the instructions provided to Bidders in the *General Information Document for Investing in Public Issues*, Bidders are requested to note the following additional information in relation to the Issue.

1. The relevant Designated Intermediary will enter each Bid option into the electronic Bidding system as a separate Bid and generate an acknowledgement slip (“**Acknowledgement Slip**”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three Acknowledgement Slips for each Bid cum Application Form. It is the Bidder’s responsibility to obtain the TRS from the relevant Designated Intermediary.

The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/ Allotted. Such Acknowledgement will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised TRS from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

2. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Draft red herring prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.
3. In the event of an upward revision in the Price Band, Retail Individual Bidders who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹ 200,000 if the Bidder wants to continue to Bid at Cut-off Price). The revised Bids must be submitted to the same Designated Intermediary to whom the original Bid was submitted. If the total amount (i.e., the original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Portion. If, however, the Retail Individual Bidder does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the Retail Individual Bidder and the Retail Individual Bidder is deemed to have approved such revised Bid at Cut-off Price.

4. In the event of a downward revision in the Price Band, Retail Individual Bidders who have bid at Cut-off Price may revise their Bid; otherwise, the excess amount paid at the time of Bidding would be unblocked after allotment is finalised.
5. Any revision of the Bid shall be accompanied by instructions to block the incremental amount, if any, to be paid on account of the upward revision of the Bid.

### **Pre- Issue Advertisement**

Subject to Section 30 of the Companies Act, the Exchange will, after registering the Draft Red Herring Prospectus with the RoC, publish a pre- Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in all edition of [●] (a widely circulated English national daily newspaper), in all editions of [●] (a widely circulated Hindi national daily newspaper) and in all editions of [●] (a widely circulated Telugu newspaper, Telugu also being the regional language of Telangana where the Registered is located). The Exchange shall, in the pre- Issue advertisement state the Bid/ Issue Opening Date, the Bid/ Issue Closing Date and the QIB Bid/ Issue Closing Date if any. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

### **Signing of Underwriting Agreement and filing of Prospectus with the RoC**

- Our Company and the Underwriters intend to enter into an Underwriting Agreement after the finalization of the Issue Price.
- After signing the Underwriting Agreement, an updated Draft Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

### **GENERAL INSTRUCTIONS**

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise 250 their Bid(s) during the Bid/ Issue Period and withdraw their Bid(s) until Bid/ Issue Closing Date. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

#### **Do's:**

1. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals; All Bidders (other than Anchor Investors) should submit their bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure (unless you are an Anchor Investor) that you have mentioned the correct ASBA Account number (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form;

5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed time. Retail Individual Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants;
6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries. Ensure that you use only your own bank account linked UPI ID to make an application in the Issue. Retail Individual Bidders using the UPI Mechanism shall ensure that the bank with which they have their bank account where the funds equivalent to the Bid Amount are available for blocking;
7. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number in the Bid cum Application Form (for all Bidders other than Retail Individual Bidders, bidding using the UPI Mechanism);
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
11. Ensure that the name(s) given in the Bid cum Application Form is / are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant;
12. Instruct your respective banks to release the funds blocked in accordance with the ASBA process;
13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining / specifying their PAN for transacting in the securities market including without limitation, multilateral/ bilateral institutions, and (iii) by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

15. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
16. Ensure that the correct investor category and the investor status is indicated in the Bid cum Application Form;
17. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
18. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
19. Since the allotment will be in dematerialised form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID and PAN available in the Depository database;
20. In case of ASBA Bidders (other than Retail Individual Bidders using UPI Mechanism), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);
21. Anchor Investors should submit the Anchor Investor Application Forms to the BRLM;
22. Once the Sponsor Bank issues the UPI Mandate Request, the Retail Individual Bidders would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request;
23. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
24. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
25. Retail Individual Bidders using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Retail Individual Bidder shall be deemed to have verified the attachment containing the application details of the Retail Individual Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount specified in the Bid cum Application Form;

26. Retail Individual Bidders bidding using the UPI Mechanism should mention valid UPI ID of only the applicant (in case of single account) and of the first applicant (in case of joint account) in the Bid cum Application Form;
27. Retail Individual Bidders using the UPI Mechanism who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and
28. Ensure that the Demographic Details are updated, true and correct in all respects;

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Bidders);
3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
7. Do not submit the Bid for an amount more than funds available in your ASBA account.
8. Do not submit Bids on plain paper or on incomplete or ineligible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
9. If you are a Retail Individual Bidder and are using UPI Mechanism, do not submit more than one Bid cum Application Form for each UPI ID;
10. If you are a Retail Individual Bidder and are using UPI Mechanism, do not make the ASBA application using third party bank account or using third party linked bank account UPI ID;
11. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
12. Do not submit the General Index Register (GIR) number instead of the PAN;
13. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
17. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Draft red herring prospectus;

18. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids on or before the Bid/Issue Closing Date;
19. Do not Bid for shares more than specified by respective Stock Exchanges for each category;
20. Anchor Investors should not bid through the ASBA process;
21. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries; and
22. Do not submit Bids to a Designated Intermediary at a location other than Specified Locations. If you are a Retail Individual Bidder and are using UPI Mechanism, do not submit the ASBA Form directly with SCSBs.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

### **Payment into Escrow Account for Anchor Investors**

Our Company and selling shareholder, in consultation with the BRLM will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Issue through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS or NACH). For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a) In case of resident Anchor Investors: “[●]”
- b) In case of Non-Resident Anchor Investors: “[●]”

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from Anchor Investors

### **Grounds for Technical Rejections**

In addition to the grounds for rejection of Bids on technical grounds as provided in the “*General Information Document for Investing in Public Issues – Issue Procedure in Book Built Issue – Rejection and Responsibility for Upload of Bids – Grounds for Technical Rejections*” Bidders are requested to note that Bids may be rejected on the following additional technical grounds.

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on plain paper;
4. Bids submitted by Retail Individual Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI linked Mechanism submitted by Retail Individual Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;



9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are 'suspended for credit' in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by Retail Individual Bidders with Bid Amount for a value of more than ₹ 2,00,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations guidelines and approvals;
13. Bids accompanied by cheque(s), demand draft(s), stock invest, money order, postal order or cash;
14. Bids uploaded by QIBs after 4.00 p.m. on the QIB Bid / Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by Retail Individual Bidders uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchanges; and
15. Bids by OCB.

#### **Issuance of a Confirmation of Allocation Note ("CAN") and Allotment in the Issue**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

#### **INSTRUCTIONS FOR COMPLETING THE BID CUM APPLICATION FORM**

In addition to the instructions for completing the Bid cum Application Form provided in the sub-section "General Information Document for Investing in Public Issues – Applying in the Issue – Instructions for filing the Bid cum Application Form/ Application Form" Bidders are requested to note the additional instructions provided below.

1. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Bids must be in single name or in joint names (not more than three, and in the same order as their Depository Participant details).
2. ASBA Bids must be made in a single name or in joint names (not more than three, and in the same order as their details appear with the Depository Participant), and completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in the Draft Red Herring Prospectus and in the ASBA Form.
3. Bids on a repatriation basis shall be in the names of FIIs or FPIs but not in the names of minors, OCBs, firms or partnerships and foreign nationals.

#### **Designated Date and Allotment**

1. Our Company will ensure that the Allotment and credit to the successful Bidder's depository account will be completed within Three Working Days, or such period as may be prescribed by SEBI, of the Bid/ Issue Closing Date or such other period as may be prescribed.
2. Equity Shares will be issued and Allotment shall be made only in the dematerialised form to the Allottees.
3. Allottees will have the option to re-materialise the Equity Shares so Allotted as per the provisions of the Companies Act, 2013 and the Depositories Act.

## **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorised employees of the Designated Stock Exchange, along with the BRLM and the Registrar to the Issue, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

## **Method of allotment as may be prescribed by SEBI from time to time**

Our Company will not make any Allotment in excess of the Equity Shares through the Offer Document except in case of over-subscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon over-subscription, an allotment of not more than one per cent of the Issue may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis subject to applicable law.

## **Communications**

All future communications in connection with Bids made in this Issue should be addressed to the Registrar to the Issue, quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the member of the Syndicate or the SCSB / Designated Intermediary, where the Bid was submitted and bank account number in which the amount equivalent to the Bid Amount was blocked.

Bidders can contact the Compliance Officer or the Registrar to the Issue, in case of any Pre- Issue or Post- Issue related problems such as non-receipt of letters of Allotment, credit of allotted shares in the respective beneficiary accounts, unblocking of funds, etc.

## **Depository Arrangements**

The Allotment of the Equity Shares in the Issue shall be only in a de-materialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, two agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

1. Agreement dated May 29, 2024 among NSDL, our Company and the Registrar to the Issue.
2. Agreement dated June 21, 2024 among CDSL, our Company and Registrar to the Issue.

## **Impersonation**

**Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:**

***“Any person who:***

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447”*

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 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.

### **Undertakings by our Company**

Our Company undertakes the following:

1. That if our Company does not proceed with the Issue after the Bid/ Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
2. That the complaints received in respect of the Issue shall be attended to by the Company expeditiously and satisfactorily;
3. That all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed are taken within Three Working Days of the Bid/ Issue Closing Date or such other period as may be prescribed;
4. If Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within 3 days from the Bid/ Issue Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Bidders at the rate of 15.00% per annum for the delayed period;
5. That Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within 3 days from the Bid/ Issue Closing Date or such lesser time as specified by SEBI, giving details of the bank where refunds shall be credited along with the amount and expected date of electronic credit for the refund;
6. That the Promoters' contribution in full, if applicable, shall be brought in advance before the Issue opens for subscription;
7. That funds required for making refunds to unsuccessful applicants as per mode(s) disclosed shall be made available to the Registrar to the Issue by the Company;

8. No further Issue of Equity Shares shall be made until the Equity Shares offered through the Draft Red Herring Prospectus are listed or until the Bid monies are unblocked in the ASBA Accounts on account of non- listing, under-subscription etc.;
9. That if our Company withdraw the Issue after the Bid/ Issue Closing Date, our Company shall be required to file a fresh offer document with the SEBI, in the event our Company subsequently decides to proceed with the Issue;
10. That our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time;
11. That the allotment of securities/refund confirmation to Eligible NRIs shall be dispatched within specified time;
12. That adequate arrangements shall be made to collect all Bid cum Application Forms from Bidders and Anchor Investor Application Forms from Anchor Investors; and
13. That our Company shall not have recourse to the Issue Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges.

#### **Utilisation of Net proceeds**

The Board of Directors of Our Company certifies that:

1. all monies received out of Issue of specified securities to public shall be transferred to separate bank account other than the bank account referred to in sub-section (3) of section 40 of the Companies Act, 2013;
2. details of all monies utilised out of the Issue referred to in sub-item(i) shall be disclosed and continue to be disclosed till the time any part of the Fresh Issue proceeds remains un-utilised under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilised; and
3. details of all un-utilised monies out of the Fresh Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of the issuer indicating the form in which such un-utilised monies have been invested.

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## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“DPIIT”) makes policy announcements on FDI through press notes and press releases which are notified by the RBI as amendments to the FEMA. The DPIIT also issues the Consolidated Foreign Direct Investment Policy (“FDI Policy”) from time to time. The regulatory framework pertaining to foreign investment, over a period of time, thus, consists of acts, regulations, master circulars, press notes, press releases, and clarifications among other amendments.

India’s current FDI Policy issued by the DPIIT with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT till October 15, 2020. All the press notes, press releases, clarifications on FDI issued by DPIIT till October 15, 2020 stand rescinded as on October 15, 2020. In terms of the FDI Policy, Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments.

In accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the FDI Policy and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India.

Further, the existing individual and aggregate investment limits for an FPI in the Company shall not exceed 10% of the total paid-up Equity Share capital of the Company for each FPI and the total holdings of all FPIs in the Company shall not exceed 24% of the total paid-up Equity Share capital of the Company. The RBI, in exercise of its power under the FEMA, has also notified Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (“**Rules**”) and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt instruments) Regulations, 2019 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. SEBI registered FPIs have been permitted to purchase shares of an Indian company through the Issue, subject to total FPI investment being within the individual FPI/sub account investment limit of less than 10% of the total paid-up equity capital on a fully diluted basis of the Company and subject to the total holdings of all FPIs/sub accounts including any other direct and indirect foreign investments in the Company not exceeding 24% of the paid-up equity capital of the Company on a fully diluted basis. The aggregate limit of 24% in case of FPIs may be increased up to the sectoral cap/statutory ceiling, as applicable, by the Company concerned by passing of resolution by the Board of the Company to that effect and by passing of a special resolution to that effect by its Shareholders. With effect from April 1, 2020, such aggregate limit of 24% has increased to the sectoral cap applicable to the Indian Company which in case of the Company is 100% provided that the Company complies with conditions provided under the FDI Policy. As per the Rules, the aggregate limit as provided above was permitted to be decreased by the Company to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its Board of Directors through a resolution and also of its shareholders by means of a special resolution, before March 31, 2020. The Company has passed no such Board Resolution and hence, has not revised its sectoral caps. Further, eligible NRIs and OCIs

investing on repatriation basis are subject to individual investment limit of 5% of the total paid-up equity capital on a fully diluted basis subject to the aggregate paid-value of the shares purchased by all NRIs and OCIs put together on repatriation basis not exceeding 10% of the total paid-up equity capital on a fully diluted basis of the Company. The aggregate limit of 10% in case of NRIs and OCIs together may be raised to 24 % if a special resolution to that effect is passed by the shareholders of the Company. As on date, no such resolution for raising the limit has been passed by the Company.

The transfer of shares between an Indian resident and a Non-resident does not require prior approval of RBI, subject to fulfillment of certain conditions as specified by DPIIT / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of the Company.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft red herring prospectus. Bidders are advised to make their independent investigations and ensure that the Bids are not in violation of laws or regulations applicable to them.**

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**SECTION IX – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION**  
**The Companies Act, 2013**  
**(Company Limited by Shares)**

**ARTICLES OF ASSOCIATION**

**OF**

**BLUE WATER LOGISTICS LIMITED**  
**PRELIMINERY**

1. The regulations contained in table “F” of the first Schedule to the Companies Act, 2013 shall apply to the Company, except in so far as they are embodied in the following Articles, which shall be regulations for the management of the Company.

**INTERPRETATION**

2. (i) In these Regulations:-
- a) **“Act”** means Companies Act, 2013 and any amendments, re-enactments or other statutory modifications thereof for the time being in force and rules made thereunder, as amended.
  - b) **“Articles”** means these Articles of Association as may, from time to time, be altered by special resolution
  - c) **“Annual General Meeting”** means the annual general meeting of the Company convened and held in accordance with the act.
  - d) **“Auditors”** means and include those persons appointed as such for the time being by the Company or, where so permitted by Applicable Law, by its Board.
  - e) **“Applicable Law”** means the Act, and as appropriate, includes any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications or other governmental instruction or any similar form of decision of, or determination by, or any interpretation or administration having the force of law of any of the foregoing, by any governmental authority having jurisdiction over the matter in question, or mandatory standards as may be applicable from time to time.
  - f) **“Beneficial Owner”** means and include beneficial owner as defined in clause (a) sub-section (1) of Section 2 of the Depositories Act, 1996 or such other Act as may be applicable
  - g) **“Board Meeting”** means a meeting of the Directors or a committee thereof duly called and constituted
  - h) **“Board”** or **“Board of Directors”** means the board of directors of our Company as constituted from time to time in accordance with the applicable Law and the terms of these Articles
  - i) **“Capital”** means the share capital for the time being raised or authorised to be raised, for the purpose of the Company
  - j) **“Committee”** means any committee of the Board of Directors of the Company formed as per the requirements of Act or for any other purpose as the Board may deem fit.
  - k) **“Business Day”** means any day on which banks are open for business in the State/UT of “Insert name of State”;

- l) **“Chairperson”** means the chairperson of the Board as appointed under the provision of these Articles of Association.
- m) **“Chief Executive Officer”** means executive officer as defined under Section 2(18) of the Companies Act 2013.
- n) **“Circular Resolution”** means resolution within the meaning of section 175 of Companies Act 2013.
- o) **“Director”** means the Director appointed to the Board of the Company.
- p) **“Employees”** means the employee of the Company.
- q) **“Financial Year”** has the meaning assigned to it pursuant to the provisions of section 2 (45) of the Act;
- r) **“Independent Director”** means Independent director as defined under Section 149(6) of the Companies Act 2013;
- s) **“Quorum”** means a quorum for a Board Meeting, a quorum for a meeting of committee of the Board or a quorum for a General Meeting as prescribed in the Act and as provided herein;
- t) **“Company”** or **“This Company”** means **BLUE WATER LOGISTICS LIMITED**
- u) **“Chief Executive Officer”** means an officer of a Company, who has been designated as such by the Company
- v) **“Chief Financial Officer”** means a person appointed as the Chief Financial Officer of a Company
- w) **“Company Secretary”** or **“Secretary”** means a company secretary as defined in clause (c) of sub-Section (1) of section 2 of the Company Secretaries Act, 1980 (56 of 1980) who is appointed by the Company to perform the functions of a company secretary under the Act
- x) **“Debenture”** means and includes debenture-stock, bonds and any other debt securities of the Company, whether constituting a charge on the assets of the Company or not.
- y) **“Depositories Act”** means the Depositories Act, 1996 and includes any statutory modification or enactment thereof
- z) **“Depository”** means a Depository as defined in clause (e) sub- section (1) of section 2 of the Depositories Act, 1996 and includes a company formed and registered under the Companies Act, 1956 which has been granted a certificate of registration under sub section (1A) of section 12 of the Securities and Exchange Board of India Act, 1992.
- aa) **“Director”** means a director appointed to the Board of the Company.
- bb) **“Dividend”** includes interim Dividend
- cc) **“Extraordinary General Meeting”** means an extraordinary general meeting of the Members duly called and constituted and any adjourned meeting thereof.
- dd) **“Electronic Mode”** means carrying out electronically based, whether main server is installed in India or not, including, but not limited to:
  - i. business to business and business to consumer transactions, data interchange and other digital supply transactions;
  - ii. offering to accept deposits or inviting deposits or accepting deposits or subscriptions in securities, in India or from citizens of India;
  - iii. financial settlements, web based marketing, advisory and transactional services, database services and products, supply chain management;



- iv. online services such as telemarketing, telecommuting, telemedicine, education and information research; and all related data communication services
  - v. facsimile telecommunication when directed to the facsimile number or or electronic mail directed to electronic mail address, using any electronic communication mechanism that the message so sent, received or forwarded is storable and retrievable;
  - vi. posting of an electronic message board or network that the company or the officer has designated for such communications, and which transmission shall be validly delivered upon the posting; or
  - vii. other means of electronic communication, in respect of which the company or the officer has put in place reasonable systems to verify that the sender is the person purporting to send the transmission; and
  - viii. video conferencing, audio- visual mode, net conferencing and/or any other electronic communication facility.
- ee) **“Key Managerial Personnel”** means such persons as defined in Section 2(51) of the Act
- ff) **“Managing Director”** means a Director who, by virtue of the articles of the Company or an agreement with the company or a resolution passed in its General Meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a Director occupying the position of managing Director, by whatever name called.
- gg) **“Meeting”** or **“General Meeting”** means a meeting of Members.
- hh) **“Members”** in relation to a company, means- (a) the subscribers to the Memorandum of Association of the Company who shall be deemed to have agreed to become members of the company, and on its registration, shall be entered as member in its register of members, (b) every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company; (c) every person holding shares in the company and whose name is entered in Register of Beneficial Owners as Beneficial Owner.
- ii) **“Month”** means a calendar month and **“Year”** means financial year respectively.
- jj) **“Office”** means the Registered Office of the Company.
- i. **“Ordinary Resolution”** shall have the meaning assigned thereto by the act.
- j. **“Paid up”** means the Capital which is paid up presently.
- k. **“Persons”** includes any artificial juridical person, corporations or such other entities as are entitled to hold property in their own name.
- l. **“Postal Ballot”** means voting by post through any electronic mode as permitted under Applicable Law.
- m. **“Register of Beneficial Owners”** means the register of members in case of shares held with a Depository in any media as may be permitted by law, including in any form of Electronic Mode
- n. **“Register of Members”** means the register of Members, including any foreign register which the Company may maintain pursuant to the Act and includes register of Beneficial Owners.
- o. **“Registrar”** means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated
- p. **“Seal”** means the common seal and stamp of the Company.
- q. **“Security”** means shares, Debentures and/or such other securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956

- r. **“Shares”** means the shares into which the Capital of the Company is divided whether held in tangible or fungible form.
- s. **“Small Shareholder”** means a shareholder holding shares of the nominal value of not more than twenty thousand rupees or such other sum as may be prescribed under Applicable Law
- t. **“Special Resolution”** means a resolution referred to in Section 114 of the Act.
- u. **“These Presents”** means the Memorandum of Association and the Articles of Association of the Company.

Term(s) and phrases not specifically defined in these Articles shall bear the same meaning as assigned to the same in the Act.

Reference to the singular includes reference to the plural and vice versa;

Reference to any gender includes a reference to all genders;

### **ARTICLES TO BE CONTEMPORARY IN NATURE**

2. The intention of these Articles is to be in consonance with the contemporary rules and regulations prevailing in India. If there is an amendment in any Act, rules and regulations allowing what were not previously allowed under the statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles.

### **SHARE CAPITAL, INCREASE AND REDUCTION OF CAPITAL**

3. The Authorised Share Capital of the company shall be the capital as specified in the Memorandum of Association, with power to increase and reduce the Share Capital of the company and to divide the shares in the Capital for the time being into several classes as permissible in law and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for time being be provided in the Articles of Association.

### **INCREASE OF CAPITAL BY THE COMPANY AND HOW CARRIED IN TO EFFECT**

4. The Company in General Meeting may, from time to time, increase the Capital by the creation of new Shares. Such increase shall be of such aggregate amount and to be divided into such Shares of such respective amounts, as the resolution of the Board shall prescribe. Subject to the provisions of the Act, any Shares of the original or increased Capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the Board shall determine, and in particular, such shares may be issued with a preferential or qualified right to Dividends, or otherwise, or with a right to participate in some profits or assets of the Company, or with such differential or qualified right of voting at General Meetings of the Company, as permitted in terms of Section 47 of the Act. Whenever the Capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Section 64 of the Act or any such compliance as may be required by the Act for the time being in force

### **NEW CAPITAL PART OF THE EXISTING CAPITAL**

5. Except in so far as otherwise provided in the conditions of issue of Shares, any Capital raised by the creation of new Shares shall be considered as part of the existing Capital, and shall be subject to provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

### **ISSUE OF REDEEMABLE PREFERENCE SHARES**

6. Subject to the provisions of Section 55 of the Act and other Applicable Law, any preference shares may be issued from time to time, on the terms that they are redeemable within 20 years (except for infrastructure projects) on such terms and in such manner as the Company by the terms of the issue of the said shares may determine.

#### **PROVISION APPLICABLE ON THE ISSUE OF REDEEMABLE PREFERENCE SHARES**

7. On the issue of redeemable preference shares under the provisions of Article 6 hereof, the following provisions shall take effect:

- i. No such shares shall be redeemed except out of the profits of the Company, which would otherwise be available for Dividend, or out of the proceeds of a fresh issue of shares made for the purpose of the redemption.
- ii. No such shares shall be redeemed unless they are fully paid.
- iii. Such shares shall be redeemed as per their terms.
- iv. The premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's securities premium account, before such shares are redeemed.
- v. Where any such shares are redeemed out of profits of the Company, there shall, out of the profits which would otherwise have been available for Dividend, be transferred to a reserve fund, to be called the "Capital Redemption Reserve Account" a sum equal to the nominal amount of the shares redeemed and the provisions of the Act relating to the reduction of the Share Capital of the Company shall, excepts as provided in Section 55 of the Act, apply as if the Capital Redemption Reserve Account were paid up Share Capital of the Company.

#### **PROVISIONS APPLICABLE TO ANY OTHER SECURITIES**

8. The Board shall be entitled to issue, from time to time, subject to the provisions of the Act, any other Securities, including Share Warrants, Securities convertible into Shares, exchangeable into Shares, or carrying a warrant, with or without any attached Securities, carrying such terms as to coupon, returns, repayment, servicing, as may be decided by the terms of such issue. Such Securities may be issued at premium or discount, and redeemed at premium or discount, as may be determined by the terms of the issuance: Provided that the Company shall not issue any Shares or Securities convertible into Shares at a discount.

#### **REDUCTION OF CAPITAL**

9. The Company may (subject to the Provisions of Section 52, 55, 66, of the Act or any other applicable provisions of law for the time being in force) from time to time by way of Special Resolution reduce its Share Capital, any Capital Redemption Reserve Account or Share premium account in any manner for the time being authorized by law.

#### **SUB-DIVISION CONSOLIDATION AND CANCELLATION OF SHARES**

10. Subject to the provisions of Section 61 of the Act, the Company in General Meeting may from time to time (a) consolidate its Shares into shares of a larger amount than the existing Shares, or any class of them, and (b) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum and the resolution whereby any Share is sub-divided, or classified, may determine that, as between the holders of the Shares resulting from such sub-division or classification, one or more of such Shares shall have some preference or special advantage as regards Dividend, Capital or otherwise over or as compared with the other; provided, however, that no sub-division of shares held in physical form, which shall result in the shareholder getting a Share Certificate of a denomination of lesser than 10 shares, shall be permitted.

Subject as aforesaid, the Company in General Meeting may also cancel Shares which have not been taken or agreed to be taken by any person and diminish the amount of its Share Capital by the amount of the Shares so cancelled.

#### **VARIATION OF RIGHTS**

11. Whenever the Share Capital is divided into different types or classes of shares, all or any of the rights and privileges attached to each type or class may, subject to the provisions of Sections 48 of the Act, be varied with the consent in writing of the holders of at least three-fourths of the issued Shares of the class or by means of a Special Resolution passed at a separate Meeting of the holders of the issued shares of that class and all the provisions hereinafter contained as to General Meetings shall mutatis mutandis apply to every such class Meeting. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained.

### **FURTHER ISSUE OF CAPITAL**

12. Where at any time it is proposed to increase the subscribed Capital of the Company by allotment of further shares, such shares shall be offered to persons, who on the date of the offer are holders of the equity shares of the Company, in proportion as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:

i. the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 days and not exceeding 30 days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

ii. The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in 12.1.2 hereof shall contain a statement of this right.

iii. After the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the interest of the Company.

13. Notwithstanding anything contained in the Article no. 12 the further shares aforesaid may be offered in any manner whatsoever, to:

i. employees under a scheme of employees' stock option scheme, subject to special resolution passed by the Company and subject to other conditions prescribed under the Act and rules made thereunder.

ii. to any persons on private placement or on preferential basis, whether or not those persons include the persons referred to Article no. 12 or 13.1, either for cash or for a consideration other than cash, if so decided by a Special Resolution, subject to conditions prescribed under the Act and rules made thereunder and other Applicable Laws;

14. Nothing in Article no. 12 and 13 shall be deemed;

i. To extend the time within which the offer should be accepted; or

ii. To authorise any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

15. Nothing contained in the Articles 12 to 14 shall apply to the increase of the subscribed Capital of the Company caused by the exercise of an option attached to the Debenture issued or loan raised by the Company to convert such Debentures or loans into shares in the Company;

Provided that the terms of issue of such Debentures or the terms of such loans containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in general meeting.

### **SHARES AT THE DISPOSAL OF THE BOARD**

16. Subject to the provisions above, and applicable provisions of the Act, the Securities of the Company for the time being shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such person, in such proportion and on such terms and conditions and either at a premium or at par and at

such time as they may from time to time think fit and to give to any person or persons the option or right to call for any Shares either at par or premium during such time and for such consideration as the Board think fit, and may issue and allot Shares in the Capital of the Company or other Securities on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.

## **POWER TO ISSUE SHARES OUTSIDE INDIA**

17. Pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Act, and subject to such approvals, permissions and sanctions as may be necessary from the Government of India, Reserve Bank of India and/or any other authorities or institutions as may be relevant (hereinafter collectively referred to as “Appropriate Authorities”) and subject to such terms and conditions or such modifications thereto as may be prescribed by them in granting such approvals, permissions and sanctions, the Company will be entitled to issue and allot in the international capital markets, Equity Shares and/or any instruments or securities (including Global Depository Receipts) representing Equity Shares, any such instruments or securities being either with or without detachable Warrants attached thereto entitling the Warrant holder to Equity Shares/instruments or securities (including Global Depository Receipts) representing Equity Shares, (hereinafter collectively referred to as “the Securities”) to be subscribed to in foreign currency / currencies by foreign investors (whether individuals and/or bodies corporate and/or institutions and whether shareholders of the Company or not) for an amount, inclusive of such premium as may be determined by the Board. The provisions of this Article shall extend to allow the Board to issue such foreign Securities, in such manner as may be permitted by Applicable Law.

## **ACCEPTANCE OF SHARES**

18. Any application signed by or on behalf of an applicant, for Shares in the Company, followed by an allotment of any Share shall be an acceptance of shares within the meaning of these Articles and every person who, does or otherwise accepts Shares and whose name is on the Register of Members shall for the purpose of these Articles, be a member.

## **DEPOSIT AND CALL TO BE A DEBT PAYABLE IMMEDIATELY**

19. The money (if any) which the Board shall, on the allotment of any Share being made by them require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them shall immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

## **LIABILITY OF MEMBERS**

20. Every member, or his heirs, executors or administrators shall pay to the Company the portion of the capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts, at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company’s regulations, require or fix for the payment thereof.

## **SHARES NOT TO BE HELD IN TRUST**

21. Except as required by law, no person shall be recognised by the Company as holding any Share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any Share, or any interest in any fractional part of a Share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any Share except an absolute right to the entirety thereof in the registered holder.

## **THE FIRST NAMED JOINT HOLDER DEEMED TO BE SOLE HOLDER**

22. If any Share stands in the names of two or more persons, the person first named in the register shall, as regards receipt of Dividends or bonus or service of notice and all or any earlier matter connected with the Company, except voting at meetings, be deemed the sole holder thereof, but the joint holders of a Share shall, severally as well as

jointly be liable for the payment of all installments and calls due in respect of such Shares for all incidents thereof according to the Company's regulations.

### **REGISTER OF MEMBERS AND INDEX**

23. The Company shall maintain a Register of Members and index in accordance with Section 88 of the Act. The details of shares held in physical or dematerialized forms may be maintained in a media as may be permitted by law including in any form of electronic media.

The Company may also keep a foreign register in accordance with Section 88 of the Act and rules made thereunder, containing the names and particulars of the Members, Debenture- holders, other Security holders or Beneficial Owners residing outside India;

24. A Member, or other Security holder or Beneficial Owner may make inspection of Register of Members and annual return. Any person other than the Member or Debenture holder or Beneficial Owner of the Company shall be allowed to make inspection of the Register of Members and annual return on payment of Rs. 50 or such higher amount as permitted by Applicable Law as the Board may determine, for each inspection. Inspection may be made during business hours of the Company during such time, not being less than 2 hours on any day, as may be fixed by the Managing Director or Company Secretary from time to time.

25. Such person, as referred to in Article 24 above, may be allowed to make copies of the Register of Members or any other register maintained by the Company and annual return, and require a copy of any specific extract therein, on payment of Rs. 10 for each page, or such higher amount as permitted under Applicable Law.

### **SHARE CERTIFICATE TO BE NUMBERED PROGRESSIVELY AND NO SHARE TO BE SUBDIVIDED**

26. The shares certificates shall be numbered progressively according to their several denominations specify the shares to which it relates and bear the Seal of the Company, and except in the manner hereinbefore mentioned, no Share shall be sub- divided. Every forfeited or surrendered Share certificate shall continue to bear the number by which the same was originally distinguished.

### **LIMITATION OF TIME FOR ISSUE OF CERTIFICATES**

27. Every Member, other than a Beneficial Owner, shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Board so approve (upon paying such fee as the Board may from time to time determine) to several certificates each for one or more of such Shares and the Company shall complete and have ready for delivery of such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide or within one months of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificates of Shares shall be under the Seal of the Company which shall be affixed as prescribed in the Applicable Law and shall specify the number and distinctive numbers of Shares in respect of which it is issued and the amount paid-up thereon and shall be in such form as the Board or Committee thereof may prescribe and approve, provided that in respect of a Share(s) held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one or several joint holders shall be a sufficient delivery to all such holders. For any further issue of certificate to such joint allottees, the Board or Committee thereof shall be entitled, but shall not be bound to prescribe a charge not exceeding Rupee One.

### **ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED**

28. If any certificate be worn out, defaced, mutilated, old/ or torn or if there be no further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation then upon production and surrender such

certificate to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating the evidence produced as the Board deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under the article shall be issued in case of splitting or consolidation of Share certificate(s) or in replacement of Share certificate(s) that are defaced, mutilated, torn or old, decrepit or worn out without payment of fees if the Board so decide, or on payment of such fees (not exceeding Rs.50 for each certificate) as the Board shall prescribe.

Further, no duplicate certificate shall be issued in lieu of those that are lost or destroyed, without the prior consent of the Board or Committee thereof and only on furnishing of such supporting evidence and/or indemnity as the Board may require, and the payment of out-of-pocket expenses incurred by the Company in investigating the evidence produced, without payment of fees if the Board so decide, or on payment of such fees (not exceeding Rs.50 for each certificate) as the Board shall prescribe.

Provided that notwithstanding what is stated above the Board or Committee thereof shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956, as amended or any other Act, or rules applicable thereof in this behalf; provided further, that the Company shall comply with the provisions of Section 46 of the Act and other Applicable Law, in respect of issue of duplicate shares.

29. All books and documents relating to the issue of Share certificates including the blank forms of Share certificates shall be kept in safe custody and to be properly maintained and preserved in accordance with the manner laid down in Applicable Law.

30. The provision of Article 26, 27, 28 and 29 shall mutatis mutandis apply to issue of certificates of Debentures of the Company or to any other securities issued by the Company.

#### **BUY BACK OF SECURITIES BY THE COMPANY**

31. Subject to the provisions of Sections 68, 69 and 70 of the Act and such other regulations as prescribed by Securities and Exchange Board of India (SEBI) or any other authority for the time being in force, the Company may purchase its own shares or other specified securities. The power conferred herein may be exercised by the Board, at any time and from time to time, where and to the extent permitted by Applicable Law, and shall be subject to such rules, applicable consent or approval as required.

#### **UNDERWRITING AND BROKERAGE**

##### **Commission may be paid**

32. Subject to the provisions of Section 40(6) of the Act and rules made thereunder, and subject to the applicable SEBI guidelines and subject to the terms of issue of the shares or Debentures or any securities, as defined in the Securities Contract (Regulations) Act, 1956 the Company may at any time pay a commission out of proceeds of the issue or profit or both to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in or Debentures of the Company, or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, Debentures or of the Company but so that the commission shall not exceed in the case of shares, five per cent of the price at which the shares are issued, and in the case of Debentures, two and a half per cent of the price at which the Debentures are issued or at such rates as may be fixed by the Board within the overall limit prescribed under the Act or Securities and Exchange Board of India Act, 1992. Such commission may be satisfied by payment in cash or by allotment of fully or partly paid shares, securities or Debentures or partly in one way and partly in the other.

#### **BROKERAGE**



33. The Company may, subject to Applicable Law, pay a reasonable and lawful sum for brokerage to any person for subscribing or procuring subscription for any Securities, at such rate as as sanctioned by the Managing Director.

**CALL ON SHARES**  
**Board of Directors may make calls**

34. The Board of Directors may, from time to time and subject to the terms on which Shares have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board, or otherwise as permitted by Applicable Law make such call as it thinks fit upon the members in respect of all moneys unpaid on the Shares held by them respectively, and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments.

35. The option or right to make calls on Shares shall not be given to any person except with the sanction of the issuer in general meetings.

**Notice of calls**

36. Each member shall, subject to receiving fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

37. A call may be revoked or postponed at the discretion of the Board.

**Calls to date from resolution**

38. A call shall be deemed to have been made at the time when the resolution authorising such call was passed as provided herein and may be required to be paid by installments.

**Board may extend time**

39. The Board may, from time to time at its discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the members who from residence at a distance or other cause, the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a member of grace and favour.

**Calls to carry interest**

40. If any member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at a rate, as the Board may determine and as permissible under the Applicable law. Nothing in this Article shall render it obligatory for the Board of Directors to demand or recover any interest from any such member.

41. The Board shall be at liberty to waive payment of any such interest wholly or in part.

**Sums deemed to be calls**

42. Any sum, which may by the terms of issue of a Share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the Share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable, on the date on which by the terms of issue the same becomes payable and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified.

**Proof on trial of suit for money due on Shares**

43. At the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member, in respect of whose shares, the money is sought to be recovered appears entered on the Register of Members as the holder, at or subsequently to the date at which the money is sought to be recovered, is alleged to have become due on the shares in respect of such money is sought to be recovered, that the resolution making the call is duly recorded in the Minute Book, and that notice of such call was duly given to the member or his representatives used in pursuance of these Articles and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made duly convened or constituted nor any other matters whatsoever, but the proof of the matter aforesaid shall be conclusive evidence of the debt.

#### **Partial payment not to preclude forfeiture**

44. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

#### **Payment in anticipation of call may carry interest**

45. The Board may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Board agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or Dividend. The Board may at any time repay the amount so advanced. The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

46. The provisions of these Articles shall mutatis mutandis apply to the calls on Debenture or other Securities of the Company.

### **LIEN**

#### **Company to have lien on shares**

47. The Company shall have a first and paramount lien upon all the shares/ Debentures/Securities (other than fully paid-up shares/Debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/Debentures/Securities and no equitable interest in any shares shall be created except upon the footing, and upon the condition that this Article will have full effect and any such lien shall extend to all Dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares/ Debentures/ Securities.

48. The Board may at any time declare any shares/ Debentures/Securities wholly or in part to be exempt from the provision of this Article. Provided that, fully paid shares shall be free from all lien and that in case of partly paid shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

#### **As to enforcing lien by sale**

49. For the purpose of enforcing such lien, the Board may sell the Shares subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may

authorise one of their member to execute a transfer thereof on behalf of and in the name of such member. The purchaser of such transferred shares shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

50. No sale shall be made unless a sum in respect of which the lien exists is presently payable or until the expiration of thirty days after a notice in writing of the intention to sell shall have been served on such member or his representatives and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagements for thirty days after such notice.

#### **Application of proceeds of sale**

51. The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the persons entitled to the shares at the date of the sale.

#### **FORFEITURE OF SHARE**

##### **If call or installment not paid notice may be given**

52. If any member fails to pay any call or installment on or before the day appointed for the payment of the same the Board may at any time thereafter during such time as the call or installment remains unpaid, serve notice on such member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

##### **Form of notice**

53. The notice aforesaid shall:

i. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made.

ii. shall detail the amount which is due and payable on the shares and shall state that in the event of non-payment at or before the time appointed the shares will be liable to be forfeited.

##### **If notice not complied with Shares may be forfeited**

54. If the requisitions of any such notice as aforesaid be not complied with, any shares in respect of which such notice has been given may, at any time thereafter, before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends declared in respect of the forfeited Shares and not actually paid before the forfeiture.

##### **Notice of forfeiture to a Member**

55. When any Shares shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated, by any omission or neglect to give such notice or to make any such entry as aforesaid.

##### **Forfeited Share to become property of the Company**

56. Any Share so forfeited shall be deemed to be the property of the Company, and the Board may sell, re allot or otherwise dispose of the same in such manner as think fit.

##### **Power to cancel forfeiture**

57. The Board may, at any time before any Share so forfeited shall have been sold, re-allotted or otherwise disposed of, cancel the forfeiture thereof upon such conditions as it thinks fit.

#### **Liability on forfeiture**

58. A person whose Share has been forfeited shall cease to be a Member in respect of the forfeited Share, but shall notwithstanding, remain liable to pay, and shall forthwith pay to the Company, all calls, or installment, interest and expenses, owing in respect of such Share at the time of the forfeiture, together with interest thereon, from the time of forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment thereof, to any party thereof, without any deduction or allowance for the value of the shares at the time of forfeiture, but shall not be under any obligation to do so. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the Shares.

#### **Effect of forfeiture**

59. The forfeiture of a Share involve extinction, at the time of the forfeiture, of all interest and all claims and demands against the Company in respect of the Share and all other rights, incidental to the Share except only such of those rights as by these Articles are expressly saved.

#### **Evidence of forfeiture**

60. A duly verified declaration in writing that the declarant is a Director, the manager or the secretary of the Company, and that certain shares in the Company have been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Shares.

#### **Cancellation of Share certificate in respect of forfeited shares**

61. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Board shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons, entitled thereto as per the provisions herein -

i. The Company may receive the consideration, if any, given for the Share on any sale or disposal thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off.

ii. The transferee shall thereupon be registered as the holder of the Share; and

iii. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.

#### **These Articles to apply in case of any non-payment**

62. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, becomes payable at a fixed time, whether on account of the nominal value of the Share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **CAPITALISATION OF PROFITS**

63. The Company in general meeting may, upon the recommendation of the Board, resolve—

i. that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

ii. that such sum be accordingly set free for distribution in the manner specified in 1 above amongst the members who would have been entitled thereto, if distributed by way of Dividend and in the same proportions.

64. The sum aforesaid shall not be paid in cash but shall be applied, subject to applicable provisions contained herein, either in or towards—

i. paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

ii. A securities premium account and a Capital Redemption Reserve Account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;

iii. Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

65. The Board shall have power—

i. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions;

ii. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

## **TRANSFER AND TRANSMISSION OF SHARES**

### **Register of transfers**

66. The Company shall keep a book to be called the "Register of Transfers", and therein shall be fairly and directly entered particulars of every transfer or transmission of any Share. The Register of Transfers shall not be available for inspection or making of extracts by the Members of the Company or any other Persons.

### **Instruments of transfer**

67. The instrument of transfer shall be in the form prescribed under section 56 of the Act and rules made thereunder.

### **To be executed by transferor and transferee**

68. Every instrument of transfer shall be executed both by transferor and the transferee and the transferor shall be deemed to remain the holder of such Share until the name of the transferee shall have been entered in the Register of Members in respect thereof. The Board shall not issue or register a transfer of any Share in favour of a minor (unless acting through a legal guardian and except in cases when they are fully paid up).

69. Application for the registration of the transfer of a Share may be made either by the transferee or the transferor, no registration shall, in the case of the partly paid Share, be affected unless the Company gives notice of the application to the transferee subject to the provisions of these Articles and Section 56 of the Act and/or Applicable Law, the Company shall unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name of transferee in the same manner and subject to the same conditions as it the application for registration of the transfer was made by the transferee.

### **Transfer books when closed**

70. The Board shall have power to give at least seven days' previous notice by advertisement in some newspaper circulating in the district in which the registered office of the Company is situated, in accordance with Section 91 of the Act and Applicable Laws, to close the transfer books, the Register of Members, Register of Debenture holders or the Register of other Security holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty- five days in each year, as it may deem expedient.

#### **Board may refuse to register transfer**

71. Subject to the provisions of Section 56 of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse, in the interest of the Company or in pursuance of power under any Applicable Law, to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a member in or Debentures of the Company.

72. Notwithstanding anything contained in these Articles, but subject to the provisions of the Act, the Board may refuse to register the transfer of any of its securities in the name of the transferee on any one or more of the following grounds and on no other ground, namely :-

(a) that the instrument of transfer is not proper or has not been duly stamped and executed or that the certificate relating to the security has not been delivered to the Company or that any other requirement under the law relating to registration of such transfer has not been complied with;

(b) that the transfer of the security is in contravention of any law;

(c) that the transfer of the security is likely to result in such change in the composition of the Board of Directors as would be prejudicial to the interests of the Company or to the public interest;

(d) that the transfer of the security is prohibited by any order of any court, tribunal or other authority under any law for the time being in force.

73. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.

#### **Board to recognize Beneficial Owners of securities**

74. Notwithstanding anything to the contrary contained in these Articles, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Securities on behalf of a Beneficial Owner.

75. Save as otherwise provided hereinabove, the Depository as a registered owner shall not have any voting rights or any other rights in respect of securities held by it, and the Beneficial Owner shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of its securities held by a Depository.

76. Except as ordered by a Court of competent jurisdiction or as required by law, the Company shall be entitled to treat the person whose name appears as the Beneficial Owner of the securities in the records of the Depository as the absolute owner thereof and accordingly the Company shall not be bound to recognise any benami, trust or equitable, contingent, future or partial interest in any Security or (except otherwise expressly provided by the Articles) any right in respect of a Security other than an absolute right thereto, in accordance with these Articles on the part of any other person whether or not it shall have express or implied notice thereof.

#### **Nomination**

77. Every holder of Shares in, or Debentures of the Company may at any time nominate, in the manner prescribed under the Act, a person to whom his shares in or Debentures of the Company shall vest in the event of death of such holder.

78. Where the Shares in, or Debentures of the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the shares or Debentures of the Company, as the case may be, held by them shall vest in the event of death of all joint holders.

79. Notwithstanding anything to the contrary contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, or in these Articles, in respect of such shares in or Debentures of the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in, or Debentures of the Company, the nominee shall, on the death of the shareholders or holder of Debentures of the Company or, as the case may be, on the death of all the joint holders become entitled to all the rights in the shares or Debentures of the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner under the provisions of the Act.

80. Where the nominee is a minor, it shall be lawful for the holder of the shares or holder of Debentures to make the nomination to appoint, in the prescribed manner under the provisions of the Act, any person to become entitled to the shares in or Debentures of the Company, in the event of his death, during the minority.

#### **Persons entitled to share by Transmission**

81. The executors or administrators of a deceased member (not being one of several joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such member and in case of the death of any one or more of the joint holders of any registered shares, the survivors shall be the only persons recognised by the Company as having any title to or interest in such shares, but nothing herein contained shall be taken to release the estate of a deceased joint-holders from the executor or administrator. Board may require him to obtain a grant of Probate or letters of Administration or other legal representation as the case may be from some competent Court.

#### **Transmission in the name of nominee**

82. Any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any member, or the marriage of a female member, or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Board of Directors and subject as hereinafter provided, elect, either:

- i. to be registered himself as holder of the shares or Debentures, as the case may be; or
- ii. to make such transfer of the shares or Debentures, as the case may be, as the deceased shareholder or Debenture holder, as the case may be, could have made.

Provided nevertheless that it shall be lawful for the Board in their absolute discretion to dispense with the production of any evidence including any legal representation upon such terms as to indemnity or otherwise as the Board may deem fit.

Provided nevertheless, that if such person shall elect to have his nominee registered he shall testify the election by executing to his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.

83. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the Share before his death or insolvency.

84. If the nominee, so becoming entitled, elects himself to be registered as holder of the shares or Debentures, as the case may be, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects

and such notice shall be accompanied with death certificate of the deceased shareholder or Debenture holder and the certificate(s) of shares or Debentures, as the case may be, held by the deceased in the Company.

85. If the person aforesaid shall elect to transfer the Share, he shall testify his election by executing a transfer of the Share.

86. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

87. Subject to the provisions of Section 56 of the Act and these Articles, the Board may register the relevant shares or Debentures in the name of the nominee of the transferee as if the death of the registered holder of the shares or Debentures had not occurred and the notice or transfer were a transfer signed by that shareholder or Debenture holder, as the case may be.

88. A nominee on becoming entitled to Shares or Debentures by reason of the death of the holder or joint holders shall be entitled to the same Dividend and other advantages to which he would be entitled if he were the registered holder of the Share or Debenture, except that he shall not before being registered as holder of such shares or Debentures, be entitled in respect of them to exercise any right conferred on a member or Debenture holder in relation to meetings of the Company.

89. The Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares or Debentures, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all Dividends, bonus, interest or other moneys payable or rights accrued or accruing in respect of the relevant shares or Debentures, until the requirements of the notice have been complied with.

#### **No transfer to minor, insolvent etc.**

90. No transfer shall be made to a minor or person of unsound mind. However in respect of fully paid up shares, shares may be transferred in favor of minor acting through legal guardian, in accordance with the provisions of law.

#### **Person entitled may receive Dividend without being registered as a Member**

91. A person entitled to a Share by transmission shall, subject to the right of the Directors to retain such Dividends or money as hereinafter provided, be entitled to receive and may give discharge for any Dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

#### **Transfer to be presented with evidence of title**

92. Every instrument of transfer shall be presented to the Company for registration accompanied by such evidence as the Board of Directors may require to prove the title of the transferor, his right to transfer the shares and generally under and subject to such conditions and regulations as the Board of Directors shall from time to time prescribe, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board of Directors.

#### **Conditions of registration of transfer**



93. For the purpose of the registration of a transfer, the certificate or certificates of the Share or shares to be transferred must be delivered to the Company along with (same as provided in Section 56 of the Act) a properly executed instrument of transfer.

#### **No fee on transfer or transmission**

94. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

#### **Company not liable for disregard of a notice in prohibiting registration of transfer**

95. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or deferred thereto, in any book of the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right title or interest, or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company; but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Board of Directors or any Committee thereof shall so think fit.

### **DEMATERIALISATION OF SECURITIES**

96. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Articles.

#### **Dematerialization of Securities**

97. The Board or any Committee thereof shall be entitled to dematerialise Securities or to offer securities in a dematerialized form pursuant to the Depositories Act, 1996, as amended. The provisions of this Section will be applicable in case of such Securities as are or are intended to be dematerialised.

#### **Options for investors**

98. Every holder of or subscriber to Securities of the Company shall have the option to receive certificates for such securities or to hold the securities with a Depository. Such a person who is the Beneficial Owner of the securities can at any time opt out of a Depository, if permitted by law, in respect of any securities in the manner provided by the Depositories Act, 1996, and the Company shall, in the manner and within the time prescribed by law, issue to the Beneficial Owner the required certificates for the Securities.

99. If a person opts to hold his securities with the Depository, the Company shall intimate such Depository the details of allotment of the securities, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the securities.

#### **Securities in depositories to be in fungible form**

100. All securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 of the Act shall apply to a Depository in respect of the securities held by on behalf of the Beneficial Owners.

#### **Rights of Depositories and Beneficial Owners**

101. i. Notwithstanding anything to the contrary contained in these, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of Securities of the Company on behalf of the Beneficial Owner.

ii. Save as otherwise provided in sub-clause above, the Depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.

iii. Every person holding Securities of the Company and whose name is entered as the Beneficial Owner of securities in the record of the Depository shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the Securities which are held by a Depository and shall be deemed to be a Member of the Company.

#### **Service of Documents**

102. Notwithstanding anything to the contrary contained in these Articles, where Securities of the Company are held in a Depository, the records of the beneficiary ownership may be served by such Depository on the Company by means of Electronic Mode or by delivery of floppies or discs.

#### **Transfer of securities**

103. Nothing contained in Section 56 of the Act or anything to the contrary contained in these Articles shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

#### **Allotment of securities dealt with in a Depository**

104. Notwithstanding anything to the contrary contained in these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such Securities.

#### **Distinctive number of securities held in a Depository**

105. Notwithstanding anything to the contrary contained in these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to securities held with a Depository.

#### **Register and index of Beneficial Owners**

106. The Register and Index of Beneficial Owners maintained by Depository under the Depositories Act, 1996, as amended shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.

### **COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS**

107. Copies of the Memorandum and Articles of Association of the Company shall be sent by the Board to every Member at his request within fifteen days of the request on payment of Re. 1/- for each copy.

### **BORROWING POWERS**

#### **Power to borrow**

108. The Board may, from time to time, at its discretion subject to the provisions of these Articles, Section 73 to 76, 179, 180 of the Act or Applicable Law, raise or borrow, either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purpose of the Company; by a resolution of the Board, or where a power to delegate the same is available, by a decision/resolution of such delegate, provided that the Board shall not without the requisite sanction of the Company in General Meeting borrow any sum of money which together

with money borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate for the time being of the paid up Capital of the Company and its free reserves.

### **Conditions on which money may be borrowed**

109. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by the issue of bonds, or other Securities, or any mortgage, or other security on the undertaking of the whole or any part of the property of the Company (both present and future including its uncalled capital for the time being).

### **Terms of issue of Debentures**

110. Any Debentures, Debenture stock, bonds or other Securities may be issued on such terms and conditions as the Board may think fit. Provided that Debenture with a right to allotment or conversion into shares shall be issued in conformity with the provisions of Section 62 of the Act. Debentures, Debenture stock, bonds and other securities may be made assignable free from any equities from the Company and the person to whom it may be issued. Debentures, Debenture- stock, bonds or other securities with a right of conversion into or allotment of shares shall be issued only with such sanctions as may be applicable.

### **Instrument of transfer**

111. Save as provided in Section 56 of the Act, no transfer of Debentures shall be registered unless a proper instrument of transfer duly executed by the transferor and transferee has been delivered to the Company together with the certificate or certificates of the Debentures: Provided that the Company may issue non transferable Debentures and accept an assignment of such instruments.

### **Delivery of certificates**

112. Deliver by the Company of certificates upon allotment or registration of transfer of any Debentures, Debenture stock or bond issued by the Company shall be governed and regulated by Section 56 of the Act.

### **Register of charge, etc.**

113. The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages, Debentures and charges specifically affecting the property of the Company, and shall cause the requirements of Sections 77 to 87 of the Act, both inclusive of the Act in that behalf to be duly complied with, so far as they are ought to be complied with by the Board.

### **Register and index of Debenture holders**

114. The Company shall, if at any time it issues Debentures, keep Register and Index of Debenture holders in accordance with Section 88 of the Act. The Company shall have the power to keep in any State or Country outside India a Branch Register of Debenture-stock, resident in that State or Country.

## **GENERAL MEETINGS**

### **Annual General Meeting**

115. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year.

116. Every Annual General Meeting shall be called during business hours, that is, between 9 a.m. and 6 p.m. on any day that is not a national holiday and shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situated.

117. In the case of an Annual General Meeting, all businesses to be transacted at the meeting shall be deemed special, with the exception of business relating to:

- i. the consideration of financial statements and the reports of the Board of Directors and the Auditors;
- ii. the declaration of any Dividend;
- iii. the appointment of Directors in place of those retiring;
- iv. the appointment of, and the fixing of the remuneration of the Auditors

### **Extra-Ordinary General Meeting**

118. All general meetings other than Annual General Meeting shall be called extraordinary general meeting.

119. In case of meeting other than Annual General Meeting, all business shall be deemed special.

120. The Board may, whenever it thinks fit, call an extraordinary general meeting.

### **Postal Ballot**

121. Where permitted or required by Applicable Law, Board may, instead of calling a meeting of any members/ class of members/ Debenture-holders, seek their assent by Postal ballot. Such Postal ballot will comply with the provisions of the Act and rules made thereunder in this behalf.

### **Voting by electronic mode**

122. A member may exercise his vote at a General Meeting by electronic mode in accordance with Section 108 of the Companies Act 2013 and rules made thereunder.

### **Calling of general meeting on requisition**

123. The Board may, call an Extraordinary General Meeting upon receipt of a written requisition from any member or members holding in the aggregate not less than one-tenth of such of the paid-up Capital as at the date carries the right of voting in regard to the matter in respect of which the requisition has been made.

124. Any meeting called as above by the requisitionists shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board.

### **Notice of General Meetings**

125. At least 21 clear days' notice of every General Meeting, specifying the day, date, place and hour of meeting, containing a statement of the business to be transacted thereat, shall be given, either in writing or through Electronic Mode, to every member or legal representative of any deceased member or the assignee of an insolvent member, every Auditor(s) and Director of the Company. Any accidental omission to give any such notice as aforesaid to any

of the members, or the non receipt thereof, shall not invalidate the holding of the meeting or any resolution passed at any such meeting.

126. A General Meeting may be called at a shorter notice if consented to in writing or by any Electronic Mode by not less than 95% of the Members entitled to vote at such meeting.

#### **Meeting not to transact business not mentioned in notice**

127. No General Meeting, Annual or Extraordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices upon which it was convened.

#### **Quorum at General Meeting**

128. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

129. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in Section 103 of the Act

130. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act.

131. If, at the expiration of half an hour from the time appointed for holding a meeting of the Company, quorum is not present, the meeting, if convened by or upon the requisition of members, shall stand dissolved, but in any other case the meeting shall stand adjourned to the same day in the next week or, if that day is a National holiday, until the next succeeding day which is not a National holiday, at the same time and place, or to such other day and at such other time and place as the Board may determine and if at such adjourned meeting a quorum is not present at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be quorum and may transact the business for which the meeting was called. Provided, however, that no separate notice to members of such an adjourned meeting would be necessary if such meeting is held on the same day in the next week at the same time or place in accordance with these articles.

#### **Chairperson at General Meetings**

132. The Chairman (if any) of the Board of Directors, or in his absence, the Vice Chairman or in the absence of both, the Managing Director of the Company shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary.

133. If there is no such Chairperson of the Board or Vice Chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson of the meeting, the Directors present shall elect one among themselves to be Chairperson of the meeting.

134. If at any meeting no Director is willing to act as Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of themselves to be Chairperson of the meeting.

135. No business shall be discussed at any General Meeting except the election of a Chairperson, while the chair is vacant.

#### **Adjournment of Meeting**

136. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

137. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

138. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

139. Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **Voting rights**

140. No member shall be entitled to vote either personally or by proxy, at any General Meeting or Meeting of a class of shareholders in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or, in regard to which the Company has, and has exercised any right of lien.

141. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

i. on a show of hands, every member present in person shall have one vote; and

ii. on a poll, the voting rights of members shall be in proportion to his Share in the paid-up equity Share Capital of the Company.

iii. A member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.

142. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

143. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

144. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.

145. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

146. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

147. If a poll is demanded as aforesaid, the same shall, be taken at such time (not later than forty-eight hours from the time when the demand was made) and place in the city or town in which the Office of the Company is for the time being situate and either by open voting or by ballot, as the Chairman shall direct, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the person or person who made the demand.

148. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

### **Chairman's casting vote**

149. In the case of an equality of votes, the Chairperson shall, both on a show of hands and at a poll (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a member.

### **Proxy**

150. Subject to the provisions of these Articles, votes may be given either personally or by proxy. A body corporate being a member may vote by a representative duly authorised in accordance with Section 113 of the Act, and such representative shall be entitled to exercise the same rights and powers (including the rights to vote by proxy) on behalf of the body corporate which he represents as the body could exercise if it were an individual member.

151. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

152. Every proxy (whether a member or not) shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a body corporate, under the Common Seal of such corporate, or be signed by an officer or any attorney duly authorised by it, and any committee or guardian may appoint such proxy. An instrument appointing a proxy shall be in the form as prescribed in terms of Section 105 of the Act.

153. A member present by proxy shall be entitled to vote only on a poll, except where Applicable Law provides otherwise.

154. The proxy so appointed shall not have any right to speak at the meeting.

155. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **Passing of resolution by Postal ballot**

156. Where permitted or required by the Act, Board may, instead of calling a meeting of any Members/ class of Members/ Debenture-holders, seek their assent by Postal ballot. Such Postal ballot will comply with the provisions of Applicable Law in this behalf.

157. Where permitted/required by Applicable Law, Board may provide Members/ Members of a class/ Debenture-holders right to vote through e-voting, complying with Applicable Law.

158. Notwithstanding anything contained in the foregoing, the Company shall transact such business, follow such procedure and ascertain the assent or dissent of Members for a voting conducted by Postal ballot, as may be prescribed by Section 110 of the Act and rules made thereunder.

159. In case of resolutions to be passed by Postal ballot, no meeting needs to be held at a specified time and space requiring physical presence of Members to form a quorum.

### **Maintenance of records and Inspection of minutes of General Meeting by Members**

160. Where permitted/required by the Act, all records to be maintained by the Company may be kept in electronic form subject to the provisions of the Act and rules made thereunder. Such records shall be kept open to inspection in the manner as permitted by the Act and Applicable Law. The term 'records' would mean any register, index, agreement, memorandum, minutes or any other document required by the Act and Applicable Law made there under to be kept by the Company.

161. The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.

162. Any such minutes shall be evidence of the proceedings recorded therein and shall contain a fair and correct summary of the proceedings thereat.

163. Each page of every such book shall be initialed or signed and the last page of the record of proceedings of such meeting in such books shall be dated and signed by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or non availability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.

164. In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

165. Nothing herein contained shall require or be deemed to require the inclusion in any such minutes of any matter which in the opinion of the 'Chairman of the meeting :

- (a) is or could reasonably be regarded, as, defamatory of any person or
- (b) is irrelevant or immaterial to the proceeding, or
- (c) is detrimental to the interest of the Company.

The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.

166. The book containing the minutes of proceedings of General Meetings shall be kept at the registered office of the Company and shall be open during business hours, for such periods not being less than 2 hours on any day, as may be fixed by the Managing Director or Company Secretary from time to time, to the inspection of any Member without charge.

167. Any Member of the Company shall be entitled to a copy of minutes of the General Meeting on receipt of a specific request and at a fee of Rs. 10/- (rupees ten only) for each page, or such higher amount as the Board may determine, as permissible by Applicable Law.

#### **BOARD OF DIRECTORS**

168. The number of Directors of the Company which shall be not less than 3 (three) and not more than 15 (Fifteen). However, the Company may appoint more than 15 Directors after passing a Special Resolution.

The following shall be the first directors of the company:-

- 1. MRS. MADHUSMITA MOHANTY
- 2. MRS. SUPRIYA MISHRA

The composition of the Board shall be in accordance with the provisions of Section 149 of the Act and other Applicable Laws. Provided that where there are temporary gaps in meeting the requirements of Applicable Law pertaining to composition of Board of Directors, the remaining Directors shall (a) be entitled to transaction business



for the purpose of attaining the required composition of the Board; and (b) be entitled to carry out such business as may be required in the best interest of the Company in the meantime.

### **Board's power to appoint Additional Directors**

169. Subject to the provisions of Sections 149, 152 and 161 of the Act and Applicable Laws, the Board shall have power at any time, and from time to time, to appoint a person as an additional Director, provided the number of the Directors and additional Directors together shall not at any time exceed the maximum strength fixed for the Board by these Articles.

170. Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a Director at that meeting subject to the provisions of the Act.

### **Nominee Directors**

171. The Company shall, subject to the provisions of the Act and these Articles, may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its shareholding in a Government company.

172. In the event of Company borrowing any money from any financial corporation or institution or Government or any Government body or a collaborator, bank, person or persons or from any other source, while any money remains due to them or any of them, the lender concerned may have and may exercise the right and power to appoint, from time to time, any person or persons to be a Director or Directors of the Company.

173. A nominee Director may at any time be removed from the office by the appointing authority who may from the time of such removal or in case of death or resignation of person, appoint any other or others in his place. Any such appointment or removal shall be in writing, signed by the appointer and served on the Company. Such Director need not hold any qualification shares.

### **Appointment of Alternate Directors**

174. Subject to the provisions of Section 161(2) of the Act, the Board may appoint an Alternate Director to act for a Director (hereinafter called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an Alternate Director in place of an Independent Director unless he is qualified to be appointed as an Independent Director under the Act and Applicable Law. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. If the terms of office of the Original Director are determined before he so returns to India, any provisions in the Act or in these Articles for the automatic reappointment of any retiring Director in default of another appointment shall apply to the Original Director, and not to the Alternate Director.

For the purpose of absence in the Board meetings in terms of Section 167 (1) (b) of the Act, the period during which an Original Director has an Alternate Director appointed in his place, shall not be considered.

### **Board's power to fill casual vacancies**

175. Subject to the provisions of Sections 152(7), 161(4) and 169(7) of the Act, the Board shall have power at any time and from time to time to appoint any other qualified person to be a Director to fill a casual vacancy. Any person so appointed shall hold office only up to the date to which the Director in whose place he is appointed would have held office if it had not been vacated by him.

176. If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned until the same day in the next week, at the same time and place in accordance with the provisions of Section 152(7) of the Act.

177. If at the adjourned meeting also, the vacancy caused by the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be so deemed to have been reappointed at the adjourned meeting, unless :

i. at that meeting or at the previous meeting the resolution for the reappointment of such Director has been put to the meeting and lost;

ii. the retiring Director has, by a notice in writing addressed to the Company or its Board expressed his unwillingness to be so reappointed;

iii. he is not qualified or is disqualified for appointment;

iv. a resolution whether special or ordinary, is required for the appointment or reappointment by virtue of any provisions of the Act; or

v. the provision of Section 162 of the Act is applicable to the case.

### **Independent Directors**

178. The Company shall appoint such number of Independent Directors as required by the Act and other Applicable Laws and the Company and Independent Directors are required to abide by the provisions specified in Schedule IV of the Act.

179. Any casual vacancy in the post of an Independent Director caused by way of removal, resignation, death, vacation of office under Section 167 of the Act and Applicable Law, removal from Directorship pursuant to any court order or due to disqualification under Section 164 of Act shall be filled by following the process laid down in the Act and rules made thereunder. No such casual vacancy shall prejudice the functioning of the Board during the intervening period.

180. An Independent Director shall be held liable, only in respect of such acts of omission or commission by a Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.

181. The provisions relating to retirement of Directors by rotation shall not be applicable to appointment of Independent Directors.

### **Chairman & Managing Director**

182. The Managing Director, if any, may also be appointed by the Board as the Chairperson of the Company and may be designated as the Chairman and Managing Director of the Company.

### **Retirement and rotation of Directors**

183. At least two-thirds of the total number of Directors, excluding Independent Directors, be persons whose period of office is liable to determination by retirement of directors by rotation (hereinafter called "the Rotational Directors").

184. At every Annual General Meeting of the Company, one-third of the Rotational Directors, or if their number is not three or a multiple of three, then, the number nearest to one-third, shall retire from office.

185. A retiring Director shall be eligible for re-election.

### **Resignation of Directors**

186. Subject to the provisions of the Act, a Director may resign from his office by giving a notice in writing to the Company and Board shall take note of the same.

Provided that the provisions regarding resignation of Managing Director or a Whole-time Director or any Executive Director who has any terms of employment with the Company shall be governed by such terms.

187. The resignation of a Director shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the Director in the notice, whichever is later:

#### **Removal of Directors**

188. Any Director of the Company, except the one appointed by the National Company Law Tribunal, may be removed by way of Ordinary Resolution before the expiry of his term of office, subject to the provisions of Section 169 of Act.

#### **Remuneration of Directors**

189. Subject to the provisions of Section 197 of the Act, a Director may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

Provided that where the Company takes a Directors' Liability Insurance, specifically pertaining to a particular Director, then the premium paid in respect of such insurance, for the period during which a Director has been proved guilty, will be treated as part of remuneration paid to such Directors.

190. Subject to the provisions of the Act and rules made thereunder, the fees payable to a Director for attending the meetings of the Board or Committee thereof shall be such sum as may be decided by the Board of Directors from time to time. Fee, as may be determined by the Board, may also be paid for attending any separate meeting of the Independent Directors of the Company in pursuance of any provision of the Act.

191. The Board may allow any payment to any director who is not a bonafide resident of the place where the meetings of the Board are ordinarily held and who shall come to such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified; and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any traveling or other expenses incurred in connection with business of the Company.

#### **Directors may act notwithstanding any vacancies on Board**

192. The continuing Directors may act notwithstanding any vacancy in their body but if, and so long as their number is reduced below the minimum number fixed by Article 171 hereof, the continuing Directors may act for the purpose of increasing the number of Directors to the minimum number fixed by the Article 176 hereof or for summoning a General Meeting for the purpose increasing the number of Directors to such minimum number, but for no other purpose.

#### **Vacation of office of Director**

193. The office of a Director shall ipso facto be vacated:

- i. on the happening of any of the events as specified in Section 167 of the Act.
- ii. if a person is a Director of more than the number of Companies as specified in the Act at a time;
- iii. in the case of alternate Director, on return of the original Director in terms of Section 161 of the Act;
- iv. having been appointed as a Director by virtue of his holding any office or other employment in the holding, subsidiary or associate company, he ceases to hold such office or other employment in that company;

- v. if he is removed in pursuance of Section 169 of the Act;
- vi. any other disqualification that the Act for the time being in force may prescribe.

#### **Notice of candidature for office of Directors except in certain cases**

194. No person not being a retiring Director, shall be eligible for appointment to the office of Director at any General Meeting unless he or some Member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the registered office of the Company a notice in writing under his hand signifying his candidature for the office of Director or the intention of such Member to propose him as a candidate for that office along with the requisite deposit of such sum as prescribed under the Act and rules made thereunder.

195. Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 of the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director, shall sign and file with the Company, the consent in writing to act as a Director, if appointed.

196. A person other than a Director reappointed after retirement by rotation immediately on the expiry of his term of office, or an Additional or Alternate Director, or a person filling a casual vacancy in the office of a Director under Section 161 of the Act, appointed as a Director or reappointed as an Additional or Alternate Director, immediately on the expiry of his term of office, shall not act as a Director of the Company unless he has submitted consent in writing to act as a Director of the Company and the same is filed with the Registrar within thirty days of his appointment.

#### **Director may contract with the Company**

197. Subject to Applicable Law, a Director or any Related Party as defined in Section 2 (76) of the Act or other Applicable Law may enter into any contract with Company for the sale, purchase or supply of any goods, materials, or services, or other contract involving creation or transfer of resources, obligations or services, subject to the compliance with the Act and rules made thereunder and other Applicable Law.

198. Unless so required by the Act, no sanction shall, however, be necessary for any contracts with a related party on entered into on arm's length basis. Where a contract complies with such conditions or indication of arm's length contracts as laid down in a policy on related party transactions framed by the Board and approved by a general meeting, the contract shall be deemed to be a contract entered into on arm's length basis.

#### **Disclosure of interest**

199. A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184(2) of the Act; provided that it shall not be necessary for a Director to disclose his concern or interest in any contract or arrangement entered into or to be entered into with any other body corporate where the Director of the Company either himself or in association with any other Director hold or holds less than two per cent of the shareholding in such other body corporate.

#### **Interested Director not to participate or vote in Board's proceeding**

200. Subject to the provisions of Section 184 of the Act, no Director shall as Director take any part in the discussion of, or vote on any contract or arrangement entered into by or on behalf of the Company, if he is in any way whether directly or indirectly concerned or interested in such contract or arrangement; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void. Provided however, that nothing herein contained shall apply to:-

(a) any contract of indemnity against any loss which the Directors or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company.

(b) any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely :

a. in his being:

i. a director in such company, and

ii. the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a Director thereof, he having been nominated as such Director by the Company; OR

b. in his being a member holding not more than 2% of its paid-up share capital.

### **Register of contracts in which Directors are interested**

201. The Company shall keep a Register in accordance with Section 189 (1) of the Act and Applicable Law. The Register shall be kept at the registered office of the Company and shall be preserved permanently be kept in the custody of the Managing Director of the Company or any other person authorized by the Board for the purpose.

202. Such a Register shall be open to inspection at such office, and extracts maybe taken therefrom and copies thereof may be provided to a Member of the Company on his request, within seven days from the date on which such request is made and upon the payment of Rs. 10 (ten rupees) per page, as such higher amount as may be laid by the Board, as permitted by Applicable Law.

### **Register of Directors and Key Managerial Personnel and their shareholding**

203. The Company shall keep at its registered office a register containing the particulars of its Directors and Key Managerial Personnel, which shall include the details of Securities held by each of them in the Company or its holding, subsidiary, subsidiary of Company's holding Company or associate companies in accordance to Section 170 of the Act and Applicable Law.

### **Miscellaneous**

204. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

#### **Directors may be directors of companies promoted by the company.**

205. A Director may be or become a director of any company promoted by the Company or in which it may be interested as a vendor, shareholder, or otherwise, and no such director shall be accountable for any benefits received as director or shareholder of such company except in so far as Section 188 of the Act may be applicable.

## **PROCEEDINGS OF THE BOARD**

### **Meetings of Board**

206. The Directors may meet together as a Board from time to time for the conduct and dispatch of the business of the Company, adjourn or otherwise regulate its meetings, as it thinks fit.

#### **Notice**

207. A meeting of the Board shall be called by giving not less than seven days' notice in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means.

208. The notice of the meeting shall inform the Directors regarding the option available to them to participate through Electronic Mode, and shall provide all the necessary information to enable the Directors to participate through such Electronic Mode.

#### **Shorter Notice**

209. A meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one Independent Director, if any, shall be present at the meeting, or in case of absence of Independent Directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one Independent Director. Where the Company does not have, for the time being, any Independent Director, a Board meeting may be called at a shorter notice where such notice is approved by a majority of Directors present at such meeting.

#### **Minimum number of meetings**

210. The Board shall hold four Board Meetings every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings. The Directors may adjourn and otherwise regulate their meetings as they think fit.

#### **Attendance at Board Meeting**

211. Every Director present at any meeting of the Board or of a Committee thereof shall sign his name in a book to be kept for that purpose. The names of Directors who have participated in Board meetings through Electronic Mode shall be entered and initialled by the Managing Director or Company Secretary, stating the manner in which the Director so participated.

#### **When meeting to be convened**

The Managing Director or a Director or a Secretary upon the requisition of Director(s), may at any time convene a meeting of the Directors.

#### **Meetings of Board by Video/audio- visual conferencing**

213. Subject to the provisions of Section 173(2) of the Act and rules made thereunder, the Directors may participate in meetings of the Board by Electronic Mode as the Board may from time to time decide and Directors shall be allowed to participate from multiple locations through modern communication equipments for ascertaining the views of such Directors who have indicated their willingness to participate by such Electronic Mode, as the case may be.

#### **Regulation for meeting through Electronic Mode**

214. The Board may, by way of a resolution passed at a meeting, decide the venues where arrangements may be made by the Company, at the Company's cost, for participation in Board meetings through Electronic Mode, as the case may be, in accordance to the provisions of 173(2) of the Act and Applicable Law. In case of a place other than such places where Company makes arrangements as above, the Chairperson may decline the right of a Director to participate through Electronic Mode in view of concerns of security, sensitivity and confidentiality of Board proceedings. Where the Chairperson so permits a Director to participate from a place other than the designated places where the Company has made the arrangements, the security and confidentiality of the Board proceedings shall be the responsibility of the Director so participating, and the cost and expense in such participation, where agreed to by the Chairperson, may be reimbursed by the Company.

215. Subject as aforesaid, the conduct of the Board meeting where a Director participates through Electronic Mode shall be in the manner as laid down under the Act and rules made thereunder.

### **Chairperson for Board Meetings**

216. The Board may elect a Chairperson of the Company and determine the period for which he is to hold office. Such Chairperson shall be the Chairperson of the Board Meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their numbers to be Chairperson of the meeting.

### **Quorum**

217. The quorum for a meeting of the Board shall be determined from time to time in accordance with the provisions of the Section 174 of the Act. If a quorum is not present within fifteen minutes from the time appointed for holding a meeting of the Board it shall be adjourned until such date and time as the Chairperson of the Board shall decide.

218. The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the Company and for no other purpose.

### **Exercise of powers to be valid in meetings where quorum is present**

219. A meeting of the Board of which a quorum be present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Board, or in accordance with Section 179 (1) of the Act, the powers of the Company.

### **Matter to be decided on majority of votes**

220. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairperson of the Board shall have a second or casting vote.

### **Power to appoint Committee and to delegate powers**

221. The Board may, subject to the provisions of the Act, from time to time and at any time delegate any of its powers to committees consisting of such Director or Directors as it thinks fit, and may from time to time revoke such delegation. Unless a power of the Board is not capable of being delegated, such power may be delegated by the Board to any of its Committees or to any of its officers as the Board may determine.

222. Any committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board.

223. The meetings and the proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto, and are not superseded by any regulations made by the Board.

### **Resolution without Board Meeting/ Resolution by Circulation**

224. Save as otherwise expressly provided in the Act to be passed at a meeting of the Board and subject to Section 175 of the Act or Applicable Laws, a resolution shall be as valid and effectual as if it had been passed at a meeting of the Board or Committee of the Board, as the case may be, duly called and constituted, if a draft thereof in writing is circulated, together with the necessary papers, if any, to all the Directors, or to all the members of the Committee of the Board, as the case may be, at their addresses registered with the Company in India (not being less in number

than the quorum fixed for a meeting of the Board or Committee, as the case may be), and has been approved by a majority of the Directors or members as are entitled to vote on the resolution.

Provided that, where not less than one-third of the total number of Directors of the Company for the time being require that any resolution under circulation must be decided at a meeting, the Chairperson shall put the resolution to be decided at a Board Meeting.

Provided further that where the resolution has been put to vote at a Board Meeting, the consent or dissent of the Directors obtained by way of resolution by circulation shall be rendered void.

#### **Acts of Board / Committee valid notwithstanding formal appointment**

225. All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director and had not vacated his office or his appointment had not been terminated; provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.

#### **Minutes of proceedings of meeting of Board**

226. The Company shall cause minutes of proceedings of every meeting of the Board and Committee thereof to be kept in such form by making within thirty days of the conclusion of every such meeting, entries thereof in the books kept for that purpose with their pages consecutively numbered in accordance to Section 118 of the Act or Applicable Laws.

227. Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairperson of the said meeting or the Chairperson of the next succeeding meeting.

228. In no case shall the minutes of proceedings of a meeting be attached to any such book as aforesaid by a pasting or otherwise, if the minutes are kept in physical form.

229. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

230. Where the meeting of the Board takes place through Electronic Mode, the minutes shall disclose the particulars of the Directors who attended the meeting through such means. The draft minutes of the meeting shall be circulated among all the Directors within fifteen days of the meeting either in writing or in Electronic Mode as may be decided by the Board and/or in accordance with Applicable Laws.

231. Every Director who attended the meeting, whether personally or through Electronic Mode, shall confirm or give his comments in writing, about the accuracy of recording of the proceedings of that particular meeting in the draft minutes, within seven days or some reasonable time as decided by the Board, after receipt of the draft minutes failing which his approval shall be presumed.

232. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meetings.

233. The minutes shall also contain:

- i. The names of the Directors present at the meeting; and



ii. In the case of each resolution passed at the meeting the names of the Directors, if any, dissenting from or not concurring in the resolution.

234. Nothing contained hereinabove shall be deemed to require the inclusion in any such minutes of any matter which, in the opinion of the Chairperson of the meeting :

- i. is, or could reasonably be regarded as defamatory of any person.
- ii. is irrelevant or immaterial to the proceedings; or
- iii. is detrimental to the interest of the Company.

235. The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this Article.

236. Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.

237. Any Director of the Company may requisition for physical inspection of the Board Meeting minutes by giving a prior notice of seven days.

Provided that the Director can requisition to inspect Board Meeting minutes only for the period that he is on the Board of the Company.

Provided further that the physical inspection shall be done solely by the Director himself and not by his authorised representative or any power of attorney holder or agent.

#### **Powers of Board**

238. The Board may exercise all such powers of the Company and do all such acts, and things as are not, by the Act and Applicable Law made thereunder, or any other Act, or by the Memorandum, or by these Articles of the Company, required to be exercised by the Company in General Meeting subject nevertheless to these Articles, to the provisions of the Act and the rules made thereunder, or any other Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

239. The Board may, subject to the Act, also give a loan to a Director or any entity in which the Director is interested. Where any sum of money is payable by a Director, the Board may allow such time for payment of the said money as is acceptable within customary periods for payment of similar money in contemporaneous commercial practice. Grant of such period for payment shall not be deemed to be a "loan" or grant of time for the purpose of sec 180 (1) (d) of the Act and Applicable Law.

240. The Board may subject to Section 186 of the Act and provisions of Applicable Law made thereunder shall by means of unanimous resolution passed at meeting of Board from time to time, invest, provide loans or guarantee or security on behalf of the Company to any person or entity.

#### **Restriction on powers of Board**

241. Board of Directors should exercise the following powers subject to the approval of Company by a Special Resolution:

i. To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

ii. To invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;

iii. To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up Share Capital and free-reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

iv. To remit, or give time for the repayment of, any debt due from a Director.

#### **Contribution to charitable and other funds**

242. The Board of Directors of a Company may contribute to bona fide charitable and other fund. A prior permission of the Company in general meeting (ordinary resolution) shall be required for if the aggregate of such contributions in a financial year exceeds 5 % (five percent) of its average net profits for the three immediately preceding financial years.

#### **Absolute powers of Board in certain cases**

243. Without prejudice to the general powers conferred by Section 179(3) of the Act or Applicable Laws made thereunder and the last preceding Article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in these Articles or the Applicable Law, it is hereby declared that the Directors shall have the following powers; that is to say, power :

- i. To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
- ii. To pay any or interest lawfully payable there out under the provisions of Section 40 of the Act.
- iii. To act jointly and severally in all on any of the powers conferred on them.
- iv. To appoint and nominate any Person(s) to act as proxy for purpose of attending and/or voting on behalf of the Company at a meeting of any Company or association.
- v. To comply with the provisions of Applicable Law which in their opinion shall, in the interest of the Company be necessary or expedient to comply with.
- vi. To make, vary and repeal bye-laws for regulation of business of the Company and duties of officers and servants.
- vii. Subject to Sections 179 and 188 of the Act to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.
- viii. Subject to the provisions of the Act and Applicable Laws, to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in Shares, bonds, Debentures, mortgages, or other securities of the Company, and such Shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon all or any part of the property of the Company and its uncalled Capital or not so charged;
- ix. To secure the fulfilment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled Capital for the Company being or in such manner as they may think fit;
- x. To accept from any member, as far as may be permissible by law, a surrender of his Shares or any part thereof, on such terms and conditions as shall be agreed;
- xi. To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular buy the issue of Debenture or Debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future).
- xii. To open and deal with current account, overdraft accounts with any bank/banks for carrying on any business of the Company.
- xiii. To appoint any Person (whether incorporated or not) to accept and hold in trust for the Company and property belonging to the Company, in which it is interested, or for any other purposes; and execute such deeds and do all such things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees;

- xiv. To institute, conduct, defend, compound, refer to arbitration or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due, and of any claim or demands by or against the Company.
- xv. To refer any claims or demands or differences by or against the Company or to enter into any contract or agreement for reference to arbitration, and observe, enforce, perform, compound or challenge such awards and to take proceedings for redressal of the same.;
- xvi. To act as trustees in composition of the Company's debtors and/or act on behalf of the Company in all matters relating to bankrupts and insolvents;
- xvii. To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company.
- xviii. Subject to the provisions of Sections 179 and 186 of the Act, to invest and deal with any moneys of the Company not immediately required for the purpose thereof upon such security (not being Shares of this Company), or without security and in such manner as they think fit, and from time to time to vary the size of such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name;
- xix. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.
- xx. To determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, Dividends, warrants, releases, contracts and documents and to give the necessary authority for such purpose;
- xxi. Subject to provisions of Applicable Law, to give a Director or any officer or any other person whether employed or not by the Company, Share or Shares in the profits of the Company, commission on the profits of any particular business or transaction; and to charge such bonus or commission as part of the working expenses of the Company;
- xxii. To provide for the welfare of Directors or ex- Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or by grants of money, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident and other associations, institutions; funds or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit;
- xxiii. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of public and general utility or otherwise;
- xxiv. Before recommending any Dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to Depreciation Fund, or to an Insurance Fund, or as a Reserve Fund, or Sinking fund, or any Special Fund to meet contingencies or to repay Debentures or Debenture stock, or for special Dividends or for equalized Dividends or for repairing, improving, extending and maintaining any of the property of the Company or for such other purpose (including the purposes referred to in the preceding clause), as the Board may, in their absolute discretion, think conducive to the interest of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as required to be invested upon such investments (other than Shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expand all or any part thereof for the benefit of the Company, in such manner and for such purpose as the Board in their absolute discretion think conducive to the interest of the Company, notwithstanding that the matters to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the reserve into such special Funds as the Board may think fit, with full power to transfer the whole, or any portion of a Reserve Fund or division of a Reserve Fund to another Reserve Fund or division, of a Reserve Fund and with full power to employ the assets constituting all or any of the above Funds, including the Depreciation Fund, in the business of the Company or in the purchase or repayment of Debentures or Debenture stock,

and without being bound to keep the same, separate from the other assets ,and without being bound to pay interest on the same with power, however, to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.

- xxv. Subject to the provisions of the Act to appoint, and at their discretion remove or suspend such general managers, managers, secretaries, assistants, supervisor, clerks, agents and servants of permanent, temporary or special services as they may for time to time think fit, and to determine their powers and duties and fix their salaries or emoluments or remuneration, and to require security in such instances and to such amount as they may think fit also from time to time provide for the management and transaction of the affairs of the Company in any specified locality in India, or elsewhere in such manner as they think fit; and the provisions contained in the four next following sub- clauses shall be without prejudice to the general powers conferred by this sub-clause.
- xxvi. To comply with the requirements of any local law which in their opinion it shall, in the interest of the Company, be necessary of expedient of comply with;
- xxvii. Subject to applicable provisions of the Act and Applicable Law made thereunder, to appoint purchasing and selling agents for purchase and sale of Company's requirement and products respectively.
- xxviii. From time to time and at any time to establish any local board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to the members of such local boards and to fix their remuneration.
- xxix. Subject to Section 179 & 180 of the Act from time to time and at any time, delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Board, other than their power to make calls or to make loans or borrow or moneys, and to authorise the Members for the time being of any such local board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation.
- xxx. At any time and from time to time by power of attorney under the Seal of the Company, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these presents and excluding the powers to make calls and excluding also, except in their limits authorised by the Board, the power to make loans and borrow money') and for' such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board thinks fit) be made in favour of the members or any of the Members of any Local Board, established as aforesaid or in favour of any Company, or the Share holders, Directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly by the Board and any such power of Attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit and may contain powers enabling any such delegates or attorneys as aforesaid to sub- delegate all or any of the powers, authorities and discretions for the time being vested in them;
- xxxi. Subject to Sections 184 and 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into all such contracts, agreements and to execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient;
- xxxii. Subject to the provisions of the Act, the Board may pay such remuneration to Chairperson / Vice Chairperson of the Board upon such conditions as they may think fit.
- xxxiii. To take insurance of any or all properties of the Company and any or all the employees and their dependants against any or all risks.
- xxxiv. To take insurance on behalf of its managing Director, whole-time Director, manager, Chief Executive Officer, Chief Financial Officer or Company Secretary or any officer or employee of the Company for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company.

**MANAGING DIRECTOR**  
**Board may appoint Managing Director(s)**

244. Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint from time to time any of its member or members as Managing Director(s) of the Company for fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit and subject to the provisions of these Articles the Board may by resolution vest in such Managing Director(s) such of the powers hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as it may determine.

245. Subject to the Article above, the powers conferred on the Managing Director shall be exercised for such objects and purpose and upon such terms and conditions and with such restrictions as the Board may think fit and it may confer such powers either collateral with or to the exclusion of and in substitution of all or any of the powers of the Board in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### **Restriction on Management**

246. The Board of Directors may, subject to Section 179 of the Act, entrust to and confer upon a Managing or whole time Director any of the powers exercisable by them, upon such terms and conditions and with such restrictions, as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers.

#### **Remuneration to Managing Directors/Whole time Directors**

247. A Managing or whole time Director may be paid such remuneration, whether by way of monthly payment, fee for each meeting or participation in profits, or by any or all these modes, or any other mode not expressly prohibited by the Act, as the Board of Directors may determine.

#### **CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER**

248. Subject to the provisions of the Act and rules made thereunder, the Board may appoint a Chief Executive Officer, Manager, Company Secretary or Chief Financial officer, at such remuneration and upon such conditions as it may think fit; and any Chief Executive Officer, manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution at a Board Meeting.

Subject to the article above, the powers conferred on the CEO shall be exercised for such objects and purpose and upon such terms and conditions and with such restrictions as the Board may think fit and it may confer such powers either collateral with or to the exclusion of and in substitution of all or any of the powers of the Board in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### **POWER TO AUTHENTICATE DOCUMENTS**

249. Any Director or the Company Secretary or any officer appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any books, records, documents and accounts relating to the business of the Company and to certify copies or extracts thereof; and where any books, records documents or accounts are then, at the office, the local manager or other officer of the Company having the custody thereof, shall be deemed to be a person appointed by the Board as aforesaid.

250. Document purporting to be a copy of resolution of the Board or an extract from the minutes of meeting of the Board which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be that extract is a true and accurate records of a duly constituted meeting of the Directors.

## **THE SEAL**

251. The Board shall provide a common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given. The Company shall also be at liberty to have an official Seal for use in any territory, district or place outside India.

252. The Seal of the Company shall not be affixed to any instrument except in the presence of either one director or Key Managerial Personnel or any other officer authorized by the Board and that one director or KMP or Officer shall sign every instrument to which the seal of the Company is so affixed in his presence. The Board shall provide for the safe custody of the Seal.

## **MANAGEMENT OUTSIDE INDIA AND OTHER MATTERS**

253. Subject to the provisions of the Act the following shall have effect:

- i. The Board may from time to time provide for the management of the affairs of the Company outside India (or in any specified locality in India) in such manner as it shall think fit and the provisions contained in the four next following paragraphs shall be without prejudice to the general powers conferred by this paragraph.
- ii. Subject to the provisions of the Act, the Board may at any time establish any local Directorate for managing any of the delegation or affairs of the Company outside India, and may appoint any person to be member of any such local Directorate or any manager or agents and may fix their remuneration and, save as provided in the Act, the Board may at any time delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board and such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit and the Board may at any time remove any person so appointed and annual or vary any such delegations.
- iii. The Board may, at any time and from time to time by power of attorney under Seal, appoint any person to be the attorney of the Company for such purposes and with such powers, authorities and discretions not exceeding those which may be delegated by the Board under the Act and for such period and subject to such conditions as the Board may, from time to time, think fit, and such appointments may, if the Board thinks fit, be made in favour of the members or any of members of any local Directorate established as aforesaid, or in favour of the Company or of the members, Directors, nominees or officers of the Company or firm or In favour of any fluctuating body of persons whether nominated directly or indirectly by the Board, and any such Power of Attorney may contain such provisions for the protection or convenience of persons dealing with such attorneys as the Board thinks fit.
- iv. Any such delegate or Attorney as aforesaid may be authorized by the Board to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.
- v. The Company may exercise the power conferred by the Act with regard to having an Official seal for use abroad, and such powers shall be vested in the Board, and the Company may cause to be kept in any state or country outside India, as may be permitted by the Act, a Foreign Register of Member or Debenture holders residents in any such state or country and the Board may, from time to time make such regulations not being inconsistent with the provisions of the Act, and the Board may, from time to time make such provisions as it may think fit relating thereto and may comply with the requirements of the local law and shall In any case comply with the provisions of the Act.

## **DIVIDENDS AND RESERVE**

### **Division of profits**

254. The profits of the Company, subject to any special rights as to Dividends or authorized to be created by these Articles, and subject to the provisions of these Articles shall be divisible among the members in proportion to the amount of Capital paid-up on the shares held by them respectively.

### **The Company in general meeting may declare a Dividend**

255. The Company in general meeting may declare Dividends to be paid to members according to their respective rights, but no Dividend shall exceed the amount recommended by the Board; the Company in general meeting may, however declare a smaller Dividend. No Dividend shall bear interest against the Company.

#### **Dividend only to be paid out of profits**

256. The Dividend can be declared and paid only out of the following profits;

- i. Profits of the financial year, after providing depreciation as stated in Section 123(2) read with Schedule II and Applicable Laws.
- ii. Accumulated profits of the earlier years, after providing for depreciation under Section 123(2) read with Schedule II and Applicable Laws.
- iii. Out of money provided by Central or State Government for payment of Dividend in pursuance of a guarantee given by the Government.

If the Company has incurred any loss in any previous financial year or years, the amount of the loss or any amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the Dividend is proposed to be declared or paid or against the profits of the Company for any previous financial year or years arrived at in both cases after providing for depreciation in accordance with the provisions of Section 123(2) of the Act or Applicable Law, or against both.

#### **Transfer to reserve**

257. The Board may, before recommending any Dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising Dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.

258. Such reserve, being free reserve, may also be used to declare Dividends in the event the Company has inadequate or absence of profits in any financial year, in accordance to Section 123 of the Act and Applicable Law made in that behalf. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

#### **Interim Dividend**

259. Subject to the provisions of Section 123 of the Act and Applicable Law, the Board may from time to time pay to the Members such interim Dividends as appear to it to be justified by the profits of the Company.

#### **Calls in advance not to carry rights to participate in profits**

260. Where Capital is paid in advance of calls such Capital may carry interest but shall not in respect thereof confer a right to Dividend or participate in profits.

#### **Payment of pro rata Dividend**

261. All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the Dividend is paid; but if any Share is issued on terms providing that it shall rank for Dividend as from a particular date such Share shall rank for Dividend accordingly.

#### **Deduction of money owed to the Company**

262. The Board may deduct from any Dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

#### **Rights to Dividend where shares transferred**

263. A transfer of Share shall not pass the right to any Dividend declared thereon before the registration of the transfer.

#### **Dividend to be kept in abeyance**

264. The Board may retain the Dividends payable in relation to such Shares in respect of which any person is entitled to become a Member by virtue of transmission or transfer of Shares and in accordance sub-Section (5) of Section 123 of the Act or Applicable Law. The Board may also retain Dividends on which Company has lien and may apply the same towards satisfaction of debts, liabilities or engagements in respect of which lien exists.

#### **Notice of Dividend**

265. Notice of any Dividend that may have been declared shall be given to the persons entitled to Share therein in the manner mentioned in the Act.

#### **Manner of paying Dividend**

266. Any Dividend, interest or other monies payable in cash in respect of shares may be paid by any Electronic Mode to the shareholder entitled to the payment of the Dividend, or by way of cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

267. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or Warrant or pay-slip or receipt lost in transmission, or for any Dividend lost to the member of person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any pay-slip or receipt or the fraudulent recovery of the Dividend by any other means.

#### **Receipts for Dividends**

268. Any one of two or more joint holders of a Share may give effective receipts for any Dividends, bonuses or other monies payable in respect of such Share.

#### **Non-forfeiture of unclaimed Dividend**

269. No unclaimed Dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with the provision of Sections 124 and 125 of the Act in respect of all unclaimed or unpaid Dividends.

### **ACCOUNTS**

#### **Directors to keep true accounts**

270. The Company shall keep at the registered office or at such other place in India as the Board thinks fit, proper books of account and other relevant books and papers and financial statement for every financial year in accordance with Section 128 of the Act.



271. Where the Board decides to keep all or any of the Books of Account at any place in India other than the registered office of the Company the Company shall within seven days of the decision file with the Registrar a notice in writing giving, the full address of that other place.

272. The Company shall preserve in good order the books of account relating to the period of not less than eight years preceding the current year together with the vouchers relevant to any entry in such Books of Account.

273. Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the preceding Article if proper Books of Account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns made up to date at intervals of not more than three months are sent by the branch office to the Company at its registered office or at any other place in India, at which the Company's Books of Account are kept as aforesaid.

274. The books of account shall give a true and fair view of the state of affairs of the Company or branch office, as the case may be, and explain its transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting. The Books of Account and other books and papers shall be open to inspection by any Directors during business hours.

### **Preparation of revised financial statements or Boards' Report**

275. Subject to the provisions of Section 131 of the Act and the Applicable Law made thereunder, the Board may require the preparation of revised financial statement of the Company or a revised Boards' Report in respect of any of the three preceding financial years, if it appears to them that (a) the financial statement of the Company or (b) the report of the Board do not comply with the provisions of Section 129 or Section 134 of the Act.

#### **Places of keeping accounts**

276. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being Directors.

277. No member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

### **AUDIT**

#### **Auditors to be appointed**

278. Statutory Auditors and Cost Auditors, if any, shall be appointed and their rights and duties regulated in accordance with Sections 139 to 148 of the Act and Applicable Laws. Where applicable, a Secretarial Auditor shall be appointed by the Board and their rights and duties regulated in accordance with Sections 204 of the Act and Applicable Laws.

279. Subject to the provisions of Section 139 of the Act and rules made thereunder, the Statutory Auditors of the Company shall be appointed for a term of five consecutive years (in case Auditor is an Individual) or two terms of five consecutive years (in case Auditor is an Audit Firm) as the case may be, subject to ratification by members at every annual general meeting. Provided that the Company may, at a General Meeting, remove any such Auditor or all of such Auditors and appoint in his or their place any other person or persons as may be recommended by the Board, in accordance with Section 140 of the Act or Applicable Laws.

#### **Remuneration of Auditors**

280. The remuneration of the Auditors shall be fixed by the Company in Annual general meeting or in such manner as the Company in general meeting may determine.

### **DOCUMENTS AND NOTICES**

#### **Service of documents and notice**

281. A document or notice may be served or given by the Company on any member either personally or sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Company for serving documents or notices on him or by way of any electronic transmission, as prescribed in Section 20 of the Act and rules made thereunder.

282. Where a document or notice is sent by post, services of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a member has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of the doing so, service of the documents or notice shall not be deemed to be effected unless it is sent in the manner intimated by the member and such service shall be deemed to have been effected in the case of Notice of a meeting, at the expiration of forty-eight hours after the letter containing the document or notice is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

#### **Newspaper advertisement of notice to be deemed duly serviced**

283. A document or notice advertised in a newspaper circulating in the neighbourhood of the registered office of the Company shall be deemed to be duly served or sent on the day on which the advertisement appears to every member who has no registered address in India and has not supplied to the Company an address within India for serving of documents on or the sending of notices to him.

#### **Notice to whom served in case of joint shareholders**

284. A document or notice may be served or given by the Company on or given to the joint-holders of a Share by serving or giving the document or notice on or to the joint-holders named first in the Register of Members in respect of the Share.

#### **Notice to be served to representative**

285. A document or notice may be served or given by the Company on or to the persons entitled to a Share in consequence of the death or insolvency of a member by sending it through post in a prepaid letter addressed to him or them by name or by the title of representatives of the deceased or assignee of the insolvent or by any like description, at the address if any) in India supplied for the purpose by the persons claiming to be entitled, or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.

#### **Service of notice of General Meetings**

286. Documents or notices of every General Meeting shall be served or given in the same manner hereinbefore on or to (a) every member of the Company, legal representative of any deceased member or the assignee of an insolvent member, (b) every Director of the Company and (c) the Auditor(s) for the time being of the Company. The accidental omission to give notice or the non-receipt of notice by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.

#### **Members bound by notice**

287. Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such shares, previously to his name and address being entered on the Register of Members, shall have been duly served on or given to the person from whom he derives his title to such shares.

### **Documents or notice to be signed**

288. Any document or notice to be served or given by the Company may be signed by a Director or some person duly authorised by the Board of Directors for such purpose and the signatures thereto may be written, printed or lithographed.

### **Notice to be served by post or other electronic means**

289. All documents or notices to be served or given by members on or to the Company or any office thereof shall be served or given by sending it to the Company or officer at the office by post under a certificate of posting or by registered post, or by leaving it at the office or by such other electronic means as prescribed in Section 20 of the Act and the Applicable Law made thereunder.

### **Admissibility of micro films, computer prints and documents to be treated as documents and evidence**

290. Any information in the form of a micro film of a document or image or a facsimile copy or any statement in a document included in a printed material produced by a computer shall be deemed to be a document and shall be admissible in any proceedings without further production of original, provided the conditions referred in Section 397 are complied with.

291. All provisions of the Information Technology Act, 2000 relating to the electronic records, including the manner and format in which the electronic records shall be filed, in so far as they are consistent with the Act, shall apply to the records in electronic form under Section 398 of the Act.

### **WINDING UP**

292. Subject to the provisions of Chapter XX of the Act and Applicable Law made thereunder –

- i. If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, but subject to the rights attached to any preference Share Capital, divide among the contributories in specie any part of the assets of the Company and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction shall think fit.
- ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

### **BONAFIDE EXERCISE OF MEMBERSHIP RIGHTS**

293. Every Member and other Security holder will use rights of such Member/ security holder as conferred by Applicable Law or these Articles bonafide, in best interest of the Company or for protection of any of the proprietary interest of such Member/security holder, and not for extraneous, vexatious or frivolous purposes. The Board shall have the right to take appropriate measures, and in case of persistent abuse of powers, expulsion of such Member or other Security holder, in case any Member/Security holder abusively makes use of any powers for extraneous, vexatious or frivolous purposes.

### **INDEMNITY**

294. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

### **SECRECY**

295. Every manager, Auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Board of Directors, before entering upon the duties, sign a declaration pledging himself to observe strict secrecy respecting all bonafide transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge In the discharge of his duties except when required to do so by the Directors or by any general meeting or by the law of the country and except so far as maybe necessary in order to comply with any of the provisions in these presents and the provisions of the Act.

296. Subject to the provisions of these Articles and the Act, no member, or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect or to examine the Company's premises or properties of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be expedient in the interest of the Company to communicate.

## SECTION X – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft red herring prospectus) which are or may be deemed material will be attached to the copy of the Draft Red Herring Prospectus which will be delivered to RoC for registration. Copies of these contracts and also the documents for inspection referred to hereunder, may be inspected at the Corporate Office between 10.00 a.m. and 5.00 p.m. on all Working Days from the date of the Draft Red Herring Prospectus until the Bid/Issue Closing Date.

#### Material Contracts

1. Tripartite Agreement dated June 21, 2024 between CDSL, our Company and the Registrar to the Issue.
2. Tripartite Agreement dated May 29, 2024 between NSDL, our Company and the Registrar to the Issue.
3. Issue Agreement dated September 16, 2024 executed between our Company and Book Running Lead Manager to the Issue.
4. Registrar and Transfer Agent Agreement dated September 16, 2024 , executed between our Company and the Registrar to the Issue.
5. Market Making Agreement dated [●], executed between our Company, Book Running Lead Manager and Market Maker to the Issue.
6. Banker to the Issue Agreement dated [●], executed between our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
7. Underwriting Agreement dated [●], executed between our Company, Book Running Lead Manager, and Underwriter.

#### Material Documents

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Certificate of incorporation dated August 22, 2022 issued by the Registrar of Companies, Hyderabad;
3. Fresh Certificate of Incorporation was issued by the Registrar of Companies, Hyderabad on July 25, 2024;
4. Resolution of the Board of Directors dated August 10, 2024 authorizing the Issue.
5. Shareholders' Resolution passed at the Extra-ordinary General Meeting of the Company held on August 13, 2024 authorizing the Issue.
6. Report of our Statutory Auditor dated September 16, 2024 regarding the Restated Financial Statement of our Company for year ended, March 31, 2024 and period ended March 31, 2023 for Blue water Logistics Limited and period ended August 31, 2022 and Year ended March 31, 2022 for Partnership Firm included in this Draft red herring prospectus.
7. Statement of Tax Benefits dated September 16, 2024 issued by our Statutory Auditor.
8. Consents of our Directors, Chief Financial Officer, Company Secretary and Compliance Officer, BRLM, Legal Counsel to the Issue, Statutory Auditor and Peer Reviewed Auditor, Registrar to the Issue, Bankers to the Issue<sup>(\*)</sup>, Bankers to our Company, Underwriters<sup>(\*)</sup> and Syndicate Members<sup>(\*)</sup> as referred to in their specific capacities.  
*(\*) The aforesaid will be appointed prior to filing of the RHP / Prospectus with RoC and their consents as above would be obtained prior to the filing of the RHP / Prospectus with RoC.*
9. Due diligence Certificate dated September 17, 2024 addressed to NSE issued by the BRLM.

10. Resolution of the Board of Directors of our Company dated September 17, 2024, approving this Draft red herring prospectus.
11. In - principle listing approvals dated [●] and [●] from National Stock Exchange of India Limited.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at anytime if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## SECTION XI - DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or 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 statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

### SIGNED BY THE BOARD OF OUR COMPANY

Name	DIN/PAN	Designation	Signature
Laxminarayan Mishra	05358706	Chairman & Whole Time Director	Sd/-
Lalit Panda	05358709	Managing Director	Sd/-
Madhusmita Mohanty	06575521	Whole Time Director	Sd/-
Supriya Mishra	06681803	Non-Executive Director	Sd/-
Ketan Desai	10683556	Independent Director	Sd/-
Falguni Prajapati	10735011	Independent Director	Sd/-
Sugoto Ghosh	03227177	Independent Director	Sd/-
Mohammed Jaffar	ALDPJ8719M	Chief Financial Officer	Sd/-
Priya Bharat Dholu	AVLPN6894K	Company Secretary & Compliance Officer	Sd/-

Date: September 17, 2024

Place: Hyderabad