



(Please scan this QR code to view the DRHP)

**BLUE WATER LOGISTICS LIMITED**

CIN: U63030TG2022PLC165815

| Registered Office  | Corporate Office | Contact Person  | Email and Telephone  | Website   |
|--|------------------|---|--|---|
| H. No. 8-2-270/B/1/2, Block-3, 4th Floor Uptown Banjara, Road No. 3, Banjara Hills, Hyderabad, Telangana-500034, India | N.A.             | Ms. Priya Bharat Dholu<br>Company Secretary &<br>Compliance Officer | <b>Email:</b> <a href="mailto:investors@bwl.co.in">investors@bwl.co.in</a><br><b>Telephone:</b> +91 8341101774 | <a href="https://bwl.co.in/">https://bwl.co.in/</a> |

**THE PROMOTERS OF OUR COMPANY ARE MR. LAXMI NARAYAN MISHRA, MR. LALIT PANDA, MS. MADHUSMITA MOHANTY AND MS. SUPRIYA MISHRA**

**DETAILS OF ISSUE TO PUBLIC, PROMOTERS/SELLING SHAREHOLDERS**

| TYPE        | FRESH ISSUE SIZE   | OFS SIZE | TOTAL ISSUE SIZE                                    | ELIGIBILITY & SHARE RESERVATION AMONG QIBs, NIIs & RIIs  |
|-------------|--|----------|---|--|
| Fresh Issue | Up to 30,00,000 Equity Shares aggregating up to ₹ [●] Lakhs. | N.A.     | Up to [●] Equity Shares aggregating to ₹ [●] Lakhs. | The Issue is being made in Terms of Regulation 229 (2) and 253(1) of the SEBI ICDR Regulations. For details in relation to share reservation among QIBs, Non-Institutional Bidders and Retail Individual Bidder, see "Issue Structure" beginning on page 259 of this Draft Red Herring Prospectus. |

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES****RISKS IN RELATION TO THE FIRST ISSUE**

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of Equity Shares is ₹ 10/- each. The Floor Price, Cap Price and Issue Price (determined by our Company in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations), and on the basis of the assessment of market demand for the Equity Shares by way of Book Building Process as stated in "Basis for Issue Price" beginning on page 96 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 and/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 Bidders should not invest any funds in the issue unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the issue. For taking an investment decision, Bidders must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares 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 contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 29 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 the 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 makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.


**LISTING**

The Equity Shares Issued through the Draft Red Herring Prospectus are proposed to be listed on Emerge Platform of NSE ("NSE EMERGE"). Our Company has received "In-Principle" approval from the NSE Emerge for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated [●]. For the purpose of the Issue, the Designated Stock Exchange shall be NSE.

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

| Name and Logo   | Contact Person | Email & Telephone   |
|---|----------------|---|
| <br><b>SMART HORIZON</b><br>CAPITAL ADVISORS PVT. LTD.<br><br><b>Smart Horizon Capital Advisors Private Limited</b><br><i>(Formerly Known as Shreni Capital Advisors Private Limited)</i> | Mr. Parth Shah | <b>E-mail:</b> <a href="mailto:director@shcapl.com">director@shcapl.com</a><br><br><b>Telephone:</b> 022-28706822 |

**REGISTRAR TO THE ISSUE**

| Name and Logo  | Contact Person    | Email & Telephone   |
|--|-------------------|---|
| <br><b>Maashitla</b><br>Creating Successful People<br><br><b>Maashitla Securities Private Limited</b> | Mr. Mukul Agrawal | <b>E-mail:</b> <a href="mailto:investor.ipo@maashitla.com">investor.ipo@maashitla.com</a><br><br><b>Telephone:</b> 011-47581432 |

**BID/ISSUE PROGRAMME**

| ANCHOR INVESTOR BID/ ISSUE PERIOD: [●] * | BID/ISSUE OPENS ON: [●] * | BID/ ISSUE CLOSES ON: [●] ** |
|--|---------------------------|------------------------------|
|--|---------------------------|------------------------------|

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

\*\*Our Company in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

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**BLUE WATER LOGISTICS LIMITED**

Our Company was originally incorporated as a Partnership Firm in the name of Blue Water Logistics on April 16, 2010. Subsequently our Partnership firm converted into Private Limited Company under the name of "Blue Water Logistics Private Limited" on August 22, 2022 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre. Subsequently, the status of the Company was changed to Public limited Company and the name of our Company was changed to "Blue Water Logistics Limited" vide Special Resolution passed by the Shareholders at the Extra-Ordinary General Meeting of our Company held on May 30, 2024. The fresh certificate of incorporation consequent to conversion was issued on July 25, 2024 by the Registrar of Companies, Central Processing Centre. The Corporate Identification Number of our Company is U63030TG2022PLC165815.

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

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

**Contact Person:** Ms. Priya Bharat Dholu, Company Secretary and Compliance Officer

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

INITIAL PUBLIC OFFER OF UPTO 30,00,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (THE "EQUITY SHARES") OF BLUE WATER LOGISTICS LIMITED ("OUR COMPANY" OR "BLUE WATER" OR "BWL" OR "THE ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [●] LAKHS ("THE ISSUE"), OF WHICH UPTO [●] 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 WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e., NET ISSUE OF UPTO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS ₹10/- EACH. THE ISSUE PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. 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 ENGLISH NATIONAL DAILY NEWSPAPER, [●], ALL EDITIONS OF HINDI NATIONAL DAILY NEWSPAPER, [●], AND ALL EDITIONS OF THE DAILY REGIONAL NEWSPAPER, [●], (WHERE OUR REGISTERED OFFICE IS LOCATED) EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO EMERGE PLATFORM OF NSE ("NSE EMERGE"), FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITE IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS, AS AMENDED

In case of any revision in the Price Band, the Bid/Issue Period shall be extended for 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, banking strike or similar circumstances, our Company in consultation with the Book Running Lead Manager for reasons to be recorded in writing extend the Bid/Issue Period for a minimum of one Working Day, 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, shall be widely disseminated by notification to the Stock Exchange by issuing a press release and also by indicating the change on the website of the Book Running Lead Manager and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("SCSBs"), other Designated Intermediaries and the Sponsor Banks, as applicable.

**THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH AND THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE**

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, other than Anchor Investors, 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. All Potential 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, please refer to the chapter titled "Issue Procedure" on page 263 of this Draft Red Herring Prospectus.

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10/- each. The Floor Price, Cap Price and Issue Price (determined by our Company in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations), and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in "Basis for Issue Price" beginning on page 96 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 and/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 Bidders should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, Bidders must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares 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 contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 29 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 the 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 makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

**LISTING**

The Equity Shares offered through this Draft Red Herring Prospectus are proposed to be listed on EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE"), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle Approval letter dated [●] from National Stock Exchange of India Limited ("NSE") for using its name in this offer document for listing our shares on the NSE EMERGE. For the purpose of this Issue, the designated Stock Exchange is the NSE

**BOOK RUNNING LEAD MANAGER TO THE ISSUE****REGISTRAR TO THE ISSUE**

**SMART HORIZON**  
CAPITAL ADVISORS PVT. LTD.



**Smart Horizon Capital Advisors Private Limited**  
(Formerly Known as Shreni Capital Advisors Private Limited)  
B/908, Western Edge II, Kanakia Space,  
Behind Metro Mall, off Western Express Highway,  
Magathane, Borivali East, Mumbai – 400066, Maharashtra, India.  
**Tel No:** 022-28706822  
**Email:** [director@shcapl.com](mailto:director@shcapl.com)  
**Investors Grievance e-mail:** [investor@shcapl.com](mailto:investor@shcapl.com)  
**Contact Person:** Mr. Parth Shah  
**Website:** [www.shcapl.com](http://www.shcapl.com)  
**SEBI Registration Number:** INM000013183

**Maashitla Securities Private Limited**  
451, Krishna Apra Business Square,  
Netaji Subhash Place, Pitampura,  
Delhi-110034, India.  
**Tel No:** 011-47581432  
**Email:** [investor.ipo@maashitla.com](mailto:investor.ipo@maashitla.com)  
**Website:** [www.maashitla.com](http://www.maashitla.com)  
**Investor Grievance Email Id:** [investor.ipo@maashitla.com](mailto:investor.ipo@maashitla.com)  
**Contact Person:** Mr. Mukul Agrawal  
**SEBI Registration Number:** INR000004370

**BID/ISSUE PROGRAMME**

**ANCHOR INVESTOR BID/ISSUE PERIOD:** [●] \* **BID/ISSUE OPENS ON:** [●] \* **BID/ISSUE CLOSES ON:** [●] \*\*

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

\*\*Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

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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, regulations, rules, directions, guidelines, circulars, notifications, clarifications or policies shall be to such legislation, act, regulations, rules, directions, guidelines, circulars, notifications, clarifications or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under that provision.

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

Notwithstanding the foregoing, the terms not defined but used in the chapters titled “*Statement of Possible Tax Benefits*”, “*Restated Financial Statements*”, “*Outstanding Litigations and Material Developments*”, “*Key Industry Regulations and Policies*” and section titled “*Main Provisions of the Articles of Association*” on page 105, 180, 227, 143 and 291 respectively of this Draft Red Herring Prospectus, shall have the meanings ascribed to such terms in the respective sections.

#### GENERAL TERMS

| Term  | Description   |
|---|---|
| “Blue Water” “BWL”, “the Company”, “our Company” and “Blue Water Logistics Limited” | Blue Water Logistics Limited, a Company incorporated in India under the Companies Act, 2013 having its Registered office at 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, India. |
| “we”, “us” and “our”  | Unless the context otherwise indicates or implies, refers to our Company.   |
| “you”, “your” or “yours”  | Prospective investors in this Issue.  |

#### COMPANY RELATED TERMS

| Term                                       | Description   |
|--|---|
| AOA / Articles / Articles of Association   | The Articles of Association of Blue Water Logistics Limited as amended from time to time.   |
| Audit Committee                            | The Audit Committee of our Company, as re-constituted on December 06, 2024 in accordance with Section 177 of the Companies Act, 2013, as described in “ <i>Our Management</i> ” beginning on page 157.                                  |
| Auditors/ Statutory Auditors               | The statutory auditors of our company, currently being M/s M B Jajodia & Associates, Chartered Accountants, having their office at 901, Aaryan Workspaces-2, Near Navkar Public School, Gulbai Tekra Road, Ahmedabad – 380006. Gujarat. |
| Bankers to the Company                     | Union Bank of India   |
| Board of Directors / the Board / our Board | The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled “ <i>Our Management</i> ” beginning on page 157.                         |
| Chairman/ Chairperson                      | The Chairman/ Chairperson of Board of Directors of our Company being Mr. Laxmi Narayan Mishra.  |
| CIN  | Corporate Identification Number of our Company i.e., U63030TG2022PLC165815  |
| Chief Financial Officer/CFO                | The Chief Financial Officer of our Company being Mr. Mohammed Jaffar.   |
| Companies Act / Act                        | The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force.   |
| Company Secretary and Compliance Officer   | The Company Secretary and Compliance Officer of our Company being Ms. Priya Bharat Dholu.   |
| Corporate Social Responsibility Committee  | The Corporate Social Responsibility Committee of our Company, constituted on July 26, 2024 in accordance with Section 135 of the Companies Act, 2013, as described in “ <i>Our Management</i> ” beginning on page 157.                  |
| DIN  | Directors Identification Number.  |
| Director(s) / our directors                | The Director(s) of our Company, unless otherwise specified.   |
| Equity Shares                              | Equity Shares of our Company of Face Value of ₹10/- each fully paid-up.   |

| <b>Term</b>                           | <b>Description</b>  |
|---------------------------------------|---|
| Equity Shareholders                   | Persons/ Entities holding Equity Shares of our Company.   |
| Executive Directors                   | Executive directors of our Company, as described in “ <i>Our Management</i> ” beginning on page 157.  |
| Group Company                         | In terms of SEBI ICDR Regulations, the term “Group Company” includes companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, any other companies as considered material by our Board, in accordance with the Materiality Policy and as disclosed in chapter titled “ <i>Our Group Company</i> ” beginning on page 177.   |
| Independent Director(s)               | Independent Directors on the Board, and eligible to be appointed as an Independent Director under the provisions of Companies Act and SEBI LODR Regulations. For details of the Independent Directors, please refer to chapter titled “ <i>Our Management</i> ” beginning on page 157.  |
| ISIN                                  | International Securities Identification Number. In this case being INE0X3M01010.  |
| Key Management Personnel / KMP        | Key Managerial Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, together with the Key Managerial Personnel of our Company in terms of Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 157.  |
| Key Performance Indicators” or “KPIs” | Key financial and operational performance indicators of our Company, as included in “ <i>Basis for Issue Price</i> ” beginning on page 96.  |
| Materiality Policy                    | The policy on identification of group companies, material creditors and material litigation, adopted by our Board on July 26, 2024 in accordance with the requirements of the SEBI (ICDR) Regulations, 2018.  |
| MD or Managing Director               | The Managing Director of our Company being Mr. Lalit Panda.   |
| MOA / Memorandum of Association       | The Memorandum of Association of our Company, as amended from time to time.   |
| Non-Residents                         | A person resident outside India, as defined under FEMA Regulations, 2000.   |
| Nomination and Remuneration Committee | The Nomination and Remuneration Committee of our Company, as re-constituted on December 06, 2024 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “ <i>Our Management</i> ” beginning on page 157.   |
| Non-Executive Director                | A Director not being an Executive Director or an Independent Director.  |
| NRIs / 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.  |
| Peer Review Auditors                  | M/s M B Jajodia & Associates., Chartered Accountants, having their office at 901, Aaryan Workspaces-2, Near Navkar Public School, Gulbai Tekra Road, Ahmedabad – 380006. Gujarat  |
| 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 validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.   |
| Promoter(s)                           | Shall mean promoters of our Company i.e. Mr. Laxmi Narayan Mishra, Mr. Lalit Panda, Ms. Madhusmita Mohanty and Ms. Supriya Mishra . For further details, please refer to section titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 173.  |
| Promoter Group                        | Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as enlisted in the section titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 173.  |
| Registered Office                     | The Registered Office of our Company situated at 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, India.  |
| Restated Financial Information        | The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and Liabilities, the Restated Statement of Profit and Loss, the Restated Statement of Cash Flows, for the period ended on September 30, 2024, March 31, 2024, March 31, 2023, August 31, 2022 and March 31, 2022 of Blue Water Logistics Limited along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. |

| <b>Term</b>                           | <b>Description</b>   |
|---------------------------------------|--|
| RoC/ Registrar of Companies           | Registrar of Companies, Hyderabad, at 2 <sup>nd</sup> Floor, Corporate Bhawan, GSI Post, Nagole, Bandlaguda, Hyderabad - 500 068, Telangana, India   |
| Shareholders                          | Shareholders of our Company.   |
| Stock Exchange                        | Unless the context requires otherwise, refers to, Emerge Platform of National Stock Exchange of India Limited.   |
| Subscriber to MOA / Initial Promoters | Initial Subscriber to MOA & AOA being Ms. Madhusmita Mohanty and Ms. Supriya Mishra.   |
| Stakeholders Relationship Committee   | The Stakeholders' Relationship Committee of our Company, as re-constituted on December 06, 2024 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in " <i>Our Management</i> " beginning on page 157. |
| Senior Management                     | Senior Management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in the chapter titled " <i>Our Management</i> " beginning on page 157.  |
| Whole Time Director                   | Whole Time Director of our Company being Ms. Madhusmita Mohanty and Mr. Laxmi Narayan Mishra.  |

## KEY PERFORMANCE INDICATORS

| <b>Key Financial Performance</b>       | <b>Explanations</b>   |
|--|---|
| <b>Financial KPIs</b>                  |   |
| Revenue from Operations                | 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.   |
| PAT                                    | Profit after tax provides information regarding the overall profitability of the business.  |
| PAT Margin (%)                         | PAT Margin (%) is an indicator of the overall profitability and financial performance of the business.  |
| Return on equity (%)                   | Return on equity (ROE) is a measure of financial performance.   |
| Return on capital employed (%)         | Return on capital employed is a financial ratio that measures our company's profitability in terms of all of its capital.   |
| Debt-Equity Ratio (times)              | Debt / Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers.   |
| Net fixed asset turnover ratio (times) | Net fixed asset turnover ratio is indicator of the efficiency with which our company is able to leverage its assets to generate revenue from operations.  |
| Current Ratio (times)                  | The current ratio is a liquidity ratio that measures our company's ability to pay short-term obligations or those due within one year.  |
| Net profit ratio (%)                   | Net Profit Margin (also known as "Profit Margin" or "Net Profit Margin Ratio") is a financial ratio used to calculate the percentage of profit our company produces from its total revenue.             |

## ISSUE RELATED TERMS

| <b>Term</b>              | <b>Description</b>   |
|--------------------------|--|
| Abridged Prospectus      | Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form.   |
| Allotment/Allot/Allotted | Unless the context otherwise requires, the issue and allotment of Equity Shares, pursuant to the Issue to the successful applicants.   |
| Acknowledgement Slip     | The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.  |
| Allotment Advice         | Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange. |
| Allotment Date           | Date on which allotment is made.   |
| Allottee (s)             | The successful bidder to whom the Equity Shares are being / have been allotted.  |



| <b>Term</b>  | <b>Description</b>  |
|--|---|
| Anchor Investor  | A Qualified Institutional Buyer, who applied under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Draft Red Herring Prospectus.   |
| Anchor Investor Allocation Price                                 | The price at which Equity Shares will be allocated to the Anchor Investors in terms of the 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/Issue 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 Red Herring Prospectus and the Prospectus.  |
| Anchor Investor Bid/Issue Period or Anchor Investor Bidding Date | The date one Working Day prior to the Bid/Issue 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 the Anchor Investors shall be completed.   |
| Anchor Investor Issue Price                                      | The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with the Book Running Lead Manager.  |
| Anchor Investor Pay-in Date                                      | With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, not later than two Working Days after the Bid/ Issue Closing Date.   |
| Anchor Investor Portion  | Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations.<br><br>One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. |
| Applicant/ Investor  | Any prospective investor who makes an application for Equity Shares in terms of this Draft Red Herring Prospectus.  |
| Application Amount   | The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of Draft Red Herring Prospectus.   |
| Application Form   | The form in terms of which the Applicant shall make an Application, including ASBA Form, and which shall be considered as the application for the Allotment pursuant to the terms of this Draft Red Herring Prospectus.   |
| Application Supported by Blocked Amount / ASBA                   | An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.  |
| ASBA Account   | A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by the Applicants for blocking the Application Amount mentioned in the ASBA Form.  |
| ASBA Bidders   | Any prospective investor who makes a bid pursuant to the terms of the Draft Red Herring Prospectus and the Bid cum Application Form including through UPI mode (as applicable).   |
| ASBA Form  | A bid cum application form, whether physical or electronic, used by ASBA bidders, which will be considered as the bid for Allotment in terms of the Draft Red Herring Prospectus.   |
| Bidding Centres  | Centres at which the Designated Intermediaries shall accept the Application Forms i.e., Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.   |
| Bankers to the Issue   | Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being [●].   |
| Banker to the Issue Agreement                                    | Agreement dated [●] entered into amongst the Company, Book Running Lead Manager, the Registrar and the Banker of the Issue.   |
| Basis of Allotment   | The basis on which the Equity Shares will be Allotted, described in the chapter titled "Issue Procedure" on page 263.   |

| <b>Term</b>              | <b>Description</b>  |
|--------------------------|---|
| Bid                      | An indication to make an Issue during the Bid/ Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly.   |
| Bid Lot                  | [●] Equity Shares and in multiples of [●] Equity Shares thereafter.   |
| Bid / Issue Closing Date | <p>Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published 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 [●], a Regional daily newspaper (Telugu being the regional language of Telangana, where our Registered Office is located), each with wide circulation.</p> <p>Our Company, in consultation with the BRLM, may, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchange, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations.</p> |
| Bid/Issue Opening Date   | Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of the [●], a Regional daily newspaper (Telugu being the regional language of Telangana, where our Registered Office is located), each with wide circulation.   |
| Bid/ Issue Period        | <p>Except in relation to Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.</p> <p>Our Company, in consultation with the Book Running Lead Manager may consider closing the Bid/Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Issue Opening Date was published, in accordance with the SEBI ICDR Regulations.</p> <p>In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of one Working Day, subject to the Bid/ Issue Period not exceeding 10 Working Days.</p>   |
| Bidder/ Investor         | Any prospective investor who makes a bid for Equity Shares in terms of this Draft Red Herring Prospectus.   |
| Bidding Centres          | Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms i.e., Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.   |
| Bid Amount               | The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Draft Red Herring Prospectus.   |
| Bid cum Application Form | The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Draft Red Herring Prospectus.   |
| Book Building Process    | Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.  |

| <b>Term</b>   | <b>Description</b>   |
|---|--|
| BRLM / Book Running Lead Manager                        | The Book Running Lead Manager to the Issue, namely, Smart Horizon Capital Advisors Private Limited (Formerly Known as Shreni Capital Advisors Private Limited).  |
| Broker Centers  | Broker centers notified by the Stock Exchanges, where the Applicants can submit the Application forms to a Registered Broker. the details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of the Stock Exchange.  |
| Business Day  | Monday to Friday (except public holidays).   |
| CAN / Confirmation of Allocation Note                   | A notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated Equity Shares, on or after the Anchor Investor Bid/Issue Period.   |
| Cap Price   | The higher end of the Price Band, i.e. ₹ [●] per Equity Share.   |
| 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 Bids at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the respective websites of the Stock Exchanges, as updated from time to time.  |
| Circular on Streamlining of Public Issues/ UPI Circular | The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, 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, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Master circular, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI or any other governmental authority in this regard. |
| Controlling Branches of the SCSBs                       | Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.  |
| Cut-off Price   | The Issue Price finalised by our Company in consultation with the Book Running Lead Manager which shall be any price within the Price Band. Only Retail Individual Bidders Bidding in the Retail Portion are entitled to Bid at the Cut-Issue Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.   |
| Demographic Details                                     | The demographic details of the Applicants such as their Address, PAN, name of the applicant father/husband, investor status, occupation and Bank Account details.  |
| Depository / Depositories                               | A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL.  |
| Designated Date   | On the Designated Date, the amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Issue Account and/ or unblocked in terms of this Draft Red Herring Prospectus.   |
| Designated SCSB Branches                                | Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/</a> Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.   |
| Designated CDP Locations                                | Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants.<br><br>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 website of the Stock Exchange i.e., <a href="http://www.nseindia.com">www.nseindia.com</a> .  |
| Designated RTA Locations                                | Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange i.e., <a href="http://www.nseindia.com">www.nseindia.com</a> .   |

| <b>Term</b>                                  | <b>Description</b>   |
|--|--|
| Designated Intermediaries / Collecting Agent | Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIIs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the issue.<br><br>In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs.<br><br>In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, the CDPs and RTAs. |
| Designated Market Maker                      | [●] will act as the Market Maker and has 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 a period as may be notified by amendment to SEBI ICDR Regulations.  |
| Designated Stock Exchange                    | Emerge Platform of National Stock Exchange of India Limited.   |
| DP   | Depository Participant.  |
| DP ID  | Depository Participant's Identity Number.  |
| Draft Red Herring Prospectus                 | Draft Red Herring Prospectus dated January 21, 2025 issued in accordance with Section 23, 26 and 32 of the Companies Act, 2013 and SEBI ICDR Regulation.   |
| Eligible NRI                                 | A Non-Resident Indian in a jurisdiction 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 will constitute an invitation to subscribe for the Equity Shares.  |
| Equity Shares                                | Equity Shares of our Company of face value ₹ 10.00 each.   |
| Electronic Transfer of Funds                 | Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.  |
| Eligible QFIs                                | QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.  |
| Eligible NRI(s)                              | An NRI(s) from such a jurisdiction outside India where it is not unlawful to make an Issue or invitation under this Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to purchase the equity shares.   |
| Escrow Account                               | Accounts opened with the Banker to the Issue.  |
| 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(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted.  |
| Foreign Venture Capital Investors            | Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.  |
| FPI / Foreign Portfolio Investor             | A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended.   |
| General Information Document (GID)           | The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchange and the Book Running Lead Manager.   |
| IPO/ Issue/ Issue Size/ Public Issue         | Initial Public Offering.   |
| Issue  | The initial public offering of up to 30,00,000 Equity Shares for cash at a price of ₹ [●] each (including premium of per ₹ [●] each) aggregating ₹ [●] Lakhs comprising the Net Issue and the Market Maker Reservation Portion.  |

| <b>Term</b>                                  | <b>Description</b>   |
|--|--|
| Issue Agreement                              | The agreement dated January 09, 2025, entered amongst our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.  |
| Issue Price                                  | The Price at which the Equity Shares are being issued by our Company under this Draft Red Herring Prospectus being ₹ [●] per equity share.   |
| Issue Proceeds                               | Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “Objects of the Issue” page 86.   |
| Market Making Agreement                      | The Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.   |
| Market Maker Reservation Portion             | The reserved portion of Up to [●] Equity Shares of ₹10 each at an Issue price of ₹ [●] each aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this issue.   |
| Mobile App(s)                                | The mobile applications listed on the website of SEBI at <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> or such other website as may be updated from time to time, which may be used by RIIs to submit Bids using the UPI Mechanism.  |
| Mutual Funds                                 | A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.  |
| Net Issue                                    | The Issue (excluding the Market Maker Reservation Portion) of up to [●] equity Shares of ₹ 10.00 each at a price of ₹ [●] per Equity Share (the “Issue Price”), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs.  |
| Net Proceeds                                 | The proceeds from the Issue less the Issue related expenses applicable to the Fresh Issue.   |
| Net QIB Portion                              | The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors.   |
| Non-Institutional Investors/ Applicant       | Investors other than Retail Individual Investors, NRIs and QIBs who apply for the Equity Shares of a value of more than ₹ 2,00,000/-.  |
| Non-Resident                                 | A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI.  |
| Other Investor                               | Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.  |
| Overseas Corporate Body/ OCB                 | Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB’s) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue. |
| Pay-in-Period                                | The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.  |
| Payment through electronic transfer of funds | Payment through NECS, NEFT or Direct Credit, as applicable.  |
| Person/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 validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.  |
| Price Band                                   | Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid / Issue Opening Date.   |
| Prospectus                                   | The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.  |
| Public Issue Account                         | Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the ASBA Applicant, on the Designated Date.   |
| Qualified Foreign Investors / QFIs           | Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet ‘know your client’ requirements prescribed by SEBI.   |

| <b>Term</b>                                 | <b>Description</b>   |
|---|--|
| Qualified Institutional Buyers/ QIBs        | A Mutual Fund, Venture Capital Fund and Foreign Venture Capital Investor registered with the SEBI, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with the SEBI; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of ₹ 25.00 Crore; a pension fund with minimum corpus of ₹ 25.00 Crore; National Investment Fund set up by resolution No. F. No. 2/3/2005 – DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India. |
| Red Herring Prospectus / RHP                | The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto.  |
| Refund Account (s)                          | 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.  |
| Registrar/ Registrar to the Issue/RTA/ RTI  | Registrar to the Issue being Maashitla Securities Private Limited.   |
| Registrar Agreement                         | The agreement dated January 09, 2025 entered into between our Company, and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.   |
| Reserved Category/ Categories               | Categories of persons eligible for making application under reservation portion.   |
| Regulations                                 | SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.   |
| Retail Individual Investors                 | Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.  |
| Registered Broker                           | Stockbrokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and having terminals at any of the Broker Centres and eligible to procure Applications in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 and the UPI Circulars issued by SEBI.   |
| Reserved Category/ Categories               | Categories of persons eligible for making application under reservation portion.   |
| Reservation Portion                         | The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.   |
| Revision Form                               | The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s).  |
| Registrar and Share Transfer Agents or RTAs | Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and available on the website of the Stock Exchange at <a href="http://www.nseindia.com">www.nseindia.com</a> .  |
| SEBI Listing Regulations                    | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.  |
| SCORES                                      | SEBI Complaints Redress System, a centralized web-based complaints redressal system launched by SEBI.  |

| <b>Term</b>                                | <b>Description</b>  |
|--|---|
| Self-Certified Syndicate Bank(s) / SCSB(s) | The list of SCSBs notified by SEBI for the ASBA process is available at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> , or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a RIB using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Application Forms, is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> , or at such other websites as may be prescribed by SEBI from time to time. In relation to Bids submitted 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 Application Forms from the members of the Syndicate is available on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> ) and updated from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> ) as updated from time to time. In accordance with 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 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI ( <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. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. |
| Specified Locations                        | The Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders and in case of RIIs only ASBA Forms with UPI.  |
| Sponsor Bank                               | Shall mean a Banker to the Issue registered with SEBI which is appointed by the issuer to act as a conduit between the Stock Exchange and National Payments Corporation of India in order to push the mandate collect requests and/or payment instructions of the retail investors into the UPI.  |
| Stock Exchange                             | NSE Emerge (SME Platform of the NSE).   |
| Syndicate Agreement                        | Syndicate agreement to be entered into between our Company, the Registrar and the members of the Syndicate in relation to collection of Bid cum Application Forms by the Syndicate.   |
| Syndicate Member(s)                        | Intermediaries (other than the Book Running Lead Manager) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Issue, namely [●].  |
| Transaction Registration Slip/ TRS         | The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application.   |
| Underwriters                               | The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.   |
| Underwriting Agreement                     | The Agreement dated [●] entered between the Underwriters, BRLM and our Company.   |
| Unified Payments Interface (UPI)           | 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 person's bank accounts using a payment address which uniquely identifies a person's bank Account.  |

| <b>Term</b>                             | <b>Description</b>  |
|---|---|
| UPI Bidders                             | Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, and (ii) Non- Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, 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 ₹ 500,000 shall use UPI and shall provide their UPI ID in the 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 websites 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, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, 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, SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/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/P/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 no. 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 (to the extent that such circulars pertain to the UPI Mechanism), the SEBI Master Circular for Issue of Capital and Disclosure Requirements, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, and any other circulars issued by SEBI or any other governmental authority in relation thereto from time to time. |
| UPI ID                                  | ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).   |
| UPI Mandate Request                     | A request (intimating the UPI Bidder by way of a notification on the UPI application and by way of a SMS for directing the UPI Bidder to such UPI mobile application) to the UPI Bidder initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.  |
| UPI mechanism                           | Process for applications by UPI Bidders submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars.   |
| UPI PIN                                 | Password to authenticate UPI transaction.   |
| U.S. Securities Act                     | U.S. Securities Act of 1933, as amended.  |
| Wilful Defaulter or Fraudulent Borrower | Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.   |
| Working Day                             | In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the city as specified in the Draft Red Herring Prospectus are open for business:<br><br>1. However, in respect of announcement of price band and Issue Period, working day shall mean all days, excluding Saturday, Sundays and Public holidays, on which commercial banks in the city as notified in this Draft Red Herring Prospectus are open for business.<br><br>2. In respect to the time period between the Issue closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holiday in accordance with circular issued by SEBI.  |



**INDUSTRY RELATED TERMS**

| <b>Term</b> | <b>Description</b>  |
|-------------|---|
| AAY         | Antyodaya Anna Yojana                                       |
| ACC         | Advanced Chemistry Cell                                     |
| ABS System  | Anti-lock braking system                                    |
| BGs         | Bank Guarantees   |
| BL          | Body Length   |
| CAD         | Current Account Deficit                                     |
| CEPA        | Comprehensive Economic Partnership Agreement                |
| COVID       | Coronavirus Disease   |
| CHA         | Customs House Agents  |
| CX          | Customer Experience   |
| DII         | Domestic Institutional Investors                            |
| DPIIT       | Department for Promotion of Industry and Internal Trade     |
| DDP         | Delivered Duty Paid   |
| DAP         | Delivered at Place  |
| ECTA        | Economic Cooperation and Trade Agreement                    |
| EXIM        | Export-Import   |
| EY          | Ernst & Young   |
| FDI         | Foreign Direct Investment                                   |
| FPI         | Foreign Portfolio Investors                                 |
| FY          | Financial Year  |
| FIATA       | International Federation of Freight Forwarders Associations |
| FMC         | Federal Maritime Commission                                 |
| FCL         | Full Container Load   |
| GatiShakti  | PM GatiShakti (National Master Plan for Infrastructure)     |
| GDP         | Gross Domestic Product                                      |
| GPS         | Global Positioning System                                   |
| GST         | Goods and Services Tax                                      |
| GLA         | Global Logistics Alliance                                   |
| HFI         | High-Frequency Indicators                                   |
| HP          | Horse Power   |
| ICAR        | Indian Council of Agricultural Research                     |
| IHMCL       | Indian Highway Management Company Limited                   |
| IIP         | Index of Industrial Production                              |
| IMF         | International Monetary Fund                                 |
| IATA        | International Air Transport Association                     |
| LEEP        | Logistics Efficiency Enhancement Programme                  |
| LCL         | Less Container Load   |
| MORTH       | Ministry of Road Transport and Highways                     |
| MoU         | Memorandum of Understanding                                 |
| MRTS        | Mass Rapid Transit System                                   |
| MSME        | Micro, Small, and Medium Enterprises                        |
| MTO         | Multimodal Transport Operator                               |
| NABARD      | National Bank for Agriculture and Rural Development         |
| NCR         | National Capital Region                                     |
| NETC        | National Electronic Toll Collection                         |

| <b>Term</b>    | <b>Description</b>  |
|----------------|---|
| NIP            | National Infrastructure Pipeline                              |
| NVOCC          | Non-Vessel Operating Common Carrier                           |
| NLP            | National Logistics Policy                                     |
| OPEC           | Organization of the Petroleum Exporting Countries             |
| PE-VC          | Private Equity-Venture Capital                                |
| PHH            | Primary Household   |
| PLI            | Production-Linked Incentive                                   |
| PM             | Prime Minister  |
| PM GatiShakti  | Prime Minister GatiShakti Master Plan                         |
| PM-DevINE      | Prime Minister's Development Initiative for North-East Region |
| PMGKAY         | Pradhan Mantri Garib Kalyan Anna Yojana                       |
| PM-VISHWAKARMA | Prime Minister VISHWAKARMA Scheme                             |
| PPP            | Public-Private Partnership                                    |
| R&D            | Research and Development                                      |
| RBI            | Reserve Bank of India   |
| RFID           | Radio Frequency Identification                                |
| Rs.            | Indian Rupees   |
| SARATHI        | System for the issuance of licenses                           |
| SEBI           | Securities and Exchange Board of India                        |
| SEED           | Scheme for Economic Empowerment of Denotified Tribes          |
| SEZ            | Special Economic Zone   |
| TTDF           | Telecom Technology Development Fund                           |
| US\$           | United States Dollar  |
| USOF           | Universal Service Obligation Fund                             |
| VAHAN          | Vehicle Registration System                                   |
| WEO            | World Economic Outlook  |

## ABBREVIATIONS

| <b>Term</b>              | <b>Description</b>   |
|--------------------------|--|
| AS / Accounting Standard | Accounting Standards as issued by the Institute of Chartered Accountants of India.   |
| A/c                      | Account.   |
| ACS                      | Associate Company Secretary.   |
| AGM                      | Annual General Meeting.  |
| ASBA                     | Applications Supported by Blocked Amount   |
| AR                       | Architect.   |
| Amt                      | Amount.  |
| AIF                      | Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended. |
| AY                       | Assessment Year.   |
| AOA                      | Articles of Association.   |
| Approx                   | Approximately.   |
| B. A                     | Bachelor of Arts.  |
| BBA                      | Bachelor of Business Administration.   |
| B. Com                   | Bachelor of Commerce.  |
| B. E                     | Bachelor of Engineering.   |
| B. Sc                    | Bachelor of Science.   |
| B. Tech                  | Bachelor of Technology.  |
| Bn                       | Billion.   |
| BG/LC                    | Bank Guarantee / Letter of Credit.   |
| BIFR                     | Board for Industrial and Financial Reconstruction.   |

| <b>Term</b>  | <b>Description</b>   |
|--|--|
| BRLM   | Book Running Lead Manager.   |
| BSE  | BSE Limited.   |
| BSE SENSEX   | Sensex in an index; market indicator of the position of stock that is listed in the BSE.   |
| Banking Regulation Act                                       | The Banking Regulation Act, 1949.  |
| CDSL   | Central Depository Services (India) Limited.   |
| CAGR   | Compounded Annual Growth Rate.   |
| CAN  | Confirmation of Allocation Note.   |
| Category I Alternate Investment Fund / Category I AIF        | AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations.   |
| Category I Foreign Portfolio Investor(s) / Category I FPIs   | FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations.  |
| Category II Alternate Investment Fund / Category II AIF      | AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations.  |
| Category II Foreign Portfolio Investor(s) / Category II FPIs | FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations.   |
| Category III Alternate Investment Fund / Category III AIF    | AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations.   |
| CA   | Chartered Accountant.  |
| CB   | Controlling Branch.  |
| CDSL   | Central Depository Services (India) Limited.   |
| CC   | Cash Credit.   |
| CIN  | Corporate Identification Number.   |
| CIT  | Commissioner of Income Tax.  |
| CS   | Company Secretary.   |
| CSR  | Corporate social responsibility.   |
| CFA  | Chartered Financial Analyst.   |
| CS & CO  | Company Secretary & Compliance Officer.  |
| CFO  | Chief Financial Officer.   |
| CTO  | Chief Technology Officer   |
| CENVAT   | Central Value Added Tax.   |
| CIBIL  | Credit Information Bureau (India) Limited.   |
| CST  | Central Sales Tax.   |
| COVID – 19   | A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020.  |
| CWA/ICWA/CMA   | Cost and Works Accountant.   |
| CMD  | Chairman and Managing Director.  |
| Companies Act  | Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification. |
| Depository or Depositories                                   | NSDL and CDSL.   |
| DIN  | Director Identification Number.  |
| DIPP   | Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India.  |
| DP   | Depository Participant.  |
| DP ID  | Depository Participant’s Identification Number.  |
| EBITDA   | Earnings Before Interest, Taxes, Depreciation & Amortization.  |
| ECS  | Electronic Clearing System.  |
| ESIC   | Employee’s State Insurance Corporation.  |
| EPS  | Earnings Per Share.  |
| EGM /EOGM  | Extraordinary General Meeting.   |
| ESOP   | Employee Stock Option Plan.  |
| EXIM/ EXIM Policy  | Export – Import Policy.  |
| FCNR Account   | Foreign Currency Non-Resident Account.   |

| <b>Term</b>                            | <b>Description</b>   |
|--|--|
| FIPB                                   | Foreign Investment Promotion Board.  |
| FY / Fiscal/Financial Year             | Period of twelve months ended March 31 of that particular year, unless otherwise stated.   |
| FEMA                                   | Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.  |
| FEMA Regulations                       | Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017.  |
| FCNR Account                           | Foreign Currency Non-Resident Account.   |
| FBT                                    | Fringe Benefit Tax.  |
| FDI                                    | Foreign Direct Investment.   |
| FIs                                    | Financial Institutions.  |
| FIIIs                                  | Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India. |
| FPIs                                   | Foreign Portfolio Investors as defined under the SEBI FPI Regulations.   |
| FTA                                    | Foreign Trade Agreement.   |
| FVCI                                   | Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.   |
| FV                                     | Face Value.  |
| GOI/Government                         | Government of India.   |
| GDP                                    | Gross Domestic Product.  |
| GAAP                                   | Generally Accepted Accounting Principles in India.   |
| GST                                    | Goods and Service Tax.   |
| GVA                                    | Gross Value Added.   |
| HNI                                    | High Net Worth Individual.   |
| HUF                                    | Hindu Undivided Family.  |
| ICAI                                   | The Institute of Chartered Accountants of India.   |
| ICAI/ICMAI (Previously known as ICWAI) | The Institute of Cost Accountants of India.  |
| IMF                                    | International Monetary Fund.   |
| INR / ₹/ Rupees/Rs.                    | Indian Rupees, the legal currency of the Republic of India.  |
| IIP                                    | Index of Industrial Production.  |
| IPO                                    | Initial Public Offer.  |
| ICSI                                   | The Institute of Company Secretaries of India.   |
| IFRS                                   | International Financial Reporting Standards.   |
| i.e                                    | That is.   |
| I.T. Act                               | Income Tax Act, 1961, as amended from time to time.  |
| IT Authorities                         | Income Tax Authorities.  |
| IT Rules                               | Income Tax Rules, 1962, as amended, except as stated otherwise.  |
| Indian GAAP                            | Generally Accepted Accounting Principles in India.   |
| IRDA                                   | Insurance Regulatory and Development Authority.  |
| KMP                                    | Key Managerial Personnel.  |
| Ltd.                                   | Limited.   |
| MAT                                    | Minimum Alternate Tax.   |
| MCA                                    | Ministry of Corporate Affairs, Government of India.  |
| MIDC                                   | Maharashtra Industrial Development Corporation.  |
| MSEDCL                                 | Maharashtra State Electricity Distribution Co. Ltd.  |
| MoF                                    | Ministry of Finance, Government of India.  |
| M-o-M                                  | Month-On-Month.  |
| MOU                                    | Memorandum of Understanding.   |
| M. A                                   | Master of Arts.  |
| M. B. A                                | Master of Business Administration.   |
| M. Com                                 | Master of Commerce.  |
| Mn                                     | Million.   |
| M. E                                   | Master of Engineering.   |
| MRP                                    | Maximum Retail Price.  |
| M. Tech                                | Masters of Technology.   |
| Merchant Banker                        | Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.  |

| <b>Term</b>                      | <b>Description</b>  |
|----------------------------------|---|
| MAPIN                            | Market Participants and Investors Database.   |
| MSMEs                            | Micro, Small and medium Enterprises.  |
| MoA                              | Memorandum of Association.  |
| NA                               | Not Applicable.   |
| Networth                         | The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account. |
| NEFT                             | National Electronic Funds Transfer.   |
| NECS                             | National Electronic Clearing System.  |
| NAV                              | Net Asset Value.  |
| NPV                              | Net Present Value.  |
| NRIs                             | Non-Resident Indians.   |
| NRE Account                      | Non-Resident External Account.  |
| NRO Account                      | Non-Resident Ordinary Account.  |
| NSE                              | National Stock Exchange of India Limited.   |
| NOC                              | No Objection Certificate.   |
| NSDL                             | National Securities Depository Limited.   |
| OCB                              | Overseas Corporate Bodies.  |
| P.A.                             | Per Annum.  |
| PF                               | Provident Fund.   |
| PG                               | Post Graduate.  |
| PAC                              | Persons Acting in Concert.  |
| P/E Ratio                        | Price/Earnings Ratio.   |
| PAN                              | Permanent Account Number.   |
| PAT                              | Profit After Tax.   |
| PBT                              | Profit Before Tax.  |
| PLI                              | Postal Life Insurance.  |
| POA                              | Power of Attorney.  |
| PSU                              | Public Sector Undertaking(s).   |
| Pvt.                             | Private.  |
| RBI                              | The Reserve Bank of India.  |
| ROE                              | Return on Equity.   |
| R&D                              | Research & Development.   |
| RONW                             | Return on Net Worth.  |
| RTGS                             | Real Time Gross Settlement.   |
| SCRA                             | Securities Contracts (Regulation) Act, 1956, as amended from time to time.  |
| SCRR                             | Securities Contracts (Regulation) Rules, 1957, as amended from time to time.  |
| SCSB                             | Self-Certified Syndicate Banks.   |
| SEBI                             | Securities and Exchange Board of India.   |
| SEBI Act                         | The Securities and Exchange Board of India Act, 1992.   |
| SEBI AIF Regulations             | Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended from time to time.   |
| SEBI BTI Regulations             | Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994.   |
| SEBI FII Regulations             | Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.   |
| SEBI FPI Regulations             | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time.   |
| SEBI FVCI Regulations            | Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.  |
| SEBI ICDR Regulations            | Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.  |
| SEBI ICDR Master Circular        | SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023.  |
| SEBI Insider Trading Regulations | Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.  |
| SEBI Listing Regulations         | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.   |

| <b>Term</b>                                | <b>Description</b>  |
|--|---|
| SEBI (PFUTP) Regulations/PFUTP Regulations | SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003.   |
| SEBI SAST Regulations                      | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.   |
| SEBI VCF Regulations                       | Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations, as amended.   |
| SEBI RTA Master Circular                   | SEBI master circular bearing reference number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024.  |
| SICA                                       | Sick Industrial Companies (Special provisions) Act, 1985, as amended from time to time.   |
| SME  | Small and Medium Enterprises.   |
| STT  | Securities Transaction Tax.   |
| Sec.                                       | Section.  |
| SPV  | Special Purpose Vehicle.  |
| Takeover Regulations                       | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.   |
| TAN  | Tax Deduction Account Number.   |
| TDS  | Tax Deducted at Source.   |
| TRS  | Transaction Registration Slip.  |
| TIN  | Taxpayers Identification Number.  |
| US/United States                           | United States of America.   |
| UPI  | Unified Payments Interface as a payment mechanism through National Payments Corporation of India with Application Supported by Block Amount for applications in public issues by retail individual investors through SCSBs. |
| USD/ US\$/ \$                              | United States Dollar, the official currency of the Unites States of America.  |
| VCF / Venture Capital Fund                 | Foreign Venture Capital Funds as defined under the SEBI AIF Regulations.  |
| VAT  | Value Added Tax.  |
| w.e.f.                                     | With effect from.   |
| WIP  | Work in process.  |
| Wilful Defaulter                           | An entity or person categorized as a willful defaulter by any bank or financial institution or consortium thereof, in terms of regulation 2(1)(III) of the SEBI ICDR Regulations.   |
| YoY  | Year over Year.   |

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in “*Main Provisions of the Articles of Association*”, “*Statement of Possible Tax Benefits*”, “*Industry Overview*”, “*Key Regulations and Policies*”, “*Financial Information of our Company*”, “*Outstanding Litigations and Material Developments*” and “*Issue Procedure*”, will have the meaning ascribed to such terms in these respective sections.

## PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA

### CERTAIN CONVENTIONS

All references in this Draft Red Herring Prospectus to 'India' 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 GoI, central or state, as applicable.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time ("IST").

Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus. In this Draft Red Herring Prospectus, our Company has presented numerical information in "lakhs" units. One lakh represents 1,00,000.

### FINANCIAL DATA

Unless stated otherwise, the financial statements in this Draft Red Herring Prospectus are derived from our Restated Financial Statements. The Restated Financial Statements comprises of the restated statement of assets and liabilities for the period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023, August 31, 2022 and March 31, 2022 and the restated statement of profit and loss, the restated statement of cash flows and the restated statement of changes in equity for the period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023, August 31, 2022 and March 31, 2022 and the summary of significant accounting policies and explanatory notes, prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended; the SEBI ICDR Regulations, as amended and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. For further information, see please refer section titled "*Restated Financial Statements*" beginning on page 180 of this Draft Red Herring Prospectus.

Our Company was originally formed as a partnership firm in the name and style of "Blue Water Logistics", pursuant to deed of partnership dated April 16, 2010. Blue Water Logistics was thereafter converted from a Partnership Firm to Private Limited company under Part I chapter XXI of the Companies Act, 2013 with the name and style of "Blue Water Logistics Private Limited" and received a certificate of incorporation from the Registrar of Companies, Central Registration Centre dated August 22, 2022. The Company has taken over all the existing assets and liabilities of the partnership firm as on August 31, 2022 as a part of the transition and the business was taken over by the Company with effect from September 01, 2022. Also in this Draft Red Herring Prospectus, any figures, amounts, ratios and financial information presented for the financial year 2022-2023 unless a specific disclosure for the period ended August 31, 2022 is disclosed, it shall mean the combined amount pertaining to erstwhile partnership firm i.e., Blue Water Logistics from April 01, 2022 till August 31, 2022 and pertaining to Blue Water Logistics Private Limited for the period from September 01, 2022 till March 31, 2023.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the 12-month period ended on March 31 of that year. Unless stated otherwise, or the context requires otherwise, all references to a "year" in this Draft Red Herring Prospectus are to a calendar year.

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly, to what extent, the Restated Financial Statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, the Companies Act, AS, and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian Accounting Practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 29, 122 and 215 respectively, of this Draft Red Herring Prospectus, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the "*Restated Financial statements*" of our Company as beginning on page 180.

## CURRENCY AND UNITS OF PRESENTATION

All references to “Rupees”, “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “US\$” or “US Dollars” or “USD” are to United States Dollars, the official currency of the United States of America, EUR or “€” are Euro currency.

All references to the word “Lakh” or “Lac”, means “One hundred thousand” and the word “Million” means “Ten Lakhs” and the word “Crore” means “Ten Million” and the word “Billion” means “One thousand Million”.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Restated Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

This Draft Red Herring Prospectus may contain conversions of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

## EXCHANGE RATES

This Draft Red Herring Prospectus contains conversions of certain other currency amounts into Rupees that have been presented solely to comply with the requirements of SEBI ICDR Regulations. Such conversion should not be considered as a representation that such currency amounts have been, could have been or can be converted into Rupees at any particular rate or at all.

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

| Currency | Exchange Rate as on September 30, 2024 | Exchange Rate as on March 31, 2024 | Exchange Rate as on March 31, 2023 | Exchange Rate as on March 31, 2022 |
|----------|--|------------------------------------|------------------------------------|------------------------------------|
| 1 USD    | 83.78                                  | 83.37                              | 82.22                              | 75.81                              |
| 1 Euro   | 93.53                                  | 90.22                              | 89.61                              | 84.66                              |

**Note:** If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day has been disclosed. The reference rates are rounded off to two decimal places.

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

## DEFINITIONS

For definitions, please refer the chapter titled “*Definitions and Abbreviations*” beginning on page 1 of this Draft Red Herring Prospectus. In the section titled “*Main Provisions of the Articles of Association*” beginning on page 291 of this Draft Red Herring Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

## INDUSTRY AND MARKET DATA

Unless stated otherwise, the industry and market data and forecasts used throughout this Draft Red Herring Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government 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 and underlying assumptions are not guaranteed and their reliability cannot be assured.

Further, the extent to which the industry and market data presented in this 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 standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.



## FORWARD LOOKING STATEMENTS

All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “may”, “will”, “will continue”, “will pursue”, “contemplate”, “future”, “goal”, “propose”, “will likely result”, “will seek to” or other words or phrases of similar import. All forward looking statements (whether made by us or any third party) are predictions 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.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility 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 domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence.

1. Our ability to successfully implement our growth strategy and expansion plans;
2. Delay in the further liberalization of trade with the markets from which we receive cargo, or to which cargo passing through our facilities is shipped;
3. Changes in laws and regulations relating to the sectors/areas in which we operate;
4. Competition from international and domestic third-party logistics companies;
5. Increase in freight and fluctuation in operating and other related costs;
6. Failure to obtain or renew approvals, licenses, registration and permits to operate our business;
7. Failure to attract and retain highly skilled professionals, our promoters, directors and senior management;
8. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
9. Employee misconduct including misuse of confidential data and failure to maintain confidentiality of information could harm us and is difficult to detect and deter;
10. Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business;
11. Any downgrading of India’s sovereign debt rating by an international rating agency could have a negative impact on our business and results of operations;
12. Our failure to keep pace with rapid changes in technology;
13. Our ability to manage risks that arise from these factors.

For further discussions of factors that could cause our actual results to differ, please refer the section titled “*Risk Factors*” and chapter titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 29, 122 and 215 of this Draft Red Herring Prospectus, respectively. By their nature, certain market risk disclosures are only estimating and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Forward-looking statements reflect the current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Syndicate Members nor any of their respective 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 the SEBI ICDR Regulations, our Company, will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange for the Equity Shares pursuant to the Issue.

## SECTION II - SUMMARY OF OFFER 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 the Red Herring Prospectus or the Prospectus, when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including “Risk Factors”, “The Issue”, “Capital Structure”, “Objects of the Issue”, “Industry Overview”, “Our Business”, “Our Promoters and Promoter Group”, “Restated Financial Information”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Outstanding Litigation and Material Developments”, “Issue Procedure” and “Main Provisions of The Articles of Association” on pages 29, 59, 75, 86, 108, 122, 173, 180, 215, 227, 263 and 291 respectively.

### SUMMARY OF OUR BUSINESS

Our Company is engaged in the business of providing logistics and supply chain solutions to our customers. Our key services include freight forwarding, custom clearance and transportation handling services. We are a Multimodal Transport Operator registered under the Multimodal transportation of Goods Act 1993 to carry on the business of multimodal transportation.

We operate from our registered office situated in the city of Hyderabad and through 5 branch offices situated in the city of Chennai, Delhi, Jaipur, Visakhapatnam and Thane, respectively. We run our logistics operations through a network of partners and vendors that enables us to service client requirements across India and abroad as well. We deliver international logistic services by using air, sea and surface, as modes of transportation. For more details, please refer chapter titled “Our Business” beginning on page 122.

### SUMMARY OF OUR INDUSTRY

The logistics industry plays a vital role in the dynamic economic landscape of India by enabling the efficient movement of goods and services throughout the country's large territory. As India strives to realise its ambitious economic goals, including achieving a GDP of US\$ 5.5 trillion by 2027, the transformation of its logistics sector emerges as a pressing imperative. The Indian logistics sector is one of the largest in the world and presents a huge addressable opportunity. The sector is critical for the country's economic growth as it connects various elements of the economy and consists of transportation, warehousing and other supply chain solutions ranging from suppliers to end customers. For more details, please refer chapter titled “Industry Overview” beginning on page 108.

### OUR PROMOTERS

The promoters of our Company are Mr. Laxmi Narayan Mishra, Mr. Lalit Panda, Ms. Madhusmita Mohanty and Ms. Supriya Mishra.

### SIZE OF ISSUE

The following table summarizes the details of the Issue.

|  |  |
|--|--|
| <b>Equity Shares Issued</b>                | Up to 30,00,000 Equity Shares of face value of ₹10/- each fully paid for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs     |
| <b>Out of which:</b>                       |  |
| <b>Issue Reserved for the Market Maker</b> | Up to [●] Equity Shares of face value of ₹10/- each fully-paid up for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs        |
| <b>Net Issue to the Public</b>             | Up to [●] Equity Shares of having face value of ₹10/- each fully paid-up for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs |

The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on December 16, 2024 and by our Shareholders pursuant to a Special Resolution passed at the Extra-Ordinary General meeting held on December 17, 2024.

The Issue and Net Issue shall constitute [●] % and [●] % of the post-Issue paid-up Equity Share capital of our Company.

For further details, see “The Issue” and “Issue Structure” beginning on pages 59 and 259, respectively.

## OBJECTS OF THE ISSUE

The Net Issue Proceeds are proposed to be used in the manner set out in in the following table:

(₹ in Lakhs)

| Sr. No. | Particulars  | Estimated amount |
|---------|--|------------------|
| 1.      | Funding of capital expenditure requirements of our Company by purchase of Vehicles and its body building | 1,051.73         |
| 2.      | Funding working capital requirements of our Company  | 2,000.00         |
| 3.      | General corporate purposes <sup>*#</sup>   | [•]              |
|         | <b>Total*</b>  | [•]              |

<sup>#</sup>The amount utilized for general corporate purpose shall not exceed 15% of the gross proceeds of the Issue.

<sup>\*</sup>To be updated in the Prospectus prior to filing with RoC.

For further details, please refer to chapter titled “Objects of the Issue” beginning on page 86.

## PRE-ISSUE SHAREHOLDING OF OUR PROMOTERS AND PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF OUR COMPANY

The aggregate pre-Issue shareholding of Promoters and Promoter Group as on the date of this Draft Red Herring Prospectus is set out below.

| Category of Promoter     | Pre-Issue        |                        |
|--------------------------|------------------|------------------------|
|                          | No. of Shares    | % of Pre-Issue Capital |
| Ms. Madhusmita Mohanty   | 38,24,580        | 47.81%                 |
| Ms. Supriya Mishra       | 38,24,580        | 47.81%                 |
| Mr. Lalit Panda          | 400              | 0.01%                  |
| Mr. Laxmi Narayan Mishra | 360              | Negligible             |
| <b>Total</b>             | <b>76,49,920</b> | <b>95.62%</b>          |
| <b>Promoter Group</b>    |                  |                        |
| Ms. Bhumika Mishra       | 40               | Negligible             |
| <b>Total</b>             | <b>76,49,960</b> | <b>95.62%</b>          |

## SUMMARY OF RESTATED FINANCIAL STATEMENTS

The details are as follows:

(₹ in lakhs other than share data)

| Particulars  | As At<br>30th<br>September,2024 | As At<br>31st<br>March,<br>2024 | As At<br>31st<br>March,<br>2023 | As At<br>31st<br>August,<br>2022 | As At<br>31st<br>March,<br>2022 |
|--|---------------------------------|---------------------------------|---------------------------------|----------------------------------|---------------------------------|
| Share Capital  | 800.00                          | 200.00                          | 200.00                          | 525.73                           | 880.08                          |
| Net worth <sup>#</sup>   | 1290.70                         | 948.11                          | 354.06                          | 525.73                           | 880.08                          |
| Total Revenue <sup>\$</sup>  | 8,134.03                        | 13,874.33                       | 9,806.96                        | 8,471.12                         | 15,850.07                       |
| Profit after Tax   | 342.59                          | 594.05                          | 154.06                          | 104.31                           | 243.77                          |
| Earnings per share (Basic & diluted) (₹) (Post Bonus) <sup>@</sup> | 4.28                            | 7.43                            | 1.93                            | 1.30                             | 3.05                            |
| Net Asset Value per Equity Share (₹) (Post Bonus) <sup>*</sup>     | 16.13                           | 11.85                           | 4.43                            | 6.57                             | 11.00                           |
| Total borrowings <sup>^</sup>                                      | 2891.91                         | 1722.37                         | 1880.70                         | 1758.82                          | 1748.16                         |

<sup>#</sup>Net Worth = Restated Equity Share Capital plus Reserves and Surplus.

<sup>\$</sup>Total Revenue = Restated Revenue from operations plus Restated Other Income.

<sup>@</sup> Earnings per share (Basic & diluted) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year.

<sup>\*</sup>Net Asset Value per Equity Share = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year.

<sup>^</sup>Total Borrowings = Restated Long-Term Borrowings Plus Restated Short-Term Borrowings.

## QUALIFICATIONS OF AUDITORS

There are no audit qualifications which have not been given effect in the restated financial statements.

## SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

A summary of pending legal proceedings and other material litigations involving our Company, Group Company, Directors and Promoters is provided below:

| Name of Entity          | Criminal Proceedings | Tax Proceedings | Statutory or Regulatory Proceedings | Disciplinary actions by the SEBI or Stock Exchanges against our Promoters | Material Civil Litigations | Aggregate amount involved (Rs in Lakhs) |
|-------------------------|----------------------|-----------------|-------------------------------------|---|----------------------------|---|
| <b>Company</b>          |                      |                 |                                     |   |                            |   |
| By the Company          | 3                    | 1               | NA                                  | NA  | NA                         | 112.56                                  |
| Against the Company     | NA                   | 8               | NA                                  | NA  | NA                         | 112.40                                  |
| <b>Directors</b>        |                      |                 |                                     |   |                            |   |
| By our Directors        | NA                   | NA              | NA                                  | NA  | NA                         | NA                                      |
| Against the Directors   | NA                   | NA              | NA                                  | NA  | NA                         | NA                                      |
| <b>Promoters</b>        |                      |                 |                                     |   |                            |   |
| By Promoters            | NA                   | NA              | NA                                  | NA  | NA                         | NA                                      |
| Against Promoters       | NA                   | NA              | NA                                  | NA  | NA                         | NA                                      |
| <b>Subsidiaries</b>     |                      |                 |                                     |   |                            |   |
| By Subsidiaries         | NA                   | NA              | NA                                  | NA  | NA                         | NA                                      |
| Against Subsidiaries    | NA                   | NA              | NA                                  | NA  | NA                         | NA                                      |
| <b>Group Companies</b>  |                      |                 |                                     |   |                            |   |
| By Group Companies      | NA                   | NA              | NA                                  | NA  | NA                         | NA                                      |
| Against Group Companies | NA                   | 2               | NA                                  | NA  | NA                         | 92.08                                   |

### Brief details of top 5 Criminal Case against our Promoters:

| Sr. No. | Particulars | Litigation filed by | Current status | Amount involved |
|---------|-------------|---------------------|----------------|-----------------|
| 1       | NA          | NA                  | NA             | NA              |

For further details, please refer chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 227.

## RISK FACTORS

For details relating to risk factors, please refer section titled “*Risk Factors*” beginning on page 29.

## SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As per Restated Financial Statements, no contingent liability exists for the period ended September 30, 2024, and financial years ended on March 31, 2024, 2023 and 2022.

For details, please refer to Section titled “*Restated Financial Statements*” beginning on page 180 of this Draft Red Herring Prospectus

## SUMMARY OF RELATED PARTY TRANSACTIONS

As required under Accounting Standard 18 “Related Party Disclosures” as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

(Rs. In Lakhs)

| Name                   | Relation          | Nature of Transaction             | For the Period Ended September 30, 2024 | Percentage of Total Operations | For the Year Ended March 31, 2024 | Percentage of Total Operations | For the Year Ended March 31, 2023* | Percentage of Total Operations | For the Year Ended March 31, 2022 | Percentage of Total Operations |   |
|------------------------|-------------------|-----------------------------------|---|--------------------------------|-----------------------------------|--------------------------------|------------------------------------|--------------------------------|-----------------------------------|--------------------------------|---|
| Ms. Madhusmita Mohanty | Director/ Partner | Director's/Partner's Remuneration | 9.00                                    | 0.11%                          | 18.00                             | 0.13%                          | 38.40                              | 0.41%                          | 24.00                             | 0.15%                          |   |
|                        |                   | Opening balance-Advance a/c       | -                                       |                                | -                                 |                                | 319.51                             |                                | -                                 |                                |   |
|                        |                   | Advance Given                     | 426.61                                  |                                | -                                 |                                |                                    |                                | 319.51                            |                                |   |
|                        |                   | Advance Repaid                    | -                                       |                                | -                                 |                                | 319.51                             |                                | -                                 |                                |   |
|                        |                   | Closing balance-Advance a/c       | 426.61                                  | 5.24%                          | -                                 |                                | -                                  |                                | 319.51                            | 2.02%                          |   |
|                        |                   |                                   |   |                                |                                   |                                |                                    |                                | -                                 |                                |   |
|                        |                   | Opening balance-Loan a/c          | 10.83                                   |                                | 7.00                              |                                | -                                  |                                | -                                 |                                |   |
|                        |                   | Loan Received                     | -                                       |                                | 100.00                            |                                | 7.00                               |                                | -                                 |                                |   |
|                        |                   | Loan Repaid/Adjusted              | 0.03                                    |                                | 96.17                             |                                | -                                  |                                | -                                 |                                |   |
|                        |                   | Closing balance-Loan a/c          | 10.81                                   | 0.13%                          | 10.83                             | 0.08%                          | 7.00                               | 0.07%                          | -                                 |                                |   |
|                        |                   |                                   |   |                                |                                   |                                |                                    |                                | -                                 |                                |   |
|                        |                   |                                   |   | Rent                           | 6.00                              | 0.07%                          | 18.00                              | 0.13%                          | 18.00                             | 0.20%                          | - |
|                        |                   | <b>Total</b>                      | <b>446.42</b>                           | <b>5.55%</b>                   | <b>46.83</b>                      | <b>0.34%</b>                   | <b>63.40</b>                       | <b>0.68%</b>                   | <b>343.51</b>                     | <b>2.17%</b>                   |   |
| Ms. Supriya Mishra     | Director/ Partner | Director's/Partner's Remuneration | 9.00                                    | 0.11%                          | 18.00                             | 0.13%                          | 32.50                              | 0.35%                          | 24.00                             | 0.15%                          |   |
|                        |                   | Opening balance-Loan a/c          | 172.58                                  |                                | 173.41                            |                                |                                    |                                | -                                 |                                |   |
|                        |                   | Loan Received                     | -                                       |                                | 17.00                             |                                | 173.41                             |                                | -                                 |                                |   |
|                        |                   | Loan Repaid/Adjusted              | 0.03                                    |                                | 17.83                             |                                | -                                  |                                | -                                 |                                |   |
|                        |                   | Closing balance-Loan a/c          | 172.56                                  | 2.12%                          | 172.58                            | 1.24%                          | 173.41                             | 1.77%                          | -                                 |                                |   |

| Name                               | Relation                      | Nature of Transaction           | For the Period Ended September 30, 2024 | Percentage of Total Operations | For the Year Ended March 31, 2024 | Percentage of Total Operations | For the Year Ended March 31, 2023* | Percentage of Total Operations | For the Year Ended March 31, 2022 | Percentage of Total Operations |
|------------------------------------|-------------------------------|---------------------------------|---|--------------------------------|-----------------------------------|--------------------------------|------------------------------------|--------------------------------|-----------------------------------|--------------------------------|
|                                    |                               | <b>Total</b>                    | <b>181.56</b>                           | <b>2.23%</b>                   | <b>190.58</b>                     | <b>1.37%</b>                   | <b>205.91</b>                      | <b>2.12%</b>                   | <b>24.00</b>                      | <b>0.15%</b>                   |
|                                    |                               |                                 |   |                                |                                   |                                | -                                  |                                |                                   |                                |
| Mr. Laxmi Narayan Mishra           | Director/ Relative of Partner | Director's Remuneration/ Salary | 9.00                                    | 0.11%                          | 19.18                             | 0.14%                          | 26.39                              | 0.30%                          | 27.50                             | 0.17%                          |
|                                    |                               | Opening balance-Advance a/c     | -                                       |                                | -                                 |                                | 73.18                              |                                | 33.50                             |                                |
|                                    |                               | Advance Given                   | -                                       |                                | -                                 |                                | -                                  |                                | 121.36                            |                                |
|                                    |                               | Advance Repaid                  | -                                       |                                | -                                 |                                | 73.18                              |                                | 81.68                             |                                |
|                                    |                               | Closing balance-Loan a/c        | -                                       |                                | -                                 |                                |                                    |                                | 73.18                             | 0.46%                          |
|                                    |                               | <b>Total</b>                    | <b>9.00</b>                             | <b>0.11%</b>                   | <b>19.18</b>                      | <b>0.14%</b>                   | <b>26.39</b>                       | <b>0.30%</b>                   | <b>100.68</b>                     | <b>0.63%</b>                   |
|                                    |                               |                                 |   |                                |                                   |                                |                                    |                                |                                   |                                |
| Mr. Lalit Panda                    | Director/ Relative of Partner | Director's Remuneration/ Salary | 9.00                                    | 0.11%                          | 18.00                             | 0.13%                          | 18.00                              | 0.21%                          | 27.50                             | 0.17%                          |
|                                    |                               | Opening balance-Advance a/c     | -                                       |                                | -                                 |                                | 191.80                             |                                | 91.51                             |                                |
|                                    |                               | Advance Given                   | -                                       |                                | -                                 |                                | -                                  |                                | 171.14                            |                                |
|                                    |                               | Advance Repaid                  | -                                       |                                | -                                 |                                | 191.80                             |                                | 70.85                             |                                |
|                                    |                               | Closing balance-Advance a/c     | -                                       |                                | -                                 |                                | -                                  |                                | 191.80                            | 1.21%                          |
|                                    |                               | <b>Total</b>                    | <b>9.00</b>                             | <b>0.11%</b>                   | <b>18.00</b>                      | <b>0.13%</b>                   | <b>18.00</b>                       | <b>0.21%</b>                   | <b>219.30</b>                     | <b>1.38%</b>                   |
|                                    |                               |                                 |   |                                |                                   |                                |                                    |                                |                                   |                                |
| Mr. Sugoto Ghosh                   | Independent Director          | Sitting Fees                    | -                                       | -                              | -                                 | -                              | -                                  | -                              | -                                 | -                              |
|                                    |                               |                                 |   |                                |                                   |                                |                                    |                                |                                   |                                |
| Mr. Ketan Desai                    | Independent Director          | Sitting Fees                    | -                                       | -                              | -                                 | -                              | -                                  | -                              | -                                 | -                              |
|                                    |                               |                                 |   |                                |                                   |                                |                                    |                                |                                   |                                |
| Ms. Falguniben Khodabhai Prajapati | Independent Director          | Sitting Fees                    | -                                       | -                              | -                                 | -                              | -                                  | -                              | -                                 | -                              |
|                                    |                               |                                 |   |                                |                                   |                                |                                    |                                |                                   |                                |

| Name  | Relation                 | Nature of Transaction   | For the Period Ended September 30, 2024 | Percentage of Total Operations | For the Year Ended March 31, 2024 | Percentage of Total Operations | For the Year Ended March 31, 2023* | Percentage of Total Operations | For the Year Ended March 31, 2022 | Percentage of Total Operations |
|---|--------------------------|-------------------------|---|--------------------------------|-----------------------------------|--------------------------------|------------------------------------|--------------------------------|-----------------------------------|--------------------------------|
| Ms. Priya Bharat Dholu                            | Company Secretary        | Salary                  | 0.75                                    | 0.01%                          | -                                 |                                | -                                  |                                | -                                 |                                |
| Mr. Mohammed Jaffar                               | CFO                      | Salary                  | 2.40                                    | 0.03%                          | -                                 |                                | -                                  |                                | -                                 |                                |
| M/s. Moonglade Shipping And Logistics Private Ltd | Relative of the Director | Sales Revenue           | 334.01                                  | 4.11%                          | 589.66                            | 4.25%                          | 1,379.47                           | 14.89%                         | 1,133.66                          | 7.15%                          |
|   |                          | Closing balance-Debtors | 113.14                                  | 1.39%                          | 64.45                             | 0.46%                          | 168.37                             | 1.90%                          | 138.91                            | 0.88%                          |
|   |                          | <b>Total</b>            | <b>447.15</b>                           | <b>5.50%</b>                   | <b>654.11</b>                     | <b>4.71%</b>                   | <b>1,547.84</b>                    | <b>16.79%</b>                  | <b>1,272.57</b>                   | <b>8.03%</b>                   |
|   |                          | <b>Grand Total</b>      | <b>1,096.28</b>                         | <b>13.54%</b>                  | <b>928.70</b>                     | <b>6.69%</b>                   | <b>1,861.54</b>                    | <b>20.10%</b>                  | <b>1,960.06</b>                   | <b>12.21%</b>                  |

\*Figures for Financial Year 2022-23 have been combined for presentation purpose.

For details, please refer to Section titled “Restated Financial Statements” beginning on page 180.

## FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our directors and their relatives have financed the purchase by any other person of securities of our Company (other than in the normal course of business of the relevant financing entity) during a period of six (6) months immediately preceding the date of this Draft Red Herring Prospectus.

## WEIGHTED AVERAGE PRICE OF EQUITY SHARES ACQUIRED BY OUR PROMOTERS

The weighted average cost of acquisition of Equity Shares by our Promoters in the last one (1) year preceding the date of this Draft Red Herring Prospectus set forth in the table below:

| Sr. No. | Name of the Promoters    | Number of Equity Shares acquired in the one year preceding the date of this Draft Red Herring Prospectus | Weighted Average cost of Acquisition (in ₹)* |
|---------|--------------------------|--|--|
| 1.      | Ms. Madhusmita Mohanty   | 29,99,685  | Nil  |
| 2.      | Ms. Supriya Mishra       | 29,99,685  | Nil  |
| 3.      | Mr. Lalit Panda          | 400  | 28.75  |
| 4.      | Mr. Laxmi Narayan Mishra | 360  | 28.75  |

\*The weighted average cost of acquisition of Equity Shares by our Promoters have been calculated by taking into account the amount paid by them to acquire and Shares allotted to them divided by number of shares acquired in last one (1) year.

\*As certified by our Statutory Auditors by their certificate dated January 21, 2025.

## AVERAGE COST OF ACQUISITION OF PROMOTERS

The average cost of acquisition of Equity Shares by our Promoters is set forth in the table below:



| Sr. No. | Name of the Promoters    | No. of Shares held | No of Equity Shares acquired since inception | Average cost of Acquisition (in ₹) * |
|---------|--------------------------|--------------------|--|--------------------------------------|
| 1.      | Ms. Madhusmita Mohanty   | 38,24,580          | 39,99,685                                    | Nil                                  |
| 2.      | Ms. Supriya Mishra       | 38,24,580          | 39,99,685                                    | Nil                                  |
| 3.      | Mr. Lalit Panda          | 400                | 400  | 28.75                                |
| 4.      | Mr. Laxmi Narayan Mishra | 360                | 360  | 28.75                                |

The average cost of acquisition of Equity Shares by our Promoters have been calculated by taking into account the amount paid by them to acquire and Shares allotted to them is divided by net quantity of shares acquired.

\*As certified by our Statutory Auditors by their certificate dated January 21, 2025.

#### DETAILS OF PRE-IPO PLACEMENT

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

#### ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE (1) YEAR

Except as disclosed below, we have not issued any Equity Shares for consideration other than cash in the last one (1) year:

| Date of Allotment | No. of Equity Shares | Face Value (₹) | Issue Price (₹) | Reasons of Allotment  | Benefits accrued to company          | Allottees                | No. of Shares Allotted |
|-------------------|----------------------|----------------|-----------------|---|--------------------------------------|--------------------------|------------------------|
| July 26,2024      | 60,00,000            | 10/-           | Nil             | Bonus Issue in the ratio of 3:1 i.e., 3 Bonus equity shares for 1 equity share held | Capitalization of Reserves & Surplus | Ms. Madhusmita Mohanty   | 29,99,685              |
|                   |                      |                |                 |   |                                      | Ms. Supriya Mishra       | 29,99,685              |
|                   |                      |                |                 |   |                                      | Mr. Lalit Panda          | 300                    |
|                   |                      |                |                 |   |                                      | Mr. Laxmi Narayan Mishra | 270                    |
|                   |                      |                |                 |   |                                      | Ms. Bhumika Mishra       | 30                     |
|                   |                      |                |                 |   |                                      | Mr. Ashok Kumar Shee     | 15                     |
|                   |                      |                |                 |   |                                      | Mr. Shailendra Malviya   | 15                     |

#### 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 (1) year preceding the date of this Draft Red Herring Prospectus.

#### EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

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

### SECTION III – RISK FACTORS

*An investment in Equity Shares involves a high degree of financial risk. Investors should carefully consider all information in this Draft Red Herring Prospectus, including the risks described below, before making an investment in our Equity Shares. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could suffer, the price of the Equity Shares could decline, and you may lose all or part of your investment. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Offer including the merits and risks involved. Investors should consult their tax, financial and legal advisors about particular consequences to them of an investment in the Offer. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, such financial impact cannot be disclosed in such risk factors. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Red Herring Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment.*

*This Draft Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. See chapter titled “Forward Looking Statements” beginning on page 20 of this Draft Red Herring Prospectus.*

*To obtain a better understanding of our business, you should read this chapter in conjunction with other chapters of this Draft Red Herring Prospectus, including the chapters titled “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Industry Overview” and “Restated Financial Statements” on page 122, 215, 108 and 180 respectively of this Draft Red Herring Prospectus, together with all other Restated Financial Statements contained in this Draft Red Herring Prospectus. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus.*

*Unless otherwise stated, the financial data in this chapter is derived from our Restated Financial Statements for the period ended September 30, 2024 and for financial years ended March 31, 2024, 2023 and 2022 as included in “Restated Financial Statements” beginning on page 180 of this Draft Red Herring Prospectus.*

#### **MATERIALITY**

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

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

## INTERNAL RISKS

1. *We have certain outstanding litigation against us, an adverse outcome of which may adversely affect our business, reputation and results of operations.*

A summary of outstanding matters set out below includes details of civil and criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving us, our Directors, Promoter and Group Company, as at the date of this Draft Red Herring Prospectus.

### Litigations against our Company

| Nature of Cases                   | No of Outstanding Cases | Amount involved (In Lakhs) |
|-----------------------------------|-------------------------|----------------------------|
| Criminal Complaints               | --                      | --                         |
| Statutory/ Regulatory Authorities | --                      | --                         |
| Taxation Matters                  | 8                       | 112.40                     |
| Other Litigation                  | --                      | --                         |

### Litigations by our Company

| Nature of Cases                   | No of Outstanding Cases | Amount involved (In Lakhs) |
|-----------------------------------|-------------------------|----------------------------|
| Criminal Complaints               | 3                       | 27.92                      |
| Statutory/ Regulatory Authorities | --                      | --                         |
| Taxation Matters                  | 1                       | 84.64                      |
| Other Litigation                  | --                      | --                         |

### Litigations against our Directors and / or Promoters

| Nature of Cases                   | No of Outstanding Cases | Amount involved (In Lakhs) |
|-----------------------------------|-------------------------|----------------------------|
| Criminal Complaints               | --                      | --                         |
| Statutory/ Regulatory Authorities | --                      | --                         |
| Taxation Matters                  | --                      | --                         |
| Other Litigation                  | --                      | --                         |

### Litigations against our Group company

| Nature of Cases                   | No of Outstanding Cases | Amount involved (In Lakhs) |
|-----------------------------------|-------------------------|----------------------------|
| Criminal Complaints               | --                      | --                         |
| Statutory/ Regulatory Authorities | --                      | --                         |
| Taxation Matters                  | 2                       | 92.08                      |
| Other Litigation                  | --                      | --                         |

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities.

We cannot assure you that any of the outstanding litigation matters will be settled in our favour or that no additional liabilities will arise out of these proceedings. In addition to the above, we could also be adversely affected by complaints, claims or legal actions brought by persons, including before consumer forums or sector-specific or other regulatory authorities in the ordinary course of business or otherwise, in relation to our business operations, our intellectual property, our branding or marketing efforts or campaigns or our policies. We may also be subject to legal action by our employees and/or former employees in relation to alleged grievances, such as termination of employment. We cannot assure you that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority or third persons against us. For further details of certain material legal proceedings involving our Company, our Promoter, our directors and our group company, please see “*Outstanding Litigations and Material Developments*” beginning on page 227 of this Draft Red Herring Prospectus.

**2. 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 houses for both imports and exports. Instead, we carry our operations through different custom house agents to undertake the custom clearance services under their license as necessary for clearance of cargo at entry or departure of a conveyance or the import or export of goods at any customs house. This 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 such 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 or arrange other custom house agents to ensure that our consignment is cleared in a timely manner. There have been no such instances in the past which had a material impact on our operations but any such potential disruptions can have a direct impact on our business operations, affecting our efficiency and damaging our reputation with customers.

**3. Majority of our Revenue from operation is derived from our ocean freight services. Any disruption in the continuous operations of our services in ocean freight segment would have a material adverse effect on our business, results of operations and financial.**

A significant portion of our revenue is derived from our ocean freight services, which constitutes a substantial part of our operations. Our revenue from ocean freight services contributes 83.76%, 76.26%, 84.32% and 80.97% of our revenue from operations for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022, respectively. As a result, any disruption in the uninterrupted operations of our ocean freight services could have a material adverse effect on our business, financial condition, results of operations, and future prospects. Timely delivery of consignments is an important factor in our business and any interruptions to the continuous operation of our freight services would negatively impact our ability to fulfil customer commitments. Such disruptions may arise due to a variety of factors, including but not limited to, natural disasters, adverse weather conditions, machine breakdowns, fires, terrorism, labor disputes, regulatory or government-imposed restrictions or other unforeseen events. In particular, if we experience disruptions at key facilities including ports or custom freight stations, our ability to meet customer demand and delivery timelines may be significantly affected. Such interruptions may increase our costs and reduce our sales and may require us to make substantial capital expenditures to remedy the situation or to defend litigation that we may become involved in as a result, which may negatively affect our profitability, business, financial condition, results of operations, cash flows and prospects.

**4. We depend on certain key customers for our revenues. A decrease in the revenues we derive from them could materially and adversely affect our business, results of operations, cash flows and financial condition.**

We depend on a limited number of customers, which exposes us to a high risk of customer concentration. Fluctuations in the performance of the industries in which certain of our customers operate may result in a loss of customers, a decrease in the volume of work we undertake or the price at which we offer our services. The table below sets out our revenue from our top one, five and top ten customers for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022, respectively, including as a percentage of revenue from operations for the respective periods:

(₹ in lakhs)

| Particulars      | For the period ended on September 30, 2024 |       | FY 2023-24              |       | FY 2022-23              |       | FY 2021-22              |       |
|------------------|--|-------|-------------------------|-------|-------------------------|-------|-------------------------|-------|
|                  | Revenue from Operations                    | %     | Revenue from Operations | %     | Revenue from Operations | %     | Revenue from Operations | %     |
| Top 1 Customer   | 1933.61                                    | 23.79 | 3209.46                 | 23.14 | 1379.47                 | 7.55  | 1555.60                 | 9.82  |
| Top 5 Customers  | 3418.87                                    | 42.06 | 5585.69                 | 40.28 | 5337.94                 | 29.22 | 5366.67                 | 33.88 |
| Top 10 Customers | 4457.76                                    | 54.83 | 7146.93                 | 51.54 | 7978.74                 | 43.68 | 7996.77                 | 50.48 |

Any decline in our quality standards, growing competition and any change in the demand for our services by these customers may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability. Further, the sales volume may vary due to our customers' attempts to manage their logistic need either by themselves or through our competitors, which could reduce our sales and adversely affect our business, cash flows, results of operations and financial condition. In addition, we are exposed to payment delays and/or defaults by our

major customers and our financial position and financial performance are dependent on the creditworthiness of our customers. There is no guarantee that all or any of our customers will honour their outstanding amounts in time and whether they will be able to fulfil their obligations, due to any financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur from all or any of our major customer, our financial performance and our operating cash flows may be adversely affected.

**5. *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 shipping companies, custom house agents, vendors, port authorities and other logistic service providers, to facilitate our operations smoothly. We also depend on our network of overseas agents for cargo handling, transportation and timely delivery at the destination and load port for export cargo and import cargo respectively. 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 Company's reputation. Further, certain assets necessary for our business operations such as moving equipment, cargo containers, vehicles, container freight stations and labour are managed through 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 non-availability or delays in obtaining transport assets or breakdowns or service interruptions may result in loss of orders or delays in delivery of goods, any of which could lead to customer dissatisfaction and loss of business. Moreover, disputes with third-party service providers can also strain our relationships with them and our customers. There have been no instances in the past that have had a significant impact on our operations, however if any of the foregoing risks materialize, our business, operations, reputation, financial condition, results of operations and cash flows may be adversely affected.

Currently we have 20 (Twenty) owned vehicles and the remainder of the turnover is booked through hired vehicles for our surface freight operations. Our Company is dependent on hiring of additional trucks from third parties because of various factors like volume of orders and tight delivery schedules, nature of goods to be transported and customers' preference. This involves risk as availability of third-party vehicles may be uncertain during periods of high demand. In addition, we do not have any control over the servicing and maintenance of these vehicles. Although our company has multiple third-party vehicle suppliers and have not faced any major loss in the past due to non-availability of hired vehicles, we cannot assure you that this will have no adverse impact in future.

**6. *Our Company has availed unsecured loans which may be recalled by the lenders on demand.***

As on September 30, 2024, we have outstanding unsecured loan amounting to Rs. 883.59 Lakhs from banks, non-banking financial companies and our directors which are repayable on demand to them. For further details of our unsecured loans, please refer the chapter titled "*Financial Indebtedness*" beginning on page 212 of this Draft Red Herring Prospectus. These loans may not be repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. In such cases, we may be required to repay the entirety of the unsecured loans. We may not be able to generate sufficient funds at short notice to be able to repay such loans and may resort to refinancing such loans at a higher rate of interest and on terms not favourable to it. Failure to repay unsecured loans in a timely manner may have a material adverse effect on our business, results of operation financial condition and cash flow.

**7. *We have not yet placed orders in relation to the funding Capital Expenditure towards purchase of vehicles and its body building which is proposed to be financed from the Issue proceeds of the IPO. In the event of any delay in placing the orders, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected.***

We intend to use Rs. 1,051.73 Lakhs of the Net Proceeds for funding capital expenditure towards purchase of vehicles and its body building. We are yet to place orders for the capital expenditure towards purchase of vehicles and its body building, for further details, see "*Objects of the Issue*" on page 86. We have not entered into any definitive agreements to utilize the Net Proceeds for this object of the Issue and have relied on the quotations received from third parties for estimation of the cost. While we have obtained the quotations from different vendors in relation to such capital expenditure, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. Additionally, in the event of any delay in placement of such orders, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations.

**8. The Company is dependent on a few suppliers for purchases of product/service. The loss of any of these large suppliers may affect our business operations.**

Our top ten suppliers contribute 75.54%, 79.28, 83.00% and 79.03% of our total purchases for the period ended on September 30, 2024 and for the financial year ended on March 31, 2024, 2023 and 2022, respectively based on restated financial statements. We cannot assure that we will be able to get the same quantum and quality of supplies, or any supplies at all, and the loss of supplies from one or more of them may adversely affect our purchases of stock and ultimately our revenue and results of operations. However, the composition and amount of purchase from these suppliers might change as we continue seeking new suppliers for our product for better quality and price in the normal course of business. Though we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new suppliers, there can be no assurance that we will be able to maintain long term relationships with such suppliers or find new suppliers in time. The details of contribution of top suppliers in purchase of total purchase is given below:

| Particulars      | For the period ended on September 30, 2024 |       | FY 2023-24 |       | FY 2022-23 |       | FY 2021-22 |       |
|------------------|--|-------|------------|-------|------------|-------|------------|-------|
|                  | Purchases                                  | %     | Purchases  | %     | Purchases  | %     | Purchases  | %     |
| Top 1 Supplier   | 3,022.84                                   | 45.88 | 5,846.03   | 49.43 | 8,538.78   | 52.40 | 5,578.18   | 39.00 |
| Top 5 Suppliers  | 4,474.32                                   | 67.90 | 8,680.26   | 73.40 | 12,644.06  | 77.60 | 9,576.10   | 66.94 |
| Top 10 Suppliers | 4,977.97                                   | 75.54 | 9,377.16   | 79.28 | 13,524.25  | 83.00 | 11,305.10  | 79.03 |

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

Our business is subject to various risks inherent in the logistics industry, including potential liability to our customers which could result from, among other circumstances, personal injury to persons or damage to property arising from accidents or incidents involving vehicles operated by us. In the normal course of business, we may be exposed to claims from our customers arising from theft, damage or loss of the materials. We may, in certain circumstances, be required to compensate our customers in the event of any damage or loss of goods transported by us. Ocean or road transport services are subject to various risks and hazards that could disrupt the timely and safe delivery of goods. These risks include adverse weather conditions, accidents, mechanical failures, or damage to vessels during transit. We may become subject to liability for hazards which we cannot, or may not elect to, insure because of high premium costs or other reasons. We operate a mix of our own vehicles and vehicles engaged on a hire-basis for specific consignments basis. Despite having experienced drivers and giving necessary instructions to vehicle owners/ representatives, we bear the risk of vehicles carrying the cargo being involved in collusion, malfunctioning, manufacturing defect, title issue which may lead to non-delivery of cargo on a timely basis or at all. Further, we may also have to suffer losses on account of repair of the vehicles (in the case of owned vehicles) and losses on account of human injuries. We also run the risk of contamination by unauthorized carrying of contraband items resulting in confiscation of the vehicles along with materials and cargo.

Certain of the materials that we transport are corrosive and flammable and require skilled handling. Any failure or mishandling of such materials, may cause accidents, fire, loss of human life and property, damage to our and third-party property or environmental damage and expose us to civil or criminal liability. If any such event were to occur, we could be subject to significant penalties, other actionable claims and, in some instances, criminal prosecution. In addition to adversely affecting our reputation, any such accidents, may result in a loss of our vehicles and/or disruption in our operations, which may have an adverse effect on our results of operations, cash flows and financial condition. Though no such incidents have occurred in the past, these potential risks could still negatively impact our operations and lead to unforeseen liabilities, affecting our overall business performance.

**10. We generate a substantial portion of revenue from the regions of Telangana, Gujarat and Maharashtra. Any adverse developments affecting our operations in such regions could have an adverse impact on our revenue and results of operations.**

Our revenue are majorly dependent on the few regions like Telangana, Gujarat and Maharashtra. The details of revenue generated from such regions for the period ended September 30, 2024 and for financial years ended March 31, 2024, 2023 and 2022 are as follows:

| Particulars | (₹ in lakhs)                               |            |            |            |
|-------------|--|------------|------------|------------|
|             | For the period ended on September 30, 2024 | FY 2023-24 | FY 2022-23 | FY 2021-22 |

|              | Revenue from Operations | %            | Revenue from Operations | %            | Revenue from Operations | %            | Revenue from Operations | %            |
|--------------|-------------------------|--------------|-------------------------|--------------|-------------------------|--------------|-------------------------|--------------|
| Telangana    | 3365.29                 | 42.13        | 6551.52                 | 47.93        | 8903.76                 | 54.09        | 9875.02                 | 63.91        |
| Gujarat      | 2411.79                 | 30.19        | 3939.30                 | 28.82        | 3093.62                 | 18.79        | 2587.74                 | 16.75        |
| Maharashtra  | 878.04                  | 10.99        | 1419.09                 | 10.38        | 1324.94                 | 8.05         | 649.54                  | 4.20         |
| <b>Total</b> | <b>6655.12</b>          | <b>83.31</b> | <b>11909.91</b>         | <b>87.13</b> | <b>13322.32</b>         | <b>80.93</b> | <b>13112.3</b>          | <b>84.86</b> |

For details of revenue generated from each state for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022, respectively, please see revenue break-up details as mentioned under the chapter titled “Our Business” beginning on page 122 of this Draft Red Herring Prospectus.

Such geographical concentration of our business in these regions heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions which may adversely affect our business prospects, financial conditions and results of operations. We may not be able to leverage our experience in such regions to expand our operations in other parts of India. Factors such as competition, culture, regulatory regimes, business practices and customs, industry needs, transportation, in other markets where we may expand our operations may differ from those in such regions, and our experience in these regions may not be applicable to other markets. In addition, as we enter new markets and geographical areas, we are likely to compete not only with national players, but also local players who might have an established local presence, are more familiar with local regulations, business practices and industry needs, have stronger relationships with local dealers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into areas outside such markets may adversely affect our business prospects, financial conditions and results of operations. While our management believes that our Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we may face and should not rely on our results of operations for any prior periods as an indication of our future performance.

**11. We require working capital for our smooth day-to-day operations of business and any discontinuance or our inability to acquire adequate working capital timely and on favourable terms may have an adverse effect on our operations, profitability and growth prospects.**

Our business demands on working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects. We intend to continue growing by expanding our business operations. This may result in increase in the quantum of our current assets. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapter titled “Objects of the Issue” beginning on page 86 of this Draft Red Herring Prospectus.

**12. We face challenges in passing on cost increases from third-party service providers to our customers, as well as difficulty in adjusting prices downward to reflect any decline in prices we charge our customers to our third-party service providers.**

Our long-term growth and competitiveness are dependent on our ability to control costs and pass on any increase in operating expenses to customers, while continuing to offer competitive pricing. To maintain competitive pricing and enhance our profit margins, we must continuously control our costs. Shipping freight expenses, customs and clearing charges, vehicle rental expenses, labour and machinery expenses for the loading, unloading, stuffing and de-stuffing of cargo represent some of our most significant recurring operating costs and an increase in such costs or an inability to pass on some or all of such increase to our customers will adversely affect our results of operations and cash flows. For instance, the shipment freights are booked at the order confirmation process, due to any delay in movement of goods the rates are subject to increase after initial bookings. Also the cost of fuel has increased in recent years and fluctuates significantly due to various factors beyond our control, including, international prices of crude oil and petroleum products, global and regional demand and supply conditions, geopolitical uncertainties, import cost of crude oil, domestic taxes, government policies and regulations and availability of alternative fuels. We typically incorporate charges from our third-party service providers into the pricing of our services offered to customers. However, we may not be able to immediately pass on any short-term increases in these charges to our customers until our invoices are reviewed with our customers, or until we negotiate the renewal terms of our customer orders. During this interim period, we may face unforeseen costs if our third-

party providers impose additional charges on us. We cannot guarantee our ability to pass on these unexpected cost increases to our customers, either partially or in full, in the future.

**13. Our Company had negative cash flows in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.**

As per our Restated Financial Statements, our cash flows from operating, investing and financing activities are as set out below:

*(Rs. in Lakhs)*

| Particulars                        | For the period ended on September 30, 2024 | FY 2023-24 | For the period September 01, 2022 to March 31, 2023 | For the period ended on August 31, 2022 | FY 2021-22 |
|------------------------------------|--|------------|---|---|------------|
| Net Cash from Operating Activities | (823.29)                                   | 423.28     | (1,414.60)  | 924.51                                  | (845.32)   |
| Net Cash from Investing Activities | (230.95)                                   | (175.83)   | (291.86)  | (71.00)                                 | (26.20)    |
| Net Cash from Financing Activities | 1,046.38                                   | (325.85)   | 1,946.17  | (533.97)                                | 934.53     |

The detailed reasons of such negative cash flow are as follows:

**Cash Flows from Operating Activities**

For the period ended September 30, 2024

Our net cash from operating activities for period ended Sept 30, 2024 was at (₹823.29) lakhs as compared to the Profit Before Tax at ₹457.81 lakhs. Primary reason for negative cash flow was increase in trade receivables by ₹461.87 Lakhs, and decrease in trade payables by ₹581.81 Lakhs.

For the period Sept 1, 2022 to March 31, 2023

Our net cash from operating activities for period Sept 1, 2022 to March 31, 2023 was at (₹1,414.60) lakhs as compared to the Profit Before Tax at ₹205.87 lakhs. Primary reason for negative cash flow was increase in trade receivables by ₹1,991.40 Lakhs and increase in other current asset by ₹73.47 Lakhs.

For the financial year ended March 31, 2022

Our net cash from operating activities for financial year ended March 31, 2022 was at (₹845.32) lakhs as compared to the Profit Before Tax at ₹325.76 lakhs. Primary reason for negative cash flow was increase in trade receivables by ₹1,164.50 Lakhs and increase in other current asset by ₹159.40 Lakhs.

**Cash Flows from Investment Activities**

For the period ended September 30, 2024

For the period ended September 30, 2024, the net cash invested in Investing Activities was ₹ (230.95) lakhs. This was mainly on account of Purchases of Fixed Assets of ₹234.70 lakhs.

For the financial year ended March 31, 2024

For the financial year ended March 31, 2024, the net cash invested in Investing Activities was ₹ (175.83) lakhs. This was mainly on account of Purchases of Fixed Assets of ₹176.97 lakhs

For the period Sept 1, 2022 to March 31, 2023

For the period Sept 1, 2022 to March 31, 2023, the net cash invested in Investing Activities was ₹ (291.86) lakhs. This was mainly on account of Purchases of Fixed Assets of ₹300.13 lakhs.

For the period ended August 31, 2022



For the period ended August 31, 2022, the net cash invested in Investing Activities was ₹ (71.00) lakhs. This was mainly on account of Purchases of Fixed Assets of ₹72.85 lakhs.

For the financial year ended March 31, 2022

For the financial year ended March 31, 2022, the net cash invested in Investing Activities was ₹ (26.20) lakhs. This was mainly on account of Purchases of Fixed Assets of ₹28.60 lakhs.

**Cash Flows from Financing Activities**

For the financial year ended March 31, 2024

For the financial year ended March 31, 2024, the net cash from financing activities was (₹325.85) lakhs. This was mainly on account of repayment of Long-Term Borrowings of ₹ 41.43 lakhs, repayment of Short-Term Borrowings of ₹ 116.89 lakhs and Interest paid of ₹ 167.53 lakhs.

For the period ended August 31, 2022

For the period ended August 31, 2022, the net cash from financing activities was (₹533.97) lakhs. This was mainly on account of repayment of Long-Term Borrowings of ₹ 104.99 lakhs and Capital withdrawn of ₹ 458.66 lakhs.

For further details, please see chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 215 of this Draft Red Herring Prospectus.

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If our Company is not able to generate sufficient cash flows, it may adversely affect our business and financial operations.

- 14. Our Company has higher debt-equity ratio which requires significant cash flows to service our debts obligations, and this, together with the conditions and restrictions imposed by our financing arrangements, fluctuations in the interest rates may limit our ability to operate freely and grow our business.**

The table below sets forth the details of our total outstanding borrowings and debt to equity ratio for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, March 2023 and March 31, 2022, respectively:

| Key Financial Performance                    | For the Period ended September 30, 2024 | For the Financial Year ended |                |                |
|--|---|------------------------------|----------------|----------------|
|  |   | March 31, 2024               | March 31, 2023 | March 31, 2022 |
| Total borrowings (₹ in lakhs) <sup>(1)</sup> | 2,891.91                                | 1,722.37                     | 1,880.70       | 1,748.16       |
| Debt-Equity Ratio (times) <sup>(2)</sup>     | 2.24                                    | 1.82                         | 5.31           | 1.99           |

(1) Total Borrowings = Restated Long-Term Borrowings plus Restated Short-Term Borrowings.

(2) Debt to Equity ratio is calculated as Total Debt divided by equity.

Our ability to meet our debt service obligations and repay our outstanding borrowings will depend primarily on the cash generated from our business, which depends on the timely repayment by our customers. Our financing agreements and instruments contain certain restrictive covenants that limit our ability to undertake fund raising activities, any of which could adversely affect our business, results of operations and financial condition.

If our future cash flows from operations and other capital resources become insufficient to pay our debt obligations or our contractual obligations, or to fund our other liquidity needs, we may be forced to sell assets or attempt to restructure or refinance our existing indebtedness. Our ability to restructure or refinance our debt will depend on the condition of the capital markets, our financial condition at such time and the terms of our other outstanding debt instruments. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments may restrict us from adopting some of these alternatives. In addition, any failure to make payments of interest or principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our creditworthiness or credit rating, which could harm our ability to incur additional indebtedness on acceptable terms.

**15. We do not verify the contents of the cargo transported by us, thereby exposing us to the risks associated with the transportation of goods in violation of applicable regulations.**

We transport various goods as part of our freight forwarding business, other than goods that are classified as hazardous or illegal. We do not have any equipment to enable us to verify all our consignments prior to loading such consignments. Although the goods are subject to detailed verification with the custom authorities but we are unable to guarantee that these consignments do not contain any hazardous or illegal goods. Further, we are subject to a broad range of national, state and local environmental, health and safety and criminal laws and regulations. In the course of our operations, we may transport or arrange for the storage or transportation of substances defined as hazardous under applicable laws. If any damage or injury occurs as a result of storage or transportation of hazardous, explosive or illegal materials, we may be subject to claims from third parties, and bear liability, for such damage or injury even if we were unaware of the presence of the hazardous, explosive or illegal materials, and this could have a material adverse effect on our business and financial condition.

**16. Our inability to manage our diversified operations may have an adverse effect 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 and skilled personnel. Any lapses in such areas can lead to inefficiencies, delays, and increased operational costs. Our future revenue growth depends upon the successful operation of our operating locations, the efficiency of our delivery systems and the successful management of our sales, marketing, and support and service teams through direct and indirect channels in various states across India where our existing or potential customers are located. Following is our revenue bifurcation on the basis of our services for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022, respectively:

(₹ in lakhs)

| Particulars                       | For the period ended on September 30, 2024 |               | FY 2023-24              |               | FY 2022-23              |               | FY 2021-22              |               |
|-----------------------------------|--|---------------|-------------------------|---------------|-------------------------|---------------|-------------------------|---------------|
|                                   | Revenue from Operations                    | %             | Revenue from Operations | %             | Revenue from Operations | %             | Revenue from Operations | %             |
| Ocean Freight                     | 6808.90                                    | 83.76         | 10574.78                | 76.26         | 15400.42                | 84.32         | 12826.96                | 80.97         |
| Surface Freight & Railway Freight | 508.63                                     | 6.26          | 1665.68                 | 12.01         | 1182.60                 | 6.47          | 1014.30                 | 6.40          |
| Air Freight                       | 75.37                                      | 0.93          | 153.34                  | 1.11          | 772.38                  | 4.23          | 1162.73                 | 7.34          |
| Custom House Clearance            | 736.57                                     | 9.06          | 1473.57                 | 10.63         | 909.75                  | 4.98          | 836.91                  | 5.28          |
| <b>Total</b>                      | <b>8129.47</b>                             | <b>100.00</b> | <b>13867.37</b>         | <b>100.00</b> | <b>18265.14</b>         | <b>100.00</b> | <b>15840.90</b>         | <b>100.00</b> |

In addition, we may be affected by various factors inherent in carrying out business operations in several states in India and abroad, such as:

- co-ordinating and managing operations in several locations, including different political, economic and business conditions and labour laws and associated uncertainties;
- exposure to different legal standards and enforcement mechanisms and compliance with regulations; and
- difficulties in staffing and managing operations, including co-ordinating and interacting with our local representatives and business networks to fully understand local business and regulatory requirements.

Any of these factors, alone or in combination, could materially and adversely affect our business, results of operations and financial condition and prospects.

**17. Our Company may not be able to deliver the consignment on timely basis due to which we could become liable to claims by our customers, suffer negative publicity and incur substantial cost as result of deficiency in our service which could adversely affect our results of operations.**

The timely delivery of the consignment at the destination is very crucial in our business operations. There can be event which may be beyond our control which could lead to delay in the transportation/movement of the consignment to the customer destination. We are also dependent on third parties including shipping lines, railways, airlines to provide logistics services which may also lead to delay due to non-availability of the space which may hamper the delivery schedules to the customers. Such delays can be due to submission of incomplete documents at the custom clearance office, mishandling of goods, non-availability of container space or other unforeseen events. Any such failure or defect in our services or breach of any such terms laid by our customers could result in a claim against the Company for damages, regardless of our responsibility for such failures and could adversely affect our financial condition and results of operations.

Our business relies on the trust and confidence our customers place in the quality and reliability of our services. We are entrusted with the safe and timely delivery of goods, and any disruption to this trust could have significant consequences for our reputation and operations. Negative publicity, whether arising from service delays, mishandling of goods, compliance issues or other unforeseen events, could damage our reputation and undermine customer confidence. In an industry where reputation and reliability are key to attracting and retaining customers, any adverse publicity whether due to operational failures, legal challenges, or other external factors could lead to a loss of business, reduced customer loyalty and difficulty in acquiring new customers. This could directly impact our revenue and profitability as we depend on maintaining strong relationships with both existing and potential customers. Additionally, negative publicity may also affect our relationships with key stakeholders, such as suppliers, business network partners and regulatory authorities. However, there have not been any such instances of negative publicity or reputational damage but any occurrence of these negative publicity factors combined could lead to operational disruptions, increased costs, or even legal liabilities, further compounding the impact on our financial performance.

**18. *Our business is exposed to uncertain weather conditions.***

The nature of our business exposes us to the impact of unpredictable weather conditions, which can significantly disrupt our operations. We rely on transportation and logistics across various regions and adverse weather events can create challenges that affect the timely delivery of goods. For example, during the monsoon season, our vehicle drivers often face issues such as road closures, blockages, flooding, and landslides, all of which can delay shipments and hinder our ability to deliver goods on schedule. These uncontrollable situations can also lead to product damage, which, in turn, raises concerns about the quality of our service. We operate across multiple regions in India, including strategic locations such as Mundra Port in Gujarat. In June 2023, a significant weather event, Cyclone Biparjoy caused severe disruptions to the region, including Mundra Port. As a result of the cyclone, our company was unable to utilize containers that had been designated for business purposes, resulting in operational delays and unforeseen losses. These unpredictable weather-related events can still have a substantial effect on our ability to maintain the efficiency and reliability our customers expect which could have affect our business operations and overall financial performance.

**19. *Our Company has not entered into any long-term contracts with our customers and we typically operate on consignment basis received on hand. Inability to maintain regular order flow would adversely impact our revenues and profitability.***

We have not entered into any fixed contracts with our customers and we cater to them on consignment basis. As a result, our customers can terminate their relationships with us without any notice and, without consequence, which could materially and adversely impact our business. The orders placed by our Company's customers are dependent on factors such as their satisfaction with the quality and consistency of our service and the level of customer support we provide. Although we place a strong emphasis on delivering quality, providing competitive pricing and personalized service which includes direct interaction between us and customers. Despite these efforts, the absence of long-term agreements means that any sudden changes in customer preferences, shifts in market conditions, or fluctuations in order volumes could negatively affect our business operations and overall financial performance.

**20. *We are subject to various laws and extensive government regulations and if we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required in the ordinary course of our business, including environmental, health and safety laws and other regulations, our business financial condition, results of operations and cash flows may be adversely affected.***

We are required to comply with various laws including those applicable to custom clearance laws and those related to logistics industries. For regulations and policies applicable to our Company, see “*Key Industry Regulations and Policies*” beginning on page 143 of this *Draft Red Herring Prospectus*. Although we take all efforts to comply with the applicable laws and obtain requisite certifications thereunder, there can be no assurance that we will be in compliance at all times with such laws, regulations and the terms and conditions of any such consents or permits. If we violate or fail to comply adequately with these requirements, we could be fined or otherwise sanctioned by the relevant regulators.

Our business and operations are subject to a number of approvals, licenses, registrations and permissions, in addition to extensive government regulations for the protection of the environment and occupational health and safety. We have either made or are in the process of making an application or renewal for obtaining necessary approvals that are not in place or have expired. Further, we may also need to apply for additional approvals including the renewal of approvals which may expire from time to time, in the ordinary course of business. We cannot assure you that these approvals will be granted by the relevant authorities. In the event these approvals are not granted, we will have to make alternate arrangements, which may adversely impact our business, financial condition, results of operations, cash flows and prospects. For further details of pending renewals and pending material approvals, see “*Government and Other Statutory Approvals*” on page 235 of this Draft Red Herring Prospectus. If we fail to retain, renew or receive any of such approvals, licenses, registrations, permissions or renewals, in a timely manner or at all, our business, financial condition, results of operations, cash flows and prospects may be adversely affected.

Further, our government approvals and licenses are onerous and require us to make substantial compliance-related expenditure. If we fail to comply or a regulator claims that we have not complied and orders closure of our offices where it is found to be non-compliant with the applicable norm we may be levied with penalties and drawn into unnecessary litigation with the concerned authorities in which event our attention from the business may shift, thus adversely affecting our business, prospects, financial condition, results of operations and cash flows.

In addition, we may be subject to additional laws, regulations and rules with respect to environment protection, health and safety in the jurisdiction we currently operate. Our inability to control the costs involved in complying with these and other relevant laws and regulations could have an adverse effect on our business, financial condition, results of operations and cash flows.

**21. *We are exposed to the risk of delays or non-payment by our customers and other counterparties, which may also result in cash flow mismatches.***

We are exposed to counterparty credit risk in the usual course of our business dealings with our customers or other counterparties who may delay or fail to make payments or perform their other contractual obligations. For the period ended on September 30, 2024, March 31, 2024, 2023 and 2022, there were outstanding trade receivables of Rs. 3,108.65 Lakhs, Rs. 2,646.78 Lakhs, Rs. 1,991.40 Lakhs and Rs. 2,729.42 Lakhs respectively, of which Rs. 162.43 Lakhs, Rs. 178.60 Lakhs, Rs. 78.33 Lakhs and Rs. 107.92 Lakhs respectively, represents due outstanding for over one year. We also provide advances to our business partners and suppliers, of which Rs. 161.27 Lakhs which remained outstanding as at September 30, 2024. The financial condition of our customers, business partners, suppliers and other counterparties may be affected by the performance of their business which may be impacted by several factors including general economic conditions. We cannot assure you of the continued viability of our counterparties or that we will accurately assess their creditworthiness. We also cannot assure you that we will be able to collect the whole or any part of any overdue payments. Any material non-payment or non-performance by our customers, business partners, suppliers or other counterparties could adversely affect our financial condition, results of operations and cash flows.

**22. *Our success largely depends upon our ability to attract and retain our Promoters, Directors, Key Managerial personnel and Senior Management with technical expertise. Our inability to attract and retain them and other personnel with technical expertise could adversely affect our business, financial condition and results of operations.***

Our success largely depends upon our ability to attract and retain our Promoters, Directors, Key Managerial personnel and Senior Management with technical expertise. Our inability to attract and retain them and other personnel with technical expertise could adversely affect our business, financial condition and results of operations. There is significant competition for management and other skilled personnel in our industry in which we operate, and it may be difficult to attract and retain the personnel we require in the future. There can be no assurance that our competitors will not offer better compensation packages, incentives and other perquisites to such skilled personnel. If we are not able to attract and retain talented employees as required for conducting our business, or if we experience high attrition levels which are largely out of our control, or if we are unable to motivate and retain existing employees, our business, financial condition and results of operations may be adversely affected. For further information, see “*Our Management*” on page 157 of this Draft Red Herring Prospectus.

**23. *Our Company has entered into related party transactions in the past and may continue to enter into related party transactions in the future, which may potentially involve conflicts of interest with the equity shareholders.***

Our Company has entered into certain related party transactions with our Promoters, Directors, Key Management Personnel, Promoter Group and Group Company in the past which are in compliance with applicable provisions of the Companies Act, 2013 and all other applicable laws. These transactions, inter-alia includes salary expenses, directors’ remuneration, loans taken by our Company from Directors & their relatives, sitting fees and purchase and sales. Following are the details

of transactions during the year with related parties of the company as defined in AS 18 along with the percentage of total related party transaction to total revenue from operations for the respective periods:

(Rs. In Lakhs)

| Name                   | Relation          | Nature of Transaction              | For the Period Ended September 30, 2024 | Percentage of Total Operations     | For the Year Ended March 31, 2024 | Percentage of Total Operations | For the Year Ended March 31, 2023* | Percentage of Total Operations | For the Year Ended March 31, 2022 | Percentage of Total Operations |              |       |
|------------------------|-------------------|------------------------------------|---|------------------------------------|-----------------------------------|--------------------------------|------------------------------------|--------------------------------|-----------------------------------|--------------------------------|--------------|-------|
| Ms. Madhusmita Mohanty | Director/ Partner | Director's/ Partner's Remuneration | 9.00                                    | 0.11%                              | 18.00                             | 0.13%                          | 38.40                              | 0.41%                          | 24.00                             | 0.15%                          |              |       |
|                        |                   | Opening balance- Advance a/c       | -                                       |                                    | -                                 |                                | 319.51                             |                                | -                                 |                                |              |       |
|                        |                   | Advance Given                      | 426.61                                  |                                    | -                                 |                                |                                    |                                | 319.51                            |                                |              |       |
|                        |                   | Advance Repaid                     | -                                       |                                    | -                                 |                                | 319.51                             |                                | -                                 |                                |              |       |
|                        |                   | Closing balance- Advance a/c       | 426.61                                  | 5.24%                              | -                                 |                                | -                                  |                                | 319.51                            | 2.02%                          |              |       |
|                        |                   | Opening balance- Loan a/c          | 10.83                                   |                                    | 7.00                              |                                | -                                  |                                | -                                 |                                |              |       |
|                        |                   | Loan Received                      | -                                       |                                    | 100.00                            |                                | 7.00                               |                                | -                                 |                                |              |       |
|                        |                   | Loan Repaid/ Adjusted              | 0.03                                    |                                    | 96.17                             |                                | -                                  |                                | -                                 |                                |              |       |
|                        |                   | Closing balance- Loan a/c          | 10.81                                   | 0.13%                              | 10.83                             | 0.08%                          | 7.00                               | 0.07%                          | -                                 |                                |              |       |
|                        |                   | Rent                               | 6.00                                    | 0.07%                              | 18.00                             | 0.13%                          | 18.00                              | 0.20%                          | -                                 |                                |              |       |
|                        |                   | <b>Total</b>                       |   | <b>446.42</b>                      | <b>5.55%</b>                      | <b>46.83</b>                   | <b>0.34%</b>                       | <b>63.40</b>                   | <b>0.68%</b>                      | <b>343.51</b>                  | <b>2.17%</b> |       |
|                        |                   | Ms. Supriya Mishra                 | Director/ Partner                       | Director's/ Partner's Remuneration | 9.00                              | 0.11%                          | 18.00                              | 0.13%                          | 32.50                             | 0.35%                          | 24.00        | 0.15% |
|                        |                   |                                    |   | Opening balance- Loan a/c          | 172.58                            |                                | 173.41                             |                                |                                   |                                | -            |       |
| Loan Received          | -                 |                                    |   |                                    | 17.00                             |                                | 173.41                             |                                | -                                 |                                |              |       |
| Loan Repaid/ Adjusted  | 0.03              |                                    |   |                                    | 17.83                             |                                | -                                  |                                | -                                 |                                |              |       |

| Name                     | Relation                     | Nature of Transaction           | For the Period Ended September 30, 2024 | Percentage of Total Operations | For the Year Ended March 31, 2024 | Percentage of Total Operations | For the Year Ended March 31, 2023* | Percentage of Total Operations | For the Year Ended March 31, 2022 | Percentage of Total Operations |
|--------------------------|------------------------------|---------------------------------|---|--------------------------------|-----------------------------------|--------------------------------|------------------------------------|--------------------------------|-----------------------------------|--------------------------------|
|                          |                              | Closing balance-Loan a/c        | 172.56                                  | 2.12%                          | 172.58                            | 1.24%                          | 173.41                             | 1.77%                          | -                                 |                                |
|                          |                              | <b>Total</b>                    | <b>181.56</b>                           | <b>2.23%</b>                   | <b>190.58</b>                     | <b>1.37%</b>                   | <b>205.91</b>                      | <b>2.12%</b>                   | <b>24.00</b>                      | <b>0.15%</b>                   |
|                          |                              |                                 |   |                                |                                   |                                | -                                  |                                |                                   |                                |
| Mr. Laxmi Narayan Mishra | Director/Relative of Partner | Director's Remuneration/ Salary | 9.00                                    | 0.11%                          | 19.18                             | 0.14%                          | 26.39                              | 0.30%                          | 27.50                             | 0.17%                          |
|                          |                              | Opening balance-Advance a/c     | -                                       |                                | -                                 |                                | 73.18                              |                                | 33.50                             |                                |
|                          |                              | Advance Given                   | -                                       |                                | -                                 |                                | -                                  |                                | 121.36                            |                                |
|                          |                              | Advance Repaid                  | -                                       |                                | -                                 |                                | 73.18                              |                                | 81.68                             |                                |
|                          |                              | Closing balance-Loan a/c        | -                                       |                                | -                                 |                                |                                    |                                | 73.18                             | 0.46%                          |
|                          |                              | <b>Total</b>                    | <b>9.00</b>                             | <b>0.11%</b>                   | <b>19.18</b>                      | <b>0.14%</b>                   | <b>26.39</b>                       | <b>0.30%</b>                   | <b>100.68</b>                     | <b>0.63%</b>                   |
|                          |                              |                                 |   |                                |                                   |                                |                                    |                                |                                   |                                |
| Mr. Lalit Panda          | Director/Relative of Partner | Director's Remuneration/ Salary | 9.00                                    | 0.11%                          | 18.00                             | 0.13%                          | 18.00                              | 0.21%                          | 27.50                             | 0.17%                          |
|                          |                              | Opening balance-Advance a/c     | -                                       |                                | -                                 |                                | 191.80                             |                                | 91.51                             |                                |
|                          |                              | Advance Given                   | -                                       |                                | -                                 |                                | -                                  |                                | 171.14                            |                                |
|                          |                              | Advance Repaid                  | -                                       |                                | -                                 |                                | 191.80                             |                                | 70.85                             |                                |
|                          |                              | Closing balance-Advance a/c     | -                                       |                                | -                                 |                                | -                                  |                                | 191.80                            | 1.21%                          |
|                          |                              | <b>Total</b>                    | <b>9.00</b>                             | <b>0.11%</b>                   | <b>18.00</b>                      | <b>0.13%</b>                   | <b>18.00</b>                       | <b>0.21%</b>                   | <b>219.30</b>                     | <b>1.38%</b>                   |
|                          |                              |                                 |   |                                |                                   |                                |                                    |                                |                                   |                                |
| Mr. Sugoto Ghosh         | Independent Director         | Sitting Fees                    | -                                       | -                              | -                                 | -                              | -                                  | -                              | -                                 | -                              |
|                          |                              |                                 |   |                                |                                   |                                |                                    |                                |                                   |                                |
| Mr. Ketan Desai          | Independent Director         | Sitting Fees                    | -                                       | -                              | -                                 | -                              | -                                  | -                              | -                                 | -                              |
|                          |                              |                                 |   |                                |                                   |                                |                                    |                                |                                   |                                |

| Name  | Relation                 | Nature of Transaction   | For the Period Ended September 30, 2024 | Percentage of Total Operations | For the Year Ended March 31, 2024 | Percentage of Total Operations | For the Year Ended March 31, 2023* | Percentage of Total Operations | For the Year Ended March 31, 2022 | Percentage of Total Operations |
|---|--------------------------|-------------------------|---|--------------------------------|-----------------------------------|--------------------------------|------------------------------------|--------------------------------|-----------------------------------|--------------------------------|
| Ms. Falguniben Khodabhai Prajapati                | Independent Director     | Sitting Fees            | -                                       | -                              | -                                 | -                              | -                                  | -                              | -                                 | -                              |
| Ms. Priya Bharat Dholu                            | Company Secretary        | Salary                  | 0.75                                    | 0.01%                          | -                                 | -                              | -                                  | -                              | -                                 | -                              |
| Mr. Mohammed Jaffar                               | CFO                      | Salary                  | 2.40                                    | 0.03%                          | -                                 | -                              | -                                  | -                              | -                                 | -                              |
| M/s. Moonglade Shipping And Logistics Private Ltd | Relative of the Director | Sales Revenue           | 334.01                                  | 4.11%                          | 589.66                            | 4.25%                          | 1,379.47                           | 14.89%                         | 1,133.66                          | 7.15%                          |
|   |                          | Closing balance-Debtors | 113.14                                  | 1.39%                          | 64.45                             | 0.46%                          | 168.37                             | 1.90%                          | 138.91                            | 0.88%                          |
|   |                          | <b>Total</b>            | <b>447.15</b>                           | <b>5.50%</b>                   | <b>654.11</b>                     | <b>4.71%</b>                   | <b>1,547.84</b>                    | <b>16.79%</b>                  | <b>1,272.57</b>                   | <b>8.03%</b>                   |
|   |                          | <b>Grand Total</b>      | <b>1,096.28</b>                         | <b>13.54%</b>                  | <b>928.70</b>                     | <b>6.69%</b>                   | <b>1,861.54</b>                    | <b>20.10%</b>                  | <b>1,960.06</b>                   | <b>12.21%</b>                  |

\*Figures for Financial Year 2022-23 have been combined for presentation purpose.

For details, please see “Restated Financial Statements – Annexure 35 - Restated Statement of Related Party Transactions” beginning on page 180 of this Draft Red Herring Prospectus

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 unrelated parties. Further, it is likely that we may enter into related party transactions in the future and such transactions may potentially involve conflicts of interest. In terms of the Companies Act, 2013 and SEBI LODR Regulations, we are required to adhere to various compliance requirements such as obtaining prior approvals from our Audit Committee, Board and Shareholders for certain related party transactions and we undertake that such related party transactions shall not be done against the interests of the Company and its shareholders as prescribed in the SEBI LODR Regulations. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations.

**24. Foreign Trade restrictions could materially and adversely affect our business, financial condition and results of operations.**

Our business may be adversely affected by foreign trade restrictions implemented by countries or territories in which our customers are located or in which our customers’ products are manufactured or sold. For example, we are subject to risks relating to changes in trade policies, tariff regulations, embargoes, additional import duties, ban of import/ export of certain goods or other trade restrictions which can adversely impact trade volume between countries. Further, there are trade restrictions imposed on sanctioned countries by other countries and international organisations, affecting movement of international cargo. Actions by governments and other authorities and regulators that result in restrictions on movement of cargo or otherwise could also impede our ability to carry out our freight forwarding operations. In addition, international trade and political issues, tensions and conflicts may cause delays and interruptions to cross-border transportation and result in limitations on our insurance coverage. If we are unable to transport cargo to and from countries with trade restrictions in

a timely manner or at all, our business, financial condition and results of operations could be materially and adversely affected.

**25. *There may be possible conflicts of interest between us and our Promoters or Promoter Group or our Group Company, or with entities in which our Promoters & directors are interested.***

We may face conflicts of interest relating to our Promoter and certain Promoter Group entities. Our Promoter Group entities includes M/s. BWL Express Cargo Limited and M/s. Moonglade Shipping and Logistics Private Limited which are engaged in similar line of business. Further, we do not enjoy contractual protection by way of a non-compete or other agreement or arrangement with such Promoter Group Companies. We cannot assure you that such body corporates will not compete with us in similar markets or our existing business or any future business that we may undertake or that we will be able to suitably resolve such a conflict without an adverse effect on our business. Such eventualities may lead to conflict of interest between our Company and our Promoter Group Companies which have been promoted and / or controlled by our Promoters. For more details regarding our Promoters and Group Companies, please refer chapters titled "*Our Promoters and Promoter Group*" and "*Group Companies*" beginning on page 173 and 177 respectively of this Draft Red Herring Prospectus respectively. Any such present and future conflicts may have an adverse effect on our reputation, business and results of operations.

**26. *We have been recently converted as a Company and any non-compliance with the provisions of Companies Act, 2013 and any provisions, rules and regulation under any other Act may attract penalties against our Company which could impact our financial and operational performance and reputation.***

Our Company was originally formed as a partnership firm in the name and style of "Blue Water Logistics", pursuant to deed of partnership dated April 16, 2010. Our Company was thereafter converted from a Partnership Firm to Private Limited company under Part I chapter XXI of the Companies Act, 2013 with the name and style of "Blue Water Logistics Private Limited" and received a certificate of incorporation from the Registrar of Companies, Central Registration Centre dated August 22, 2022. The Company has taken over all the existing assets and liabilities of the partnership firm as on August 31, 2022 as a part of the transition and the business was taken over by the Company with effect from September 01, 2022. Hence, financial information for partnership firm is presented for the period ended August 31, 2022 to ensure smooth transition and in compliance with the applicable accounting standards. Also, the provisions of the Companies Act were not applicable to us earlier. However, consequent to the aforesaid conversion, our Company is subject to compliance of various provisions of the Companies Act such as filing of relevant RoC forms. There have been some instances of delays/ non-filing/ non-compliance with certain statutory authorities with certain provision of statutory regulations applicable to us such as:

| Particulars                               | Purpose of Form                              | Date of Event | Expected Date of Filing | Actual Date of Filing | Number of Days Delayed |
|---|--|---------------|-------------------------|-----------------------|------------------------|
| Form ADT-1 (FY 2022-23)                   | Appointment of auditor                       | 03.09.2022    | 17.09.2022              | 19.09.2022            | 2 Days                 |
| Form INC-27 (FY 2024-25)                  | Conversion of Company                        | 30.05.2024    | 14.06.2024              | 24.07.2024            | 40 Days                |
| Form CHG-1 (100874593) (FY 2023-24)       | Creation / Modification of Charge            | 22.01.2024    | 21.02.2024              | 02.03.2024            | 10 Days                |
| Form CHG-1 (100934549) (FY 2023-24)       | Creation / Modification of Charge            | 28.02.2024    | 29.03.2024              | 21.06.2024            | 84 Days                |
| Form MGT-14                               | Filing of Resolutions                        | 01.04.2024    | 30.04.2024              | 17.01.2025            | 291 Days               |
| Form CHG-4 (100729587)                    | Satisfaction of Charge                       | 29.04.2024    | 28.05.2024              | 20.06.2024            | 23 Days                |
| Form CHG-1 (100965546) (FY 2024-25)       | Creation / Modification of Charge            | 12.07.2024    | 11.08.2024              | 29.08.2024            | 18 Days                |
| Form PAS-6 (Half Year April to September) | Reconciliation of Share Capital Audit Report | 30.09.2024    | 29.11.2024              | 27.12.2024            | 28 Days                |
| Form DPT-3 (FY 2022-23)                   | Return of Deposits                           | 31.03.2023    | 30.06.2023              | 31.12.2024            | 550 Days               |



The company has filed all the forms with delayed fees towards corrective measure. Further we cannot confirm that no action from authorities would be taken against the Company pursuant to the above explained instances which may adversely affect our business and financial operations.

There have been some instances of error in filing information with the RoC. Such instances are:

- Annual General Meeting resolution for appointment of previous auditors i.e., M/s. S S N Murthy and Co. was not attached in Form ADT-1.
- In Form INC-20A, the Company has not attached chartered accountants certificate certifying the proof for payment for value of shares as required in the case of conversion from partnership firm to private limited company.
- Form MGT-14 filed for resolutions of Extra Ordinary General Meeting dated May 06, 2024, the explanatory statement was not attached in the form.

The Company has filed Form GNL-2 on January 16, 2025 thereby attaching the Annual General Meeting resolution for appointment of previous auditors i.e., M/s. S S N Murthy and Co. which was not attached in Form ADT-1 as a corrective measure. While no legal proceedings or regulatory action has been initiated against our Company in relation to such non-compliance or instances of non-filings or incorrect filings or delays in filing statutory forms with the RoC as of the date of this Draft Red Herring Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company in future and we cannot assure you that we will not be subject to penalties imposed by concerned regulatory authorities in this respect. Therefore, if the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected.

**27. 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     | Reason for Strike Off                           |
|--|-----------------------|-----------|----------------|------------|---|
| Blue Water Logistics India Private Limited | U61100TG2012PTC083975 | Telangana | July 21, 2017  | Strike Off | Due to non-submission of Annual Filings Reports |

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.

**28. We may not be fully insured for all losses we may incur.**

Although we attempt to limit and mitigate our liability for damages arising from negligent acts, errors or omissions through contractual provisions, limitations of liability set forth in our consignments may not be enforceable in all instances or may not otherwise protect us from liability for damages. In addition, certain liabilities, such as claims of third parties for which we may be required to indemnify our customers, are generally not limited under those consignments. We have taken insurance policies for our commercial vehicles and employees, details of which are mentioned in the section titled, "Insurance" under the chapter titled, "Our Business" on page 122 of this Draft Red Herring Prospectus. Although we believe we have adequate insurance coverage but that coverage may not continue to be available on reasonable terms or to be available in sufficient amounts to cover one or more large claims, and our insurers may disclaim coverage as to any future claim. Insurance coverage may be an inadequate remedy where the loss suffered is not easily quantifiable, for example, in the event of severe damage to our reputation. The successful assertion of one or more large claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have a material adverse effect on our business, reputation, results of operations, financial condition and cash flows.

**29. Our reliance on certain industries for a significant portion of our sales could have an adverse effect on our business.**

We derive majority of our revenue from confectionery/ food industries, chemicals, crockery, pharma and other freight forwarding companies, respectively. Following is our industry-wise revenue bifurcation for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022, respectively:

(₹ in lakhs)

| Particulars                | For the period ended on September 30, 2024 |             | FY 2023-24              |              | FY 2022-23              |              | FY 2021-22              |              |
|----------------------------|--|-------------|-------------------------|--------------|-------------------------|--------------|-------------------------|--------------|
|                            | Revenue from Operations                    | %           | Revenue from Operations | %            | Revenue from Operations | %            | Revenue from Operations | %            |
| Freight Forwarding         | 2853.84                                    | 35.10       | 4760.79                 | 34.33        | 4275.99                 | 23.41        | 4092.20                 | 25.83        |
| Confectionery/Food         | 2015.22                                    | 24.79       | 2589.59                 | 18.67        | 3169.25                 | 17.35        | 2285.25                 | 14.43        |
| Crockery                   | 632.68                                     | 7.78        | 1044.73                 | 7.53         | 1690.03                 | 9.25         | 657.91                  | 4.15         |
| Manufacturing <sup>^</sup> | 515.09                                     | 6.34        | 2212.99                 | 15.96        | 1595.49                 | 8.74         | 1087.26                 | 6.86         |
| Chemicals                  | 472.20                                     | 5.81        | 763.46                  | 5.51         | 2109.17                 | 11.55        | 1272.91                 | 8.04         |
| Pharma                     | 463.86                                     | 5.71        | 527.16                  | 3.80         | 1276.01                 | 6.99         | 1537.83                 | 9.71         |
| Pulp & Paper               | 371.47                                     | 4.57        | 552.22                  | 3.98         | 907.86                  | 4.97         | 1629.90                 | 10.29        |
| <b>Total</b>               | <b>7324.36</b>                             | <b>90.1</b> | <b>12450.94</b>         | <b>89.78</b> | <b>15023.8</b>          | <b>82.26</b> | <b>12563.26</b>         | <b>79.31</b> |

<sup>^</sup>Such portion of revenue includes from customers who are into manufacturing of different products.


For further details, please refer ‘Revenue Break-Up’ in the chapter titled “Our Business” on page 122 of this Draft Red Herring Prospectus. Consequently, our revenues are dependent on the end user industries that use our products as an input. Factors affecting any of these industries in general, or any of our customers in particular, could have a cascading adverse effect on our business, financial condition and results of operations. Such factors include, but are not limited to, the following:

- seasonality of demand for our customers’ products, which may cause our manufacturing capacities to be underutilised during specific periods;
- our customers’ failure to successfully market their products or to compete effectively;
- change in any registration requirements or non-renewal of registrations or imposition of a regulatory ban, or trade sanctions imposed across the country or any such restrictions on the business or product or customer’s final product;
- loss of market share, which may lead our customers to reduce or discontinue the purchase of our products;
- economic conditions of the markets in which our customers operate;
- regulatory issues faced by these industries in India and internationally;
- downturns or industry cycles that impact demand; and h. changes in technology or consumer tastes and requirements that alter demands for our products.

**30. Pricing pressure from customers may adversely affect our gross margin, profitability and ability to increase our prices.**

Our customers often pursue price reduction initiatives and objectives with their suppliers including us. Adopting cost cutting measures while maintaining quality services may lead to a decrease in our margins, which may have a material adverse effect on our business, financial condition, results of operations and future prospects. Our customers typically negotiate for larger discounts in price as the volume of their orders increases. If we are unable to efficiently generate sufficient cost savings in the future to offset price reductions or if there is any reduction in consumer demand for consumer goods, our sales, gross margin and profitability may reduce, which may have a material adverse effect on our business, financial condition, results of operations and future prospects.

**31. The logo “  ” is not registered with Registrar of Trademark; any infringement of our brand name or failure to get it registered may adversely affect our business.**

Our Company has not registered any Trade Mark for the logo “  ”. We believe that our future growth and competitiveness would depend on our ability to establish and strengthen our brand. We cannot guarantee

that we will be able to make a lasting brand image with our clients and other people in the absence of a logo. We cannot determine with certainty as to whether we are infringing on any existing third-party intellectual property rights, which may require us to alter our technologies, obtain licenses or cease some of our operations. We may also be susceptible to claims from third parties asserting infringement and other related claims. If such claims are raised, those claims could: (a) adversely affect our relationships with current or future customers; (b) result in costly litigation; (c) cause product shipment delays or stoppages; (d) divert management's attention and resources; (e) subject us to significant liabilities; (f) require us to enter into potentially expensive royalty or licensing agreements and (g) require us to cease certain activities. While in the last three financial years we have not been involved in litigation or incurred litigation expenses in connection with third party intellectual property rights, in the case of an infringement claim made by a third party, we may be required to defend such claims at our own cost and liability and may need to indemnify and hold harmless our customers. Furthermore, necessary licenses may not be available to us on satisfactory terms, if at all. In addition, we may decide to settle a claim or action against us, which settlement could be costly. We may also be liable for any past infringement that we are not aware of. Any of the foregoing could adversely affect our business, financial condition and results of operations.

**32. *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 Proceeds from the Issue is less than Rs.10,000 Lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials. However, as per the Section 177 of the Companies Act, 2013 and applicable laws, the Audit Committee of our Company would be monitoring the utilization of the Issue Proceeds.

**33. *The industry in which we operate is labour intensive and our operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees.***

Our industry being labour intensive is dependent on labour force for carrying out its operations. Although as a logistics and freight forwarding company, our business specializes in co-ordinating and arranging different logistics aspects rather than directly employing large numbers of workers for hands-on operations. As a result, our operations are not as labour intensive compared to other sectors within the industry. However, any shortage of skilled/unskilled personnel or work stoppages caused by disagreements with employees or labours at port could have an adverse effect on our business and results of operations. We usually have to arrange labour to remove goods for custom verification. We have not experienced any major disruptions in our business operations due to disputes or other problems with the labours in the past; however, there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs.

Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition.

**34. *Employee misconduct including misuse of confidential data and failure to maintain confidentiality of information could harm us and is difficult to detect and deter.***

We could be harmed by employee misconduct if our customers' confidential information is misappropriated by us or our employees, our customers may consider us liable for that act and seek damages and compensation from us, in addition, to seeking termination of the contract. While there have been no instances during the last three financial year of information technology breach or instances of cyber-attack, assertions of misappropriation of confidential information or the intellectual property of our customers against us, if successful, could have a material adverse effect on our business, financial condition and results of operations. Even if such assertions against us are unsuccessful, they may cause us to incur reputational harm and substantial cost.

Although we closely monitor our employees, misconduct, including acts of bribery, corruption or fraud by employees or executives, such acts could include binding us to transactions that exceed authorized limits or present unacceptable risks, or they may hide unauthorized or unlawful activities from us, which may result in substantial financial losses and damage to our reputation and loss of business from our customers. Employee or executive misconduct could also involve the improper use or disclosure of confidential information, which could result in regulatory sanctions and serious reputational or financial harm, including harm to our reputation. While we have not experienced any such employee misconduct in the past, it is not always possible to deter employee or executive misconduct and the precautions taken and systems put in place

to prevent and detect such activities may not be effective in all cases. Any instances of such misconduct could adversely affect our business and our reputation.

- 35. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further we have not identified any alternate source of financing the Objects of the Issue. Any shortfall in raising / meeting the same could adversely affect our growth plans, business operations and financial condition.***

As on date of this Draft Red Herring Prospectus, we have not made any alternate arrangements for meeting our capital requirements for objects of the issue. We meet our capital requirements through, owned funds, debt and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the net issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled “*Objects of the Issue*” beginning on page 86 of this Draft Red Herring Prospectus.

- 36. *Changes in technology may render our current technologies obsolete or require us to undertake substantial capital investments, which could adversely affect our results of operations.***

We take all possible steps to keep ourselves upgraded to the latest technology. Technologies currently under development or that may be developed in the future, if employed by our existing competitors or new entrants, may adversely affect our competitiveness. The development and application of new technologies involve time, substantial cost and risk. Our competitors may be able to deploy new technologies before us and we cannot predict how emerging and future technological changes will affect our operations or the competitiveness of our services. If we fail to successfully implement new technologies in a timely manner or at all, our business, financial condition and results of operations may be adversely affected.

- 37. *Failure in maintaining the requisite standard for storage of perishable and other products transported by us could have a negative effect on our business.***

While transportation of goods especially agricultural or pharmaceutical goods, we arrange and make use of container with proper temperature-controlled facilities. We ensure to adhere to specific storage requirements as required by our customers in terms of the consignments entered into with them. Further, if the products delivered by us do not meet the requirements specified by our customers, then our customers may dispose of the products in a manner convenient to them or refuse to take the goods at all. In any such cases the cost incurred by the customer for disposal may be adjusted from payments due to us. For example, we have previously encountered an incident involving the transport of onions, a perishable item. Due to unforeseen travel delays, the consignment was rejected by the customer upon arrival, and our company had to bear the costs associated with the disposal of the onions in accordance with local regulations. In the event that we fail to maintain the prescribed and/or requisite standards of storage or if the integrity of products that are stored or distributed is compromised, we could be in breach of our obligations to our customers which could lead, among other things, to monetary damages. Also, if we consistently, or frequently, fail to maintain the prescribed or requisite standards, we may be unable to retain our customers which will have an adverse effect on our business, growth prospects and our financial results.

- 38. *Our registered and branch offices are not owned by us are taken on rental basis. If we are unable to renew existing rental agreements or relocate our operations on commercially reasonable terms, there may be a material adverse effect on our business, financial condition, results of operations and cash flows could be adversely affected.***

Our registered and branch offices are not owned by us are taken on rental basis. For further details, see “*Our Business*” beginning on page 122 of this Draft Red Herring Prospectus. If we are unable to renew certain or all of these rental agreements on commercially reasonable terms or at all and we cannot relocate our offices in a timely manner, we may suffer a disruption in our operations, and our results of operations, financial condition and cash flows may be materially and adversely affected. Further, we cannot assure you that we will be able to continue the above arrangement on commercially acceptable / favourable terms in future. If we are required to vacate the current premises, we would be required to make alternative arrangements for new offices and other infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

- 39. *There are certain discrepancies and non-compliances noticed in some of our financial reporting and/or records relating to filing of returns and deposit of statutory dues with the taxation and other statutory authorities.***

In the past, our company has at several instances, delayed in filing of GST, TDS, ESIC and PF Returns, as a result of which, we have been required to pay the late filing fees along with interest on delayed deposit of due taxes and statutory dues and late filing penalties, if we continue this practice, the accumulated amounts of each delay may adversely affect our cash flows. The details of such delay filings are as follows:

#### GST

| Period/ Financial Year              | GSTR – 3B        |                        |
|-------------------------------------|------------------|------------------------|
|                                     | No. of Instances | Range of Delay in days |
| April 01, 2024 – September 30, 2024 | 4                | 1-15                   |
| 2023-24                             | 11               | 2-20                   |
| 2022-23                             | 16               | 5-18                   |
| 2021-22                             | 12               | 2-16                   |

#### TDS

| Period/ Financial Year              | 26Q              |                        | 24Q              |                        | Payment          |                        |
|-------------------------------------|------------------|------------------------|------------------|------------------------|------------------|------------------------|
|                                     | No. of Instances | Range of Delay in days | No. of Instances | Range of Delay in days | No. of Instances | Range of Delay in days |
| April 01, 2024 – September 30, 2024 | -                | -                      | -                | -                      | 6                | 14-23                  |
| 2023-24                             | 1                | 47                     | -                | -                      | 12               | 19-41                  |
| 2022-23                             | 3                | 3-23                   | 3                | 3-11                   | 9                | 10-24                  |
| 2021-22                             | 2                | 1-5                    | 2                | 1-36                   | 12               | 14-50                  |

#### ESIC

| Period/ Financial Year              | Return           |                        | Payment          |                        |
|-------------------------------------|------------------|------------------------|------------------|------------------------|
|                                     | No. of Instances | Range of Delay in days | No. of Instances | Range of Delay in days |
| April 01, 2024 – September 30, 2024 | 4                | 1-6                    | 4                | 1-6                    |
| 2023-24                             | 10               | 1-13                   | 10               | 1-13                   |
| 2022-23                             | 10               | 1-19                   | 10               | 1-19                   |
| 2021-22                             | 9                | 1-5                    | 9                | 1-5                    |

#### EPF

| Period/ Financial Year              | Return           |                        | Payment          |                        |
|-------------------------------------|------------------|------------------------|------------------|------------------------|
|                                     | No. of Instances | Range of Delay in days | No. of Instances | Range of Delay in days |
| April 01, 2024 – September 30, 2024 | -                | -                      | -                | -                      |
| 2023-24                             | -                | -                      | -                | -                      |
| 2022-23                             | 3                | 4-15                   | 3                | 4-15                   |
| 2021-22                             | 3                | 1-3                    | 3                | 1-3                    |

The delays in payment have occurred due to delay in reconciliation of accounts with customers, delay in bill settlement. Also, sometimes these delays were also due to administrative and technical issues on the portal during these periods. As regards corrective measure our Company has filed all the returns due with late filing fees and has appointed compliance officer to ensure that all the compliance related matters are taken care of on real time basis and have further intacted the internal controls to ensure that the flaws are cured in time. If any action is taken by the concerned authority in the matter and in the event of any penalty being imposed against the Company by the concerned authority, the financials of the company shall be adversely affected.

For further details of certain material legal proceedings involving our Company, our Promoters, our directors and Group Companies see “*Outstanding Litigations and Material Developments*” beginning on page 227 of this Draft Red Herring Prospectus.

**40. Any increase in interest rates would have an adverse effect on our results of operations and will expose our Company to interest rate risks.**

We are dependent upon the availability of equity, cash balances and debt financing to fund our operations and growth. Any fluctuations in interest rates may directly impact the interest costs of such loans and, in particular, any increase in interest rates could adversely affect our results of operations. Furthermore, our indebtedness means that a material portion of our expected cash flow may be required to be dedicated to the payment of interest on our indebtedness, thereby reducing the funds available to us for use in our general business operations. If interest rates increase, our interest payments will increase and our ability to obtain additional debt and non-fund-based facilities could be adversely affected with a concurrent adverse effect on our business, financial condition and results of operations. For further details, please refer chapter titled “*Financial Indebtedness*” beginning on page 212 of this Draft Red Herring Prospectus.

**41. Our Promoters have provided personal guarantees for loan facilities obtained by our Company, and any failure or default by our Company to repay such loans in accordance with the terms and conditions of the financing documents could trigger repayment obligations on them, which may impact their ability to effectively service their obligations as our Promoters and their relatives and thereby, impact our business and operations.**

Our Promoters have extended personally guarantee towards loan facilities taken by our Company. Any default or failure by us to repay the loans in a timely manner, or at all could trigger repayment obligations of our guarantors in respect of such loans, which in turn, could have an impact on their ability to effectively service their obligations as Promoters of our Company, thereby having an effect on our business, results of operation and financial condition. Furthermore, in the event that these individuals withdraw or terminate their guarantees, our lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details, please refer the chapter titled “*Financial Indebtedness*” beginning on page 212 of this Draft Red Herring Prospectus.

**42. Our financing agreements contain covenants that limit our flexibility in operating our business. If we are not in compliance with certain of these covenants and are unable to obtain waivers from the respective lenders, our lenders may accelerate the repayment schedules, and enforce their respective security interests, leading to a material adverse effect on our business and financial condition.**

A portion of borrowings is secured by hypothecation of current assets (both present and future), mortgage of our vehicles and properties and of our promoters personal properties, for further details, please refer the chapter titled “*Financial Indebtedness*” beginning on page 212 of this Draft Red Herring Prospectus. Our existing financing arrangements contain a number of restrictive covenants that impose significant operating and financial restrictions on us and may limit our ability to, without prior consents from the lenders, engage in acts that may be in our long-term best interest, including restrictions on our ability to, among other matters, make regular inspections and audits.

If we are not in compliance with certain of these covenants and are unable to obtain waivers from the respective lenders or if any events of default occur, our lenders may accelerate the repayment schedules or terminate our credit facilities.

Further, certain of our subsisting loans may be recalled at any time at the option of the lender. There can be no assurance that the lenders will not recall such borrowings or if we will be able to repay loans advanced to us in a timely manner or at all. Subsequently, if we are unable to pay our debt, affected lenders could also proceed against any collateral granted to them to secure such indebtedness. Further, such covenant defaults could result in cross-defaults in our other debt financing agreements. In the event our lenders accelerate the repayment of our borrowings, there can be no assurance that we will have sufficient assets to repay our indebtedness.

If our future cash flows from operations and other capital resources become insufficient to pay our debt obligations or our contractual obligations, or to fund our other liquidity needs, we may be forced to sell assets or attempt to restructure or refinance our existing indebtedness. Our ability to restructure or refinance our debt will depend on the condition of the capital markets, our financial condition at such time and the terms of our other outstanding debt instruments. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments may restrict us from adopting some of these alternatives. In addition, any failure to make payments of interest or principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our creditworthiness or credit rating, which could harm our ability to incur additional indebtedness on acceptable terms.

**43. *If we are not able to utilize the purchased container space and truck capacity, we will not be able to recover our costs and our profitability may suffer.***

Our business is primarily focused on arranging and coordinating the movement of goods in and out of India via sea freight. This includes overseeing a variety of pre-shipment activities such as coordinating the movement of containers, conducting inspections, organizing cargo pickup, and performing cargo stuffing. To facilitate these operations, we secure container space from shipping lines, which is then sold to our customers who need the space for their own goods. The revenue generated from these sales is a critical component of our profitability. However, our business is exposed to the risk of not being able to fully utilize the container space we have purchased or the truck capacity we manage. In cases where goods are damaged, destroyed, or rendered unsellable, or if a customer decides to cancel or refuses to proceed with the shipment, we may be left with unused container space and freight capacity for which we have already paid and we will have to bear the full cost of the container space or truck capacity without the ability to recover those expenses. Our inability to recover such costs can adversely affect our business, financial condition and results of operations.

**44. *Our business is dependent on the road network and our ability to utilize our vehicles in an uninterrupted manner. Any disruptions or delays in this regard could adversely affect us and our business which shall lead to a loss of reputation and/ or profitability.***

Our business operations are dependent on the road network. There are various factors which affect road transport such as fatigue or exhaustion of drivers, political unrest, bad weather conditions, natural calamities, regional disturbances, improper conduct of the drivers, accidents or mishaps and third-party negligence. Some of these factors could cause extensive damage and affect our operations and/ or condition of our vehicles and thereby increase our maintenance and operational cost. Also, any such interruption or disruptions could cause delays in the delivery of our consignments to their destination and/ or also cause damage to the transported cargo. We may be held liable to pay compensation for losses incurred by our customers in this regard, and/ or losses or injuries sustained by other third parties. Further, such delays and/ or damage may cause a loss of reputation, which, over a period of time could lead to a decline in business.

**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. Additionally, under some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “*Dividend Policy*” beginning on page 179 of this Draft Red Herring Prospectus.

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

After the completion of the Issue, our Promoters and Promoter Group is expected to hold [●]% of the Post Issue Equity Share Capital. Further, the involvement of our Promoters in our operations, including through strategy, direction and customer relationships have been integral to our development and business and the loss of any of our Promoters may have a material adverse effect on our business and prospects.

Accordingly, our Promoters and Promoter Group will continue to exercise significant influence over our business and all matters requiring shareholders’ approval, including the composition of our Board of Directors, the adoption of amendments to our constitutional documents, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, investments and capital expenditures. This concentration of ownership may also delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of our Promoters and Promoter Group. Further, the Promoters’ shareholding may limit the ability of a third party to acquire control. The interests of our Promoters and Promoter Group, as our Company’s controlling shareholder, could conflict with our Company’s interests, your interests or the interests of our other shareholders. There is no assurance that our Promoters and Promoter Group will act to resolve any conflicts of interest in our Company’s or in investor favor.

- 47. *Within the parameters as mentioned in the chapter titled “Objects of the Issue” beginning on page 86 of this Draft Red Herring Prospectus, our Company’s management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.***

We intend to use the Net Proceeds for the purposes described in the section titled “*Objects of the Issue*” on page 86 of this Draft Red Herring Prospectus. The Objects of the Issue comprise of funding of capital expenditure requirements towards purchase of vehicles and its body building, working capital requirements and general corporate purposes. We intend to deploy the Net Proceeds in financial year 2024-25 and 2025-2026, such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Net Proceeds, please refer chapter titled “*Objects of the Issue*” beginning on page 86 of this Draft Red Herring Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company’s Board of Directors. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled “*Objects of the Issue*” beginning on page 86 of this Draft Red Herring Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue. Our Board of Directors will monitor the proceeds of this Issue. However, Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue. However, in accordance with Section 27 of the Companies Act, 2013, and relevant provisions of SEBI ICDR Regulations, 2018, a company shall not vary the objects of the Issue without our Company being authorize to do so by our shareholders by way of special resolution and other compliances in this regard. Our Promoters and controlling shareholders shall provide exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

- 48. *Our business operations depend on our ability to generate sufficient volumes to achieve acceptable profit margins or avoid losses.***

Our business operations are dependent on the availability of sufficient volumes to achieve acceptable margins and avoid losses. The fixed costs do not vary significantly with variations in transportation volumes, and a relatively small change in transportation volumes or the prices we charge to our customers can have a significant effect on our results of operations. Further, difficulties with internal processes or other external adverse influences could lead to shortfalls in revenue. As a result, the success of our business depends on our ability to optimise transportation volumes and revenues. If we are unable to succeed sufficiently at these tasks, we may not be able to achieve acceptable operating or net profit margins, and our business, results of operations and financial conditions could be adversely affected.

- 49. *We are dependent on our customers’ business performance and developments in their markets and industries and their continuing outsourcing of logistics operations.***

As a logistics services and solutions provider, we are primarily engaged in providing services to our customers whose businesses cater to variety of industries. We are therefore dependent on our customers’ business performance and developments in their markets and industries. If our customers’ business in a geographic market served by us is on decline, such decline will likely lead to a corresponding decrease in demand for our logistics and freight forwarding services. In addition, since we serve as a third-party logistics provider for our customers, adverse changes in their outsourcing decisions could materially and adversely affect our business, financial condition and results of operations. If our customers change their supply chain strategy and decide to reduce their outsourcing of logistics operations or they shift from importing and exporting goods to purchasing/ selling products domestically or if they decide to outsource their requirements to other competitors, it will have a direct negative impact on our business. Adverse developments in our customers’ business performance and outsourcing decisions could therefore materially and adversely affect our business, financial condition and results of operations.

- 50. *Failures in IT systems and infrastructure supporting our system and operations could significantly disrupt our operations and have a material adverse effect on our business, results of operations, cash flows and financial condition.***

Our business relies on the continued and uninterrupted performance of our software and hardware infrastructures. The success of our businesses depends on part upon our ability to effectively deploy, implement and use information technology systems and advanced technology initiatives in a cost effective and timely basis. Our computer networks may be vulnerable to unauthorised access, computer hacking, computer viruses, worms, malicious applications and other security problems caused by unauthorised access to, or improper use of, systems by our employees or third-party vendors. Any systems failure or security breach or lapse on our part or on the part of our employees and other participants that results in the release of user data. We may face cyber threats, threats to the physical security of our facilities and employees, potential business



disruptions associated with IT failures, natural disasters, or public health crises. Usually, we obtain firewalls and intrusion preventions systems to prevent hacking. However, if we are unable to protect sensitive information, our customers could question the adequacy of our threat mitigation and detection processes and procedures. This could harm our operations and have a material adverse effect on our business, results of operations, cash flows and financial condition.

**51. Industry information included in this Draft Red Herring Prospectus has been derived from industry reports. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.**

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Draft Red Herring Prospectus. The sources from where the industry information is extracted and included in this Draft Red Herring Prospectus are :<https://www.imf.org/en/Publications/WEO/Issues/2024/07/16/world-economic-outlook-update-july-2024> , <https://www.ibef.org/economy/indian-economy-overview> , <https://www.ibef.org/research/case-study/transforming-india-s-logistics-sector-challenges-and-opportunities> and <https://www.ibef.org/blogs/enhancing-public-transport-steps-taken-by-the-indian-government-to-strengthen-nationwide-connectivity>. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although, we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus.

**52. Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investors assessments of Our Company's financial condition. Our failure to successfully adopt IFRS may have an adverse effect on the price of our Equity Shares. The proposed adoption of IFRS could result in our financial condition and results of operations appearing materially different than under Indian GAAP.**

Our restated financial statements, including the financial statements provided in this Draft Red Herring Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. For details, refer chapter titled “Presentation of Financial Industry and Market Data” beginning on page 18 of this Draft Red Herring Prospectus.

Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. India has decided to adopt the “Convergence of its existing standards with IFRS” and not the “International Financial Reporting Standards” (“IFRS”), which was announced by the MCA, through the press note dated January 22, 2010. These “IFRS based / synchronized Accounting Standards” are referred to in India as IND (AS). Public companies in India, including our Company, may be required to prepare annual and interim financial statements under IND (AS). The MCA, through a press release dated February 25, 2011, announced that it will implement the converged accounting standards in a phased manner after various issues, including tax related issues, are resolved. Further, MCA Notification dated February 16, 2015, has provided an exemption to the Companies proposing to list their shares on the SME Exchange as per Chapter IX of the SEBI ICDR Regulations and hence the adoption of IND (AS) by a SME exchange listed Company is voluntary. Accordingly, we have made no attempt to quantify or identify the impact of the differences between Indian GAAP and IFRS or to quantify the impact of the difference between Indian GAAP and IFRS as applied to its financial statements. There can be no assurance that the adoption of IND-AS will not affect our reported results of operations or financial condition. Any failure to successfully adopt IND-AS may have an adverse effect on the trading price of our Equity Shares. Currently, it is not possible to quantify whether our financial results will vary significantly due to the convergence to IND (AS), given that the accounting principles laid down in the IND (AS) are to be applied to transactions and balances carried in books of accounts as on the date of the applicability of the converged standards, i.e., IND (AS) and for future periods.

Moreover, if we volunteer for transition to IND (AS) reporting, the same may be hampered by increasing competition and increased costs for the relatively small number of IND (AS)-experienced accounting personnel available as more Indian

companies begin to prepare IND (AS) financial statements. Any of these factors relating to the use of converged Indian Accounting Standards may adversely affect our financial condition.

## **EXTERNAL RISKS**

**53. *An investment in the Equity Shares is subject to general risk related to investments in Indian Companies.***

Our Company is incorporated in India and all of our assets and employees are located in India. Consequently, our business, results of operations, financial condition and the market price of the Equity Shares will be affected by changes in interest rates in India, policies of the Government of India, including taxation policies along with policies relating to industry, political, social and economic developments affecting India.

**54. *We have issued Equity Shares during the last one year at a price below the Offer Price.***

Our Company had allotted equity shares pursuant to bonus issue of 60,00,000 equity shares on July 26,2024 in the ratio of 3:1 i.e., 3 Bonus equity shares for 1 Equity Share held, in the last 12 months which is lower than the Issue Price. The Equity Shares allotted to shareholders pursuant to this Issue may be priced significantly higher due to various reasons including better performance by the Company, better economic conditions, and passage of time. For further details, see “*Capital Structure*” on page75 of this Draft Red Herring Prospectus. The prices at which Equity Shares have been issued by us in last one year should not be taken to be indicative of the Issue Price and the trading price of our Equity Shares after listing.

**55. *Our Equity Shares have never been publicly traded, and, after the Issue, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Issue Price, or at all.***

Prior to the Issue, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Issue. Listing and quotation do not guarantee that a market for our Equity Shares will develop or, if developed, does not guarantee the liquidity of such market for the Equity Shares. Our Company and the Book Running Lead Manager will appoint Market Maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India’s fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments. Investors might not be able to rapidly sell the Equity Shares at the quoted price if there is no active trading in the Equity Shares. The Issue Price of the Equity Shares has been determined by our Company in consultation with the BRLM through the Book Building Process.

**56. *There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the NSE Emerge Platform in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the NSE Emerge. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

**57. *Any future issuance of Equity Shares may dilute your shareholding and sale of our Equity Shares by our Promoters or other shareholders may adversely affect the trading price of the Equity Shares.***

Any future equity issuances by us, including in a primary offering, may lead to the dilution of investors’ shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

**58. *There are restrictions on daily weekly monthly movement in the price of the equity shares, which may adversely affect the shareholder’s ability to sell for the price at which it can sell, equity shares at a particular point in time.***

Once listed, we would be subject to circuit breakers imposed by the stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index- based market-wide circuit breakers generally imposed by SEBI. The percentage limit on circuit breakers is said by

the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchange does not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of the circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any time.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax (“STT”) is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of listed equity shares held for more than 12 months may be subject to long-term capital gains tax in India at the specified rates depending on certain factors, such as STT paid, the quantum of gains and any available treaty exemptions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. While non-residents may claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India’s right to impose tax on capital gains arising from the sale of shares of an Indian company.

Pursuant to the Finance Act, 2020 and after March 31, 2020, dividends declared, distributed or paid by a domestic company would not be exempt in the hands of both resident and non-resident shareholders and are subject to tax deduction at source. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Further, the Finance Act, 2019 introduced new provisions under the Indian Stamp Act, 1899, which provide that in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

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

**60. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.***

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA and the rules thereunder. Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required.

Shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms, or at all. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT as consolidated in the FDI Policy with effect from October 15, 2020, and the Foreign Exchange Management (Nondebt 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 share a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India. Any such approval(s) would be subject to the discretion of the regulatory authorities. Restrictions on foreign investment activities and impact on our ability to attract foreign investors may cause uncertainty and delays in our future investment plans and initiatives. We cannot assure you that any required approval from the relevant governmental agencies can be obtained on any particular terms or at all. Further, if our Company ceases to be “owned and controlled” by resident Indian entities, we will be subject to additional investment and exit restrictions under the FDI Policy and the FEMA.

**61. *Natural calamities, climate change and health epidemics could adversely affect the Indian economy and our business, financial condition, and results of operations. In addition, hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect our business, financial condition and results of operations.***

Our operations including our offices may be damaged or disrupted as a result of natural calamities. Such events may lead to the disruption of information systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations. Damage or destruction that interrupts our provision of services could adversely affect our reputation, our relationships with our customers, our management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or rebuild parts of our offices. Any of the above factors may adversely affect our business, financial condition and results of operations. India has from time-to-time experienced instances of social, religious and civil unrest and hostilities between neighbouring countries. Military activity or terrorist attacks in the future could influence the Indian economy by disrupting communications and making travel more difficult and such political tensions could create a greater perception that investments in Indian companies involve higher degrees of risk. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have a material adverse effect on the market for securities of Indian companies.

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

The regulatory and policy environment in which we operate is evolving and subject to change. Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business. In such instances, and including the instances mentioned below, our business, results of operations and prospects may be adversely impacted, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. Any political instability in India, such as corruption, scandals and protests against certain economic reforms, which have occurred in the past, could slow the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well.

Additionally, the Government of India has introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, the implementation of such laws could increase our employee and labour costs, thereby adversely impacting our results of operations, cash flows, business and financial performance.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. For instance, companies can voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which reduces the rate of income tax payable to 22% subject to compliance with conditions prescribed, from the erstwhile 25% or 30% depending upon the total turnover or gross receipt in the relevant period. Any such future amendments may affect our other benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

Further, the GoI has announced the union budget for Fiscal 2024, pursuant to which the Finance Bill, 2024 ("Finance Bill"), has introduced various amendments. The Finance Bill has received assent from the President of India on February 15, 2024, and has been enacted as the Finance Act, 2024. We cannot predict whether any amendments made pursuant to the Finance Act, 2024 would have an adverse effect on our business, financial condition and results of operations. Furthermore, changes in capital gains tax or tax on capital market transactions or the sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

There can be no assurance that the GoI will not implement new regulations and policies requiring us to obtain approvals and licenses from the GoI or other regulatory bodies, or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment or change to governing laws, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent in the jurisdictions in which we operate may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. It may also have a material adverse effect on our business, financial condition, cash flows and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which could

materially harm our results of operations or cash flows. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

We are unable to determine the impact of any changes in or interpretations of existing, or the promulgation of, new, laws, rules and regulations applicable to us and our business. If that was to occur it could result in us, our business, operations or group structure being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

**63. Regulation of greenhouse gas emissions and climate change issues may adversely affect our operations.**

Many governments are moving to enact climate change legislation and treaties at the international, national, state, provincial and local levels. Where legislation already exists, regulations relating to emission levels and energy efficiency are generally becoming more stringent. Some of the costs associated with meeting more stringent regulations can be offset by increased energy efficiency and technological innovation. However, if the current regulatory trend continues, meeting more stringent regulations is anticipated to result in increased costs, and this may have a material adverse impact on our financial condition and results of operations. Further, India and many other nations are signatories to international agreements related to climate change including the 1992 United Nations Framework Convention on Climate Change, which is intended to limit or capture emissions of greenhouse gas, such as carbon dioxide and the 2016 Paris Agreement, which extended the potentially binding set of emissions targets to all nations. Our compliance with any new environmental laws or regulations, particularly relating to greenhouse gas emissions, may require significant capital expenditure or result in the incurrence of fees and other penalties in the event of non-compliance. We cannot guarantee that future legislative, regulatory, international law, industry, trade or other developments will not negatively impact our operations and the demand for the products we sell. If any of the foregoing were to occur, our business, financial condition and results of operations may be adversely affected.

**64. Our business is substantially affected by prevailing economic, political and other conditions political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.**

We are highly dependent on prevailing economic conditions in India and our results of operations and cash flows are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations and cash flows, may include:

- any increase in Indian interest rates or inflation;
- any exchange rate fluctuations;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporates;
- volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters;
- prevailing regional or global economic conditions, including in India's principal export markets;
- any downgrading of India's debt rating by a domestic or international rating agency;
- financial instability in financial markets; and
- other significant regulatory or economic developments in or affecting India or its manufacturing sector.

On February 24, 2022, Russian military forces invaded Ukraine. Although the length, impact and outcome of the ongoing military conflict in Ukraine is highly unpredictable, this conflict and responses from international communities could lead to significant market and other disruptions, including significant volatility in commodity prices and supply of energy resources, instability in financial markets, supply chain interruptions, political and social instability, changes in consumer or purchaser preferences as well as increase in cyberattacks and espionage.

To date, we have not experienced any material interruptions in our supply chain and distribution network in connection with these conflicts. We have no way to predict the progress or outcome of the conflict in Ukraine as the conflict, and any resulting government reactions, are rapidly developing and beyond our control. The extent and duration of the military action, sanctions and resulting market disruptions could be significant and could potentially have a substantial impact on

the global economy and our business for an unknown period of time. Any of the abovementioned factors could affect our business, financial condition and results of operations.

In addition, any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations, cash flows and financial condition and the price of the Equity Shares.

**65. *Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.***

The Government of India has traditionally exercised and continues to exercise 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. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

**66. *Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing.***

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

**67. *The ability of Indian companies to raise foreign capital may be constrained by Indian law.***

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

**68. *Changing regulations in India could lead to new compliance requirements that are uncertain. The regulatory environment in which we operate is evolving and is subject to change.***

The regulatory and policy environment in which we operate is evolving and is subject to change. The GoI may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements. The regulatory and policy environment in which we operate is evolving and is subject to change. The GoI may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements.

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

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

In recent months, consumer and wholesale prices in India have exhibited increased inflationary trends, as the result of an increase in crude oil prices, higher international commodity prices, and higher domestic consumer and supplier prices. The Consumer Price Index increased from 3.4% (average) in Fiscal 2019 to 4.8% (average) in Fiscal 2020 to an estimated 6.2% (average) in Fiscal 2021 although the RBI has enacted certain policy measures designed to curb inflation, these policies may not be successful. In February 2022, hostilities between Russia and the Ukraine commenced. The market price of oil has risen sharply since the commencement of these hostilities which could have an inflationary effect in India. Continued high rates of inflation may increase our expenses related to salaries or wages payable to our employees, raw materials and

other expenses. There can be no assurance that we will be able to pass on any additional expenses to our customers or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our business, financial condition and results of operations.

**70. *A third-party could be prevented from acquiring control of us post this Issue, because of anti-takeover provisions under Indian Law.***

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the SEBI SAST Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of the Issue. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of SEBI SAST Regulations.

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

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

The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition and results of operations. The global credit and equity markets have in the past experienced substantial dislocations, liquidity disruptions and market corrections.

**72. *Rights of shareholders of companies under Indian law may be different compared to the laws of other jurisdictions.***

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as a shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

**73. *QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Investors are not permitted to withdraw their Bids after Bid/ Issue Closing Date.***

Pursuant to the SEBI ICDR Regulations, Qualified Institutional Buyers and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Similarly, Retail Individual Investors can revise or withdraw their Bids at any time during the Bid/ Issue Period and until the Bid/ Issue Closing Date, but not thereafter. Therefore, Qualified Institutional Buyers and Non-Institutional Investors will not be able to withdraw or lower their Bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations or otherwise at any stage after the submission of their Bids.

## SECTION IV – INTRODUCTION

### THE ISSUE

| <b>PRESENT ISSUE OF EQUITY SHARES BY OUR COMPANY IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS</b>                            |  |
|---|--|
| <b>Equity Shares Issued</b> <sup>(1)(2)(3)</sup>  | Up to 30,00,000 Equity Shares of face value of ₹10/- each fully paid for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs     |
| <b>Out of which:</b>  |  |
| <b>Issue Reserved for the Market Maker</b>  | Up to [●] Equity Shares of face value of ₹10/- each fully-paid up for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs        |
| <b>Net Issue to the Public</b>  | Up to [●] Equity Shares of having face value of ₹10/- each fully paid-up for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs |
| <b>Out of which*</b>  |  |
| <b>1 QIB Portion</b> <sup>(4)(5)</sup>  | Not more than [●] Equity Shares aggregating up to ₹ [●] Lakhs.   |
| <b>Of which:</b>  |  |
| <b>1. Anchor Investor Portion</b>   | Up to [●] Equity Shares aggregating to ₹ [●] Lakhs   |
| <b>2. Net QIB Portion (Assuming Anchor Investor Portion is fully subscribed)</b>  | [●] Equity Shares aggregating to ₹ [●] Lakhs   |
| <b>Of which:</b>  |  |
| <ul style="list-style-type: none"> <li>• Available for allocation to Mutual Funds only (5% of the Net QIB Portion)</li> </ul> | Up to [●] Equity Shares aggregating to ₹ [●] Lakhs   |
| <ul style="list-style-type: none"> <li>• Balance of QIB Portion for all QIBs including Mutual Funds</li> </ul>                | Up to [●] Equity Shares aggregating to ₹ [●] Lakhs   |
| <b>2 Non-Institutional Portion</b>  | Not less than [●] Equity Shares aggregating up to ₹ [●] Lakhs  |
| <b>3 Retail Portion</b>   | Not less than [●] Equity Shares aggregating up to ₹ [●] Lakhs  |
| <b>Pre and Post – Issue Equity Shares</b>   |  |
| <b>Equity shares outstanding prior to the Issue</b>   | 80,00,000 Equity Shares of face value of ₹10/- each fully paid-up  |
| <b>Equity shares outstanding after the Issue</b>  | Up to [●] Equity Shares of face value of ₹10/- each fully paid-up  |
| <b>Use of Net Proceeds</b>  | Please refer to the chapter titled “Objects of the Issue” beginning on page [●] of this Draft Red Herring Prospectus                           |

\*Subject to finalization of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination of Issue price.

#### Notes:

1. The Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.
2. The Issue including has been approved by our Board pursuant to the resolutions passed at its meetings held on December 16, 2024 and by our Shareholders pursuant to a special resolution passed at their meetings held on December 17, 2024.
3. The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that: (a) not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders; (b) not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders; and (c) not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to bidders in the other category. Accordingly, we have allocated the Net Issue i.e., not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders; not less than 15% of the Net Issue shall be available for allocation to Non-Institutional Bidders and not more than 50% of the Net Issue to QIBs.



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

Our Company in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the 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 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. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, 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 further details, please refer section titled "*Issue Procedure*" beginning on page 263 of this Draft Red Herring Prospectus.

**SUMMARY OF FINANCIAL INFORMATION**

**ANNEXURE - 1: RESTATED STATEMENT OF ASSETS AND LIABILITIES**

*(₹ in Lakhs)*

| Particulars  | An nex. No. | As At 30th September,2024 | As At 31st March, 2024 | As At 31st March, 2023* | As At 31st August, 2022 | As At 31st March, 2022 |
|--|-------------|---------------------------|------------------------|-------------------------|-------------------------|------------------------|
| <b>I. Equity and Liabilities</b>   |             |                           |                        |                         |                         |                        |
| <b>(1) Shareholders' Funds</b>   |             |                           |                        |                         |                         |                        |
| (a) Share Capital  | 5           | 800.00                    | 200.00                 | 200.00                  | 525.73                  | 880.08                 |
| (b) Reserve & Surplus  | 6           | 490.70                    | 748.11                 | 154.06                  | 0.00                    | 0.00                   |
| <b>(2)Non-current Liabilities</b>  |             |                           |                        |                         |                         |                        |
| (a) Long term borrowings   | 7           | 1,063.18                  | 601.22                 | 642.65                  | 573.88                  | 678.87                 |
| (b) Deferred tax liabilities (Net)   | 15          | 10.98                     | 0.00                   | 0.00                    | 0.00                    | 0.00                   |
| (c) Other long term liabilities  |             | 0.00                      | 0.00                   | 0.00                    | 0.00                    | 0.00                   |
| (d) Long term provisions   | 8           | 15.81                     | 10.58                  | 9.29                    | 4.14                    | 4.12                   |
| <b>(3) Current Liabilities</b>   |             |                           |                        |                         |                         |                        |
| (a) Short term borrowings  | 9           | 1,828.73                  | 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                     |             | 61.96                     | 24.38                  | 0.00                    | 0.00                    | 0.00                   |
| (B)Total outstanding dues of creditors other than micro and small enterprise |             | 626.82                    | 1,246.20               | 549.26                  | 1,498.29                | 1,418.59               |
| (c) Other current liabilities  | 11          | 87.49                     | 63.15                  | 76.60                   | 58.37                   | 36.46                  |
| (d) Short term provisions  | 12          | 107.02                    | 197.37                 | 57.97                   | 35.08                   | 83.04                  |
| <b>Total</b>   |             | <b>5,092.68</b>           | <b>4,212.17</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          | 503.37                    | 330.29                 | 248.86                  | 177.31                  | 93.29                  |
| (ii) Intangible assets   |             | 0.00                      | 0.00                   | 0.00                    | 0.00                    | 0.00                   |
| (iii) Capital WIP  |             | 0.00                      | 0.00                   | 0.00                    | 0.00                    | 25.05                  |
| (iv) Intangible assets under development                                     |             | 0.00                      | 0.00                   | 0.00                    | 0.00                    | 0.00                   |
| (b) Non-current investments  | 14          | 0.00                      | 0.00                   | 0.00                    | 0.00                    | 0.00                   |
| (c) Deferred tax assets (net)  | 15          | 0.00                      | 3.38                   | 6.13                    | 1.04                    | 1.04                   |
| (d) Long term loans and advances   | 16          | 46.15                     | 32.21                  | 8.22                    | 8.22                    | 5.19                   |
| (e) Other non-current assets   | 17          | 2.07                      | 2.48                   | 3.31                    | 0.00                    | 0.00                   |
| <b>(2) Current Assets</b>  |             |                           |                        |                         |                         |                        |
| (a) Inventories  | 18          | 0.00                      | 0.00                   | 0.00                    | 0.00                    | 52.40                  |

| Particulars                       | An<br>nex.<br>No. | As At<br>30th<br>September,2024 | As At<br>31st March,<br>2024 | As At<br>31st March,<br>2023* | As At<br>31st<br>August,<br>2022 | As At<br>31st<br>March,<br>2022 |
|-----------------------------------|-------------------|---------------------------------|------------------------------|-------------------------------|----------------------------------|---------------------------------|
| (b) Trade receivables             | 19                | 3,108.65                        | 2,646.78                     | 1,991.40                      | 2,758.27                         | 2,729.42                        |
| (c) Cash and cash equivalents     | 20                | 153.44                          | 161.30                       | 239.72                        | 398.46                           | 78.91                           |
| (d) Short-term loans and advances | 21                | 900.36                          | 763.73                       | 356.76                        | 348.50                           | 1,025.23                        |
| (e) Other current assets          | 22                | 378.66                          | 272.00                       | 73.47                         | 188.63                           | 159.92                          |
| <b>Total</b>                      |                   | <b>5,092.68</b>                 | <b>4,212.17</b>              | <b>2,927.87</b>               | <b>3,880.43</b>                  | <b>4,170.46</b>                 |

\* The Company was originally formed as a partnership firm in the name and style of “Blue Water Logistics” and was thereafter converted from a Partnership Firm to Private Limited company under Part I chapter XXI of the Companies Act, 2013 with the name and style of “Blue Water Logistics Private Limited” and received a certificate of incorporation from the Registrar of Companies, Central Registration Centre dated August 22, 2022. The Company has taken over all the existing assets and liabilities of the partnership firm as on August 31, 2022 as a part of the transition and the business was taken over by the Company with effect from September 01, 2022 which is in compliance with the applicable accounting standards.

**ANNEXURE - 2: RESTATED STATEMENT OF PROFIT AND LOSS**

*(₹ in Lakhs)*

| Particulars   | Annex No     | For the Period Ended September 30, 2024 | For the Year Ended March 31, 2024 | For the Period September 1, 2022 to March 31, 2023* | For the Period Ended August 31, 2022 | For the Year Ended March 31, 2022 |
|---|--------------|---|-----------------------------------|---|--------------------------------------|-----------------------------------|
| I. Revenue from operations:   | 23           | 8,129.47                                | 13,867.37                         | 9,798.24  | 8,466.90                             | 15,840.90                         |
| II. Other business/ operating income:   | 24           | 4.56                                    | 6.96                              | 8.72  | 4.22                                 | 9.16                              |
| <b>III. Total Income (I + II)</b>   |              | <b>8,134.03</b>                         | <b>13,874.33</b>                  | <b>9,806.96</b>                                     | <b>8,471.12</b>                      | <b>15,850.07</b>                  |
| <b>IV. Expenses:</b>  |              |   |                                   |   |                                      |                                   |
| Operational Expenses  | 25           | 7,131.68                                | 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 | 26           | 0.00                                    | 0.00                              | 0.00  | 52.40                                | 30.90                             |
| Employee benefit expense  | 27           | 202.20                                  | 387.54                            | 260.12  | 150.09                               | 321.21                            |
| Finance Costs   | 28           | 123.16                                  | 167.53                            | 134.52  | 85.96                                | 114.70                            |
| Depreciation and Amortization Expense   | 29           | 61.62                                   | 95.55                             | 51.27   | 13.88                                | 19.00                             |
| Other Expenses  | 30           | 157.56                                  | 142.65                            | 125.54  | 58.37                                | 113.46                            |
| <b>Total Expenses (IV)</b>  |              | <b>7,676.22</b>                         | <b>13,080.50</b>                  | <b>9,601.08</b>                                     | <b>8,331.73</b>                      | <b>15,524.31</b>                  |
| V. Profit before exceptional and extraordinary items and tax                  | (III - IV)   | <b>457.81</b>                           | <b>793.84</b>                     | <b>205.87</b>                                       | <b>139.39</b>                        | <b>325.76</b>                     |
| VI. Exceptional Items   |              | 0.00                                    | 0.00                              | 0.00  | 0.00                                 | 0.00                              |
| VII. Profit before extraordinary items and tax                                | (V - VI)     | <b>457.81</b>                           | <b>793.84</b>                     | <b>205.87</b>                                       | <b>139.39</b>                        | <b>325.76</b>                     |
| VIII. Extraordinary Items   | 31           | 0.00                                    | 0.00                              | 0.00  | 0.00                                 | 0.00                              |
| IX. Profit before tax   | (VII - VIII) | <b>457.81</b>                           | <b>793.84</b>                     | <b>205.87</b>                                       | <b>139.39</b>                        | <b>325.76</b>                     |
| X. Tax Expense  |              |   |                                   |   |                                      |                                   |
| (1) Current Tax   |              | 100.86                                  | 197.05                            | 57.94   | 35.08                                | 83.03                             |
| (2) Deferred Tax  | 32           | 14.36                                   | 2.75                              | -6.13   | 0.00                                 | -1.04                             |
| (3) Current Tax adjustment of earlier years                                   |              | 0.00                                    | 0.00                              | 0.00  | 0.00                                 | 0.00                              |
| XI. Profit (Loss) from the period from continuing operations                  | (IX-X)       | <b>342.59</b>                           | <b>594.05</b>                     | <b>154.06</b>                                       | <b>104.31</b>                        | <b>243.77</b>                     |
| XII. Profit/(Loss) from discontinuing operations                              |              | 0.00                                    | 0.00                              | 0.00  | 0.00                                 | 0.00                              |
| XIII. Tax expense of discontinuing operations                                 |              | 0.00                                    | 0.00                              | 0.00  | 0.00                                 | 0.00                              |
| XIV. Profit/(Loss) from discontinuing operations after tax                    | (XII - XIII) | 0.00                                    | 0.00                              | 0.00  | 0.00                                 | 0.00                              |
| XV. Profit/(Loss) for the period  | (XI + XIV)   | <b>342.59</b>                           | <b>594.05</b>                     | <b>154.06</b>                                       | <b>104.31</b>                        | <b>243.77</b>                     |
| (1) Basic EPS   |              | <b>4.28</b>                             | <b>29.70</b>                      | <b>7.70</b>   | -                                    | -                                 |
| (2) Diluted EPS   |              | <b>4.28</b>                             | <b>29.70</b>                      | <b>7.70</b>   | -                                    | -                                 |

\* The Company was originally formed as a partnership firm in the name and style of "Blue Water Logistics" and was thereafter converted from a Partnership Firm to Private Limited company under Part I chapter XXI of the Companies Act, 2013 with the name and style of "Blue Water Logistics Private Limited" and received a certificate of incorporation from the Registrar of Companies, Central Registration Centre dated August 22, 2022. The Company has taken over all the existing assets and liabilities of the partnership firm as on August 31, 2022 as a part of the transition and the business was taken over by the Company with effect from September 01, 2022 which is in compliance with the applicable accounting standards.

**ANNEXURE - 3: RESTATED STATEMENT OF CASH FLOW**

| <b>Particulars</b>  | <b>As At<br/>30th<br/>September,<br/>2024</b> | <b>As At<br/>31st<br/>March,<br/>2024</b> | <b>As At<br/>31st<br/>March,<br/>2023*</b> | <b>As At<br/>31st<br/>August,<br/>2022</b> | <b>As At<br/>31st<br/>March,<br/>2022</b> |
|---|---|---|--|--|---|
| <b>(A) Cash Flow from Operating Activities</b>                      |   |   |  |  |   |
| <b>Restated Net Profit Before Tax and Extraordinary items</b>       | 457.81  | 793.84                                    | 205.87                                     | 139.39                                     | 325.76                                    |
| <u>Adjustments For:</u>   |   |   |  |  |   |
| Gratuity Provision  | 0.00  | 0.00                                      | 0.00                                       | 0.00                                       | 0.00                                      |
| (Interest Received)   | -3.75   | -1.14                                     | -8.27                                      | -1.85                                      | -2.40                                     |
| Income-tax/Prior Year Adjustment                                    | 0.00  | 0.00                                      | 0.00                                       | 0.00                                       | 0.00                                      |
| (Profit on sale of fixed assets)                                    | 0.00  | 0.00                                      | 0.00                                       | 0.00                                       | 0.00                                      |
| Interest and Finance Charges Paid                                   | 123.16  | 167.53                                    | 134.52                                     | 85.96                                      | 114.70                                    |
| Depreciation  | 61.62   | 95.55                                     | 51.27                                      | 13.88                                      | 19.00                                     |
| <b>Operating profit before working capital changes</b>              | 638.84  | 1,055.78                                  | 383.39                                     | 237.39                                     | 457.06                                    |
| <u>Changes in Working Capital</u>                                   |   |   |  |  |   |
| (Increase)/Decrease in Trade Receivables                            | -461.87                                       | -655.38                                   | -1,991.40                                  | -28.84                                     | -1,164.50                                 |
| (Increase)/Decrease in Inventories                                  | 0.00  | 0.00                                      | 0.00                                       | 52.40                                      | 30.90                                     |
| (Increase)/Decrease in Short Term Loans and Advances                | -136.63                                       | -406.97                                   | -356.76                                    | 676.73                                     | -690.47                                   |
| (Increase)/Decrease in Long Term Loans and Advances                 | -13.95  | -23.99                                    | -8.22                                      | -3.03                                      | 60.91                                     |
| (Increase)/Decrease in Other Current Assets                         | -106.66                                       | -198.53                                   | -73.47                                     | -28.71                                     | -159.40                                   |
| (Increase)/Decrease in Other Non-current Assets                     | -0.41   | 3.57                                      | -9.44                                      | 0.00                                       | -1.04                                     |
| Increase/(Decrease) in Long Term Provisions                         | 5.23  | 1.29                                      | 9.29                                       | 0.01                                       | 4.12                                      |
| Increase/(Decrease) in Trade Payables                               | -581.81                                       | 721.33                                    | 549.26                                     | 79.70                                      | 613.33                                    |
| Increase/(Decrease) in other Current liabilities                    | 25.17   | -13.45                                    | 76.60                                      | 21.91                                      | 2.71                                      |
| Increase/(Decrease) in Short Term Provisions                        | -90.35  | 139.41                                    | 57.97                                      | -47.96                                     | 83.04                                     |
| <b>Cash Generated from / (used in) operating activities</b>         | -722.43                                       | 623.07                                    | -1,362.79                                  | 959.60                                     | -763.33                                   |
| <b>Less: Income Tax paid</b>  | 100.86  | 199.79                                    | 51.81                                      | 35.08                                      | 81.99                                     |
| <b>Cash Flow before extraordinary items</b>                         | -823.29                                       | 423.28                                    | -1,414.60                                  | 924.51                                     | -845.32                                   |
| <b>Extraordinary items</b>  | 0.00  | 0.00                                      | 0.00                                       | 0.00                                       | 0.00                                      |
| <b>Net cash generated from / (used in) Operating Activities (A)</b> | -823.29                                       | 423.28                                    | -1,414.60                                  | 924.51                                     | -845.32                                   |
| <b>(B) Cash Flow from Investing Activities</b>                      |   |   |  |  |   |
| (Increase)/Decrease in Non-Current Investment                       | 0.00  | 0.00                                      | 0.00                                       | 0.00                                       | 0.00                                      |
| Interest Received   | 3.75  | 1.14                                      | 8.27                                       | 1.85                                       | 2.40                                      |
| (Purchase)/Sale of Tangible Fixed Assets                            | -234.70                                       | -176.97                                   | -300.13                                    | -72.85                                     | -28.60                                    |
| Sale of Tangible Fixed Assets                                       | 0.00  | 0.00                                      | 0.00                                       | 0.00                                       | 0.00                                      |
| <b>Net cash generated from / (used in) Investing Activities (B)</b> | -230.95                                       | -175.83                                   | -291.86                                    | -71.00                                     | -26.20                                    |
| <b>(C) Cash Flow from financing Activities</b>                      |   |   |  |  |   |
| Proceeds from issue of Share Capital                                | 0.00  | 0.00                                      | 200.00                                     | 0.00                                       | 0.00                                      |
| Capital introduced  | 0.00  | 0.00                                      | 0.00                                       | -458.66                                    | -2.63                                     |
| Increase/(Decrease) in Short Term Borrowings                        | 707.58  | -116.89                                   | 1,238.05                                   | 115.65                                     | 534.54                                    |
| Increase/(Decrease) in Long Term Borrowings                         | 461.96  | -41.43                                    | 642.65                                     | -104.99                                    | 517.31                                    |
| Interest and Finance Charges Paid                                   | -123.16                                       | -167.53                                   | -134.52                                    | -85.96                                     | -114.70                                   |
| Dividend & tax thereon  | 0.00  | 0.00                                      | 0.00                                       | 0.00                                       | 0.00                                      |
| Increase/(Decrease) in Share Application Money                      | 0.00  | 0.00                                      | 0.00                                       | 0.00                                       | 0.00                                      |

| <b>Particulars</b>  | <b>As At<br/>30th<br/>September,<br/>2024</b> | <b>As At<br/>31st<br/>March,<br/>2024</b> | <b>As At<br/>31st<br/>March,<br/>2023*</b> | <b>As At<br/>31st<br/>August,<br/>2022</b> | <b>As At<br/>31st<br/>March,<br/>2022</b> |
|---|---|---|--|--|---|
| <b>Net cash generated from / (used in) Financing Activities (C)</b> | 1,046.38                                      | -325.85                                   | 1,946.17                                   | -533.97                                    | 934.53                                    |
| <b>Net increase in cash and cash equivalents (A+B+C)</b>            | -7.87   | -78.41                                    | 239.72                                     | 319.55                                     | 63.00                                     |
| <b>Cash and cash equivalents at the beginning</b>                   | 161.31  | 239.72                                    | 0.00                                       | 78.91                                      | 15.91                                     |
| <b>Cash and cash equivalents at the end</b>                         | 153.44  | 161.31                                    | 239.72                                     | 398.46                                     | 78.91                                     |

\* The Company was originally formed as a partnership firm in the name and style of "Blue Water Logistics" and was thereafter converted from a Partnership Firm to Private Limited company under Part I chapter XXI of the Companies Act, 2013 with the name and style of "Blue Water Logistics Private Limited" and received a certificate of incorporation from the Registrar of Companies, Central Registration Centre dated August 22, 2022. The Company has taken over all the existing assets and liabilities of the partnership firm as on August 31, 2022 as a part of the transition and the business was taken over by the Company with effect from September 01, 2022 which is in compliance with the applicable accounting standards.

## GENERAL INFORMATION

### REGISTERED OFFICE OF OUR COMPANY

#### Blue Water Logistics Limited

H. No. 8-2-270/B/1/2, Block-3,  
4<sup>th</sup> Floor Uptown Banjara,  
Road No.3, Banjara Hills,  
Hyderabad-500034, Telangana, India,  
**Tel No:** +91 8341101774  
**Email:** [investors@bwl.co.in](mailto:investors@bwl.co.in)  
**Website:** [www.bwl.co.in](http://www.bwl.co.in)  
**CIN:** U63030TG2022PLC165815  
**Registration Number:** 165815

For further details, please refer to the chapter titled “*History and Certain Corporate Matters*” beginning on page 154 of this Draft Red Herring Prospectus.

### REGISTRAR OF COMPANIES

#### Registrar of Companies, Hyderabad

2<sup>nd</sup> Floor, Corporate Bhawan, GSI Post,  
Nagole, Bandlaguda,  
Hyderabad - 500 068, Telangana.  
**Tel. No.:** 040-29805427  
**Email:** [roc.hyderabad@mca.gov.in](mailto:roc.hyderabad@mca.gov.in)  
**Website:** [www.mca.gov.in](http://www.mca.gov.in)

### BOARD OF DIRECTORS

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

| Name                            | Designation                            | DIN      | Residential Address   |
|---------------------------------|--|----------|---|
| Mr. Laxmi Narayan Mishra        | Chairman & Whole-Time Director         | 05358706 | 29-1405/1 Plot No. 206, Deendayal Anagar Road No.4, Near Nagendra High School, Neredmet, Ramakrishna Puram, Hyderabad Telegana-500056                               |
| Mr. Lalit Panda                 | Managing Director                      | 05358709 | Kompally, Ashoka Ala Maison, Villa No -136, Near St Martin Engineering College, Kompally, Hyderabad, Dollapally, Medchal -Malkajgiti, Telegana-500100               |
| Ms. Madhusmita Mohanty          | Whole-Time Director                    | 06575521 | Kompally, Ashoka Ala Maison, Villa No -136, Near St Martin Engineering College, Kompally, Hyderabad, Dollapally, Medchal -Malkajgiti, Telegana-500100               |
| Ms. Supriya Mishra              | Non-Executive Non-Independent Director | 06681803 | 29-1405/1 Plot No. 206, Deendayal Anagar Road No.4, Near Nagendra High School, Neredmet, Ramakrishna Puram, Hyderabad Telegana-500056                               |
| Ms. Falguni Khodabhai Prajapati | Non-Executive Independent Director     | 10735011 | 26, Ashirvad Society, Radhanpur Road, Near Omkareshwar Mahadev, Mahesena Gujarat 384002   |
| Mr. Sugoto Ghosh                | Non-Executive Independent Director     | 03227177 | F-703, Acme Amay CHS, Vishweshwar Nagar Road Near Udipi Restaurant, Goregaon East Mumbai Maharashtra 400063   |
| Mr. Nikhar Ami Agarwal          | Non-Executive Independent Director     | 09781591 | H/302 Karnavati Apartment-3, Near Mansi Society, Bhairavnath Isanpur Road, Maninagar, VTC: Ahmedabad City, PO: Maninagar, Ahmadabad City. Ahmedabad, 380008-Gujarat |

For detailed profile of our Board of Directors, please see chapter titled “*Our Management*” beginning on page 157 of this Draft Red Herring Prospectus.

### COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Priya Bharat Dholu is our Company Secretary and Compliance Officer. Her contact details are as follows:

**Ms. Priya Bharat Dholu**

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

4<sup>th</sup> Floor Uptown Banjara,

Road No.3, Banjara Hills,

Hyderabad, Telangana, India, 500034

**Tel No:** + 91 8341101774

**Email:** [investors@bwl.co.in](mailto:investors@bwl.co.in) / [compliance@bwl.co.in](mailto:compliance@bwl.co.in)

**Website:** [www.bwl.co.in](http://www.bwl.co.in)

**Investor grievances**

Investors may contact the Company Secretary and Compliance Officer, BRLM or the Registrar to the Issue in case of any pre-issue or post-issue related queries, grievances and for redressal of complaints including non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

All Issue-related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose a copy of the Acknowledgment Slip or provide the application number received from the Designated Intermediary(ies) in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Issue.

All Issue -related grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

**LEGAL ADVISOR TO THE ISSUE**

**Asha Agarwal & Associates**

118, Shila Vihar, Gokulpura,

Kalwar Road, Jhotwara,

Jaipur – 302 012, Rajasthan, India

**Tel No:** +91 99509 33137

**Email:** [ashaagarwalassociates@gmail.com](mailto:ashaagarwalassociates@gmail.com)

**Contact Person:** Ms. Asha Agarwal

**BANKERS TO THE COMPANY**

**Union Bank of India**

Somajiguda, Dwarakapuri Colony, Branch

**Tel No:** 040-23420620

**Email:** [ubin0550825@unionbankofindia.bank](mailto:ubin0550825@unionbankofindia.bank)

**Website:** [www.unionbankofindia.co.in](http://www.unionbankofindia.co.in)

**Contact Person:** SV Naresh, Chief Manager

**BOOK RUNNING LEAD MANAGER**

**Smart Horizon Capital Advisors Private Limited**

*(Formerly Known as Shreni Capital Advisors Private Limited)*

B/908, Western Edge II, Kanakia Space,

Behind Metro Mall, off Western Express Highway,

Magathane, Borivali East, Mumbai – 400066, Maharashtra, India.

**Tel No:** 022-28706822



**Email:** [director@shcapl.com](mailto:director@shcapl.com)  
**Website:** [www.shcapl.com](http://www.shcapl.com)  
**Investor Grievance E-mail:** [investor@shcapl.com](mailto:investor@shcapl.com)  
**Contact Person:** Mr. Parth Shah  
**SEBI Registration No.:** INM000013183

#### **REGISTRAR TO THE ISSUE**

**Maashitla Securities Private Limited**  
451, Krishna Apra Business Square,  
Netaji Subhash Place, Pitampura,  
New Delhi- 110034, India.  
**Tel No:** 011-47581432  
**Email:** [investor.ipo@maashitla.com](mailto:investor.ipo@maashitla.com)  
**Website:** [www.maashitla.com](http://www.maashitla.com)  
**Investor Grievance Email Id:** [investor.ipo@maashitla.com](mailto:investor.ipo@maashitla.com)  
**Contact Person:** Mr. Mukul Agrawal  
**SEBI Registration Number:** INR000004370

#### **STATUTORY AND PEER REVIEW AUDITOR OF OUR COMPANY**

**M B Jajodia & Associates,**  
**Chartered Accountants,**  
901, Aryan Workspaces-2, Near Navkar Public School,  
Gulbai Tekra Road,  
Ahmedabad-380006, Gujarat, India.  
**Tel No.:** +91 79-40033502  
**Email:** [mbjajodia.associates@gmail.com](mailto:mbjajodia.associates@gmail.com)  
**Contact Person:** CA Manoj Jajodia & CA Rushita Jajodia  
**Firm Registration No.:** 139647W  
**Membership No:** 162116  
**Peer Review No:** 015630  
**Firm Registration No.:** 002188S

#### **BANKERS TO THE ISSUE / ESCROW COLLECTION BANK, REFUND BANK AND PUBLIC ISSUE BANK**

[•]

#### **SYNDICATE MEMBER**

[•]

\*The Banker to the Issue, Share Escrow Agent and Syndicate Member shall be appointed prior to filing of the Red Herring Prospectus with the ROC.

#### **STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES**

Smart Horizon Capital Advisors Private Limited (Formerly known as Shreni Capital Advisors Private Limited) is the sole Book Running Lead Manager to this Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

#### **SELF-CERTIFIED SYNDICATE BANKS (“SCSBs”)**

The list of SCSBs notified by SEBI for the ASBA process is available at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) on the SEBI website, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which an ASBA Applicant (other than an UPI Applicants using the UPI mechanism), not applying through Syndicate/Sub Syndicate or through a Registered Broker, may submit the ASBA Forms is available 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) on the SEBI website, and at such other websites as may be prescribed by SEBI from time to time. Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form(s) of Applicants (other than UPI Applicants) is provided on the website of

SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

### **SCSBS AND MOBILE APPLICATIONS ENABLED FOR UPI MECHANISM**

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 <https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> 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.

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 offers 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 RIIs) submitted 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 (<https://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 (other than RIIs) can submit ASBA Forms in the Issue using the stockbroker network of the stock exchange, i.e., through the Registered Brokers at the Broker Centers. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchange at <https://www.nseindia.com>, and 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 <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> as updated from time to time.

### **REGISTRAR AND SHARE TRANSFER AGENTS (“RTA”)**

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the RTAs eligible to accept 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 ([www.sebi.gov.in](http://www.sebi.gov.in)), and updated from time to time. For details on RTA, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

### **COLLECTING DEPOSITORY PARTICIPANTS (“CDP”)**

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchange at <https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures> and on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

### **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 the SEBI ICDR Regulations, there is no requirement of appointing an IPO Grading agency.

## DEBENTURE TRUSTEES

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

## MONITORING AGENCY

Since our Issue size does not exceed ₹ 10,000 Lakhs, we are not required to appoint monitoring agency for monitoring the utilization of Net Proceeds in accordance with Regulation 262(1) of SEBI ICDR Regulations. 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.

## APPRAISING ENTITY

No appraising entity has been appointed in respect of any objects of this Issue.

## FILING OF THE DRAFT RED HERRING PROSPECTUS

The Draft Red Herring Prospectus is being filed through the Neaps portal of NSE at <https://neaps.nseindia.com/NEWLISTINGCORP/> and will also be filed with NSE at the following address:

### NSE Emerge

#### National Stock Exchange of India Limited

Exchange Plaza, Plot no. C/1,  
G Block Bandra – Kurla Complex,  
Bandra (E), Mumbai – 400 051,  
Maharashtra, India

Tel No: 022 – 2659 8100 / 8114

Website: [www.nseindia.com](http://www.nseindia.com)

The Draft Red Herring Prospectus shall not be filed with SEBI, nor SEBI will issue any observation on the Offer 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 Red Herring Prospectus and Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in/>.

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013 will be filed to the RoC through the electronic portal at <http://www.mca.gov.in>. and a copy of Prospectus to be filed under Section 26 & 32 of the companies Act, 2013 will be filed to RoC through the electronic portal at <http://www.mca.gov.in>.

## TYPE OF ISSUE

The present Issue is considered to be 100% Book-Building Issue.

## BOOK BUILDING PROCESS

Book building, in the context of the Issue, refers to the process of collection of Bids from bidders on the basis of the Red Herring Prospectus, the Bid Cum Application Forms and the Revision Forms, if any, within the Price Band and the minimum Bid Lot, which will be decided by our company in consultation with the Book Running Lead Manager, and will be advertised in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] and all editions of the Regional daily newspaper, [●], (Telugu being the regional language of Telangana, where our Registered Office is located) each with wide circulation at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their respective website. The Issue price shall be determined by our company in consultation with the Book Running Lead Manager, after the Bid/Issue Closing Date. For details, see “*Issue Procedure*” beginning on page 263.

**All Bidders other than Anchor Investors participated through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount was blocked by the SCSBs. In addition to this, the Retail Individual Investors may participate through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount was blocked by the SCSBs or by using the UPI Mechanism. Non-Institutional Investors with an application size of up to ₹ 5.00 lakhs could use the UPI Mechanism and could also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers,**

**Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors were not permitted to participate in the Issue through the ASBA process.**

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors 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. RIIs can revise their Bid(s) during the Bid/Issue Period and withdraw their Bid(s) until Bid/Issue Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Except for Allocation to RIIs, NIIs 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.

Each Bidder by submitting a Bid in the Issue, will be deemed to have acknowledged the above restrictions and the terms of the Issue. For further details, see “*Terms of the Issue*”, “*Issue Structure*” and “*Issue Procedure*” beginning on pages 250, 259 and 263 of this Draft Red Herring Prospectus, respectively.

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

Bidders should note that, the Issue is also subject to obtaining (i) the final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment.

## UNDERWRITING

This Issue is [●] % Underwritten by Smart Horizon Capital Advisors Private Limited (Formerly known as Shreni Capital Advisors Private Limited) in the capacity of Underwriter to the Issue. The Underwriting agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and 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:

| Details of the Underwriter   | No. of Equity Shares Underwritten* | Amount Underwritten (₹ in Lakhs) | % of total Issue size underwritten |
|--|------------------------------------|----------------------------------|------------------------------------|
| <b>Smart Horizon Capital Advisors Private Limited</b><br>(Formerly Known as Shreni Capital Advisors Private Limited)<br>B/908, Western Edge II, Kanakia Space,<br>Behind Metro Mall, off Western Express Highway,<br>Magathane, Borivali East, Mumbai – 400066,<br>Maharashtra, India.<br><b>Tel No:</b> 022-28706822<br><b>Email:</b> <a href="mailto:director@shcapl.com">director@shcapl.com</a><br><b>Website:</b> <a href="http://www.shcapl.com">www.shcapl.com</a><br><b>Investor Grievance mail:</b> <a href="mailto:investor@shcapl.com">investor@shcapl.com</a><br><b>Contact Person:</b> Mr. Parth Shah<br><b>SEBI Registration No.:</b> INM000013183 | Up to *[●]                         | [●]                              | [●]                                |
| <b>Total</b>   | Up to *[●]                         | [●]                              | [●]                                |

\*Includes up to [●] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations, as amended.

In the opinion of the Board of Directors of our Company, the resources of the above-mentioned Underwriter are sufficient to enable them to discharge their respective obligations in full.

## CHANGES IN AUDITORS

Except as disclosed below, there has been no change in the Statutory Auditors during the three years immediately preceding the date of this Draft red Herring Prospectus.

| <b>Name of the Auditor</b>  | <b>Appointment/<br/>Resignation</b> | <b>Date of Appointment<br/>/ Resignation</b> | <b>Reason for<br/>change</b>                |
|---|-------------------------------------|--|---|
| M/s. S. S. N. Murthy & Co. Chartered Accountants.<br><b>Address:</b> Room No 506, Swapnalok Complex, S.D. Road, Secunderabad<br><b>Tel:</b> 040-27842025<br><b>Email:</b> ssnmurthyca@gmail.com<br><b>Membership No/Firm Reg No: 028516</b>   | Resignation                         | November 14, 2024                            | Due to pre-occupation in other assignments. |
| M/s. M B Jajodia & Associates., Chartered Accountants.<br><b>Address:</b> - 901, Aaryan Workspaces-2, Nr. Navkar Public School, Gulbai Tekra Road, Ahmedabad-380006, Gujarat<br><b>Tel:</b> 079-40033502/8866457397<br><b>Email:</b> info.mbjajodia@gmail.com<br><b>Membership No/ Firm Reg no : 0139647W</b> | Appointment                         | December 09, 2024                            | Appointment due to casual vacancy.          |

### **GREEN SHOE OPTION**

No green shoe option is contemplated under the Issue.

### **EXPERTS TO THE ISSUE**

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

Our Company has received written consent from Peer Reviewed Auditor namely, M/s. M B Jajodia & Associates, Chartered Accountants, to include their name in respect of the reports on the Restated Financial Statements for the period ending on September 30, 2024 and for the financial years ended March 31, 2024, 2023 and 2022 and the Statement of Possible Tax Benefits dated December 27, 2024 issued by them and included in this Draft Red Herring Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

### **MARKET MAKER**

[•]

### **DETAILS OF THE MARKET MAKING AGREEMENT**

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Book Running Lead Manager and the Market Maker (duly registered with NSE to fulfil the obligations of Market Making) dated [•] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issue.

[•], registered with NSE will act as the Market Maker and has agreed to receive or deliver of 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 a period as may be notified by any amendment to SEBI ICDR Regulations.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI ICDR Regulations, as amended from time to time and the circulars issued by NSE and SEBI in this matter from time to time.

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. The spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange from time to time Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker.
2. The prices quoted by the 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 Lakh shall be allowed to Offer 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. Based on the IPO price of ₹ [●]/- per share the minimum application lot size is [●] Equity Shares thus minimum depth of the quote shall be [●] until the same, would be revised by NSE.
4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of market maker in our Company reaches to 25%. Or upper limit (Including the 5% of Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% equity shares would not be taken into consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
5. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
6. On the first day of the listing, there will be pre-opening session (call auction) and there after 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. The securities of the company will be placed in Special Pre-Open Session (SPOS) and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity shares on the Stock Exchange.
7. 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.
8. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and NSE from time to time.
9. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by them.
10. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
11. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on NSE Emerge and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
12. 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.
13. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Company, who shall then be responsible to appoint a replacement Market Maker.
14. In case of termination of the abovementioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Company to arrange for another Market Maker(s) 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. Further, the Company reserve the right to appoint other Market Maker(s) 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 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.
15. **Risk containment measures and monitoring for Market Maker:** NSE will have all margins which are applicable on the 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.
16. **Punitive Action in case of default by Market Maker:** 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 Maker, 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 in case he is not present in the market (issuing 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. 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 Maker from time to time.

17. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹250 Crores, the applicable price bands for the first day shall be:

- In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
- In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

Additionally, 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.

18. The following spread will be applicable on the NSE Emerge:

| Sr. No. | Market Price Slab (in ₹) | Proposed spread (in % to sale price) |
|---------|--------------------------|--------------------------------------|
| 1.      | Up to 50                 | 9                                    |
| 2.      | 50 to 75                 | 8                                    |
| 3.      | 75 to 100                | 6                                    |
| 4.      | Above 100                | 5                                    |

19. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Market Maker 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 buy quote (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%  |

20. The Market 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 Emerge from time to time.

21. All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

## CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Red Herring Prospectus and after giving effect to this Issue, is set forth below:

(₹ in lakhs except share data)

| Sr. No.   | Particulars  | Aggregate Value at Face Value | Aggregate Value at Issue Price <sup>(2)</sup> |
|-----------|--|-------------------------------|---|
| <b>A.</b> | <b>Authorized Share Capital</b>  |                               |   |
|           | 1,25,00,000 Equity Shares of face value of ₹10/- each  | 1,250.00                      | -   |
| <b>B.</b> | <b>Issued, Subscribed and Paid-Up Equity Capital before the Issue</b>  |                               |   |
|           | 80,00,000 Equity Shares of face value of ₹10/- each  | 800.00                        | -   |
| <b>C.</b> | <b>Present Issue in Terms of this Draft Red Herring Prospectus</b>   |                               |   |
|           | Fresh Issue of up to 30,00,000 Equity Shares of face value of ₹10/- each aggregating up to ₹ [●] Lakhs <sup>(1)</sup>  | Up to 300.00                  | [●]   |
|           | <b>Which Includes:</b>   |                               |   |
|           | Up to [●] Equity Shares of face value of ₹10/- each at a price of ₹ [●] per Equity Share reserved as Market Maker Portion  | [●]                           | [●]   |
|           | Net Issue to Public of up to [●] Equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share to the Public  | [●]                           | [●]   |
|           | <b>Of which:</b>   |                               |   |
|           | At least [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to Retail Individual Investors   | [●]                           | [●]   |
|           | At least [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to Non-Institutional Investors   | [●]                           | [●]   |
|           | Not more than [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to Qualified Institutional Buyers, five per cent. of which shall be allocated to mutual funds | [●]                           | [●]   |
| <b>D.</b> | <b>Issued, Subscribed and Paid-up Equity Capital after the Issue <sup>(2)</sup></b>  |                               |   |
|           | Up to [●] Equity Shares of face value of ₹10/- each  | [●]                           | -   |
| <b>E.</b> | <b>Securities Premium Account</b>  |                               |   |
|           | Before the Issue <sup>(3)</sup>  | 0.00                          |   |
|           | After the Issue  | [●]                           |   |

(1) The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on December 16, 2024 and by our Shareholders pursuant to a Special Resolution passed at the Extra-Ordinary General meeting held on December 17, 2024.

(2) To be finalized upon determination of the Issue Price.

(3) Securities Premium before the issue as on September 30, 2024.

### CLASS OF SHARES

As on the date of Draft Red Herring Prospectus, our Company has only one class of share capital i.e., Equity Shares of ₹10/- each. All Equity Shares issued are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

### NOTES TO THE CAPITAL STRUCTURE

#### 1. Changes in Authorized Share Capital

Since incorporation, the capital structure of our Company has been altered in the following manner:

a) The initial authorized share capital of ₹ 200.00 Lakhs divided into 20,00,000, Equity Shares of ₹10/- each.



- b) The authorized share capital was further increased from ₹ 200.00 Lakhs divided into 20,00,000 Equity Shares of ₹10/- each to ₹1,250.00 Lakhs divided into 1,25,00,000 Equity Shares of ₹10/- each vide Shareholders' resolution dated May 06, 2024.

## 2. Equity Share Capital History of our Company

The following table sets forth details of the history of the Equity Share capital of our Company:

| Date of Allotment                        | No. of Equity Shares allotted | Face Value (₹) | Issue Price (₹) | Nature of Consideration   | Nature of Allotment                | Cumulative No. of Equity Shares | Cumulative Paid-Up Equity Shares Capital (₹) | Cumulative Share Premium (₹) |
|--|-------------------------------|----------------|-----------------|---|------------------------------------|---------------------------------|--|------------------------------|
| Upon Incorporation i.e., August 22, 2022 | 20,00,000                     | 10/-           | 10/-            | Cash- against the outstanding credit balance of respective individual partner's fixed capital account | Subscription to MOA <sup>(i)</sup> | 20,00,000                       | 2,00,00,000                                  | Nil                          |
| July 26, 2024                            | 60,00,000                     | 10/-           | Nil             | Other than Cash   | Bonus Issue <sup>(ii)</sup>        | 80,00,000                       | 8,00,00,000                                  | Nil                          |

- (i) Initial Subscribers to the Memorandum of Association of our company:

| Sr No | Name                   | No of Equity Shares |
|-------|------------------------|---------------------|
| 1.    | Ms. Madhusmita Mohanty | 10,00,000           |
| 2.    | Ms. Supriya Mishra     | 10,00,000           |
|       | <b>Total</b>           | <b>20,00,000</b>    |

- (ii) Bonus Issue of 60,00,000 Equity Shares of face value of ₹10/- each in the ratio of 3:1 i.e., 3 Bonus equity shares for 1 Equity Share held allotted on July 26, 2024:

| Sr. No | Name                     | No of Equity Shares |
|--------|--------------------------|---------------------|
| 1.     | Ms. Madhusmita Mohanty   | 29,99,685           |
| 2.     | Ms. Supriya Mishra       | 29,99,685           |
| 3.     | Mr. Lalit Panda          | 300                 |
| 4.     | Mr. Laxmi Narayan Mishra | 270                 |
| 5.     | Mr. Bhumika Mishra       | 30                  |
| 6.     | Mr. Ashok Kumar Shee     | 15                  |
| 7.     | Mr. Shailendra Malviya   | 15                  |
|        | <b>Total</b>             | <b>60,00,000</b>    |

3. Except as disclosed below, we have not issued any Equity Shares for consideration other than cash, at any point of time since Incorporation:

| Date of Allotment | No. of Equity Shares | Face Value (₹) | Issue Price (₹) | Reasons of Allotment  | Benefits accrued to company          | Allottees                | No. of Shares Allotted |
|-------------------|----------------------|----------------|-----------------|---|--------------------------------------|--------------------------|------------------------|
| July 26, 2024     | 60,00,000            | 10/-           | Nil             | Bonus Issue in the ratio of 3:1 i.e., 3 Bonus equity shares for 1 equity share held | Capitalization of Reserves & Surplus | Ms. Madhusmita Mohanty   | 29,99,685              |
|                   |                      |                |                 |   |                                      | Ms. Supriya Mishra       | 29,99,685              |
|                   |                      |                |                 |   |                                      | Mr. Lalit Panda          | 300                    |
|                   |                      |                |                 |   |                                      | Mr. Laxmi Narayan Mishra | 270                    |
|                   |                      |                |                 |   |                                      | Ms. Bhumika Mishra       | 30                     |
|                   |                      |                |                 |   |                                      | Mr. Ashok Kumar Shee     | 15                     |

| Date of Allotment | No. of Equity Shares | Face Value (₹) | Issue Price (₹) | Reasons of Allotment | Benefits accrued to company | Allottees              | No. of Shares Allotted |
|-------------------|----------------------|----------------|-----------------|----------------------|-----------------------------|------------------------|------------------------|
|                   |                      |                |                 |                      |                             | Mr. Shailendra Malviya | 15                     |

4. No equity shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956 and sections 230-234 of the Companies Act, 2013.
5. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme/ Employee Stock Purchase Scheme for our employees.
6. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
7. Except as disclosed below, we have not issued any Equity Shares at price that may be below Issue price within last one year from the date of this Draft Red Herring Prospectus:

| Date of Allotment | No. of Equity Shares | Face Value (₹) | Issue Price (₹) | Reasons of Allotment  | Benefits accrued to company          | Allottees                | No. of Shares Allotted |
|-------------------|----------------------|----------------|-----------------|---|--------------------------------------|--------------------------|------------------------|
| July 26,2024      | 60,00,000            | 10/-           | Nil             | Bonus Issue in the ratio of 3:1 i.e., 3 Bonus equity shares for 1 equity share held | Capitalization of Reserves & Surplus | Ms. Madhusmita Mohanty   | 29,99,685              |
|                   |                      |                |                 |   |                                      | Ms. Supriya Mishra       | 29,99,685              |
|                   |                      |                |                 |   |                                      | Mr. Lalit Panda          | 300                    |
|                   |                      |                |                 |   |                                      | Mr. Laxmi Narayan Mishra | 270                    |
|                   |                      |                |                 |   |                                      | Ms. Bhumika Mishra       | 30                     |
|                   |                      |                |                 |   |                                      | Mr. Ashok Kumar Shee     | 15                     |
|                   |                      |                |                 |   |                                      | Mr. Shailendra Malviya   | 15                     |
| <b>Total</b>      |                      |                |                 |   |                                      |                          | <b>60,00,000</b>       |

## 8. Shareholding Pattern of our Company

The table below presents the current shareholding pattern of our Company as per Regulation 31 of SEBI LODR Regulations as on the date of this Draft Red Herring Prospectus.

| Category (I) | Category of shareholder (II)   | Nos. of shareholders (III) | No. of fully paid-up equity shares held (IV) | No. of Partly paid-up equity shares held (V) | No. of shares underlying Depository Receipts (VI) | Total nos. shares held (VII) = (IV)+(V) + (VI) | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities (IX) |                     |                  |                         | No. of Underlying Outstanding convertible securities (including Warrants) (X) | Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of (A+B+C2) | Number of Locked in shares (XII) |                                 | Number of Shares pledged or otherwise encumbered (XIII) |                                 | Number of equity shares held in dematerialized form (XIV) |
|--------------|--------------------------------|----------------------------|--|--|---|--|---|---|---------------------|------------------|-------------------------|---|---|----------------------------------|---------------------------------|---|---------------------------------|---|
|              |                                |                            |  |  |   |  |   | Class-Equity  | 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               | Total            |                         |   |   |                                  |                                 |   |                                 |   |
|              |                                |                            |  |  |   |  |   |   |                     |                  |                         |   |   |                                  |                                 |   |                                 |   |
| A            | Promoters & Promoter Group     | 5                          | 76,49,960                                    | -  | -   | 76,49,960                                      | 95.62%  | 76,49,960   | -                   | 76,49,960        | 95.62%                  | -   | 95.62%  | -                                | -                               | -   | -                               | 76,49,960   |
| B            | Public                         | 9                          | 3,50,040                                     | -  | -   | 3,50,040                                       | 4.38%   | 3,50,040  | -                   | 3,50,040         | 4.38%                   | -   | 4.38%   | -                                | -                               | -   | -                               | 3,50,040  |
| C            | Non - Promoter Non - Public    | -                          | -  | -  | -   | -  | -   | -   | -                   | -                | -                       | -   | -   | -                                | -                               | -   | -                               | -   |
| C1           | Shares underlying DRs          | -                          | -  | -  | -   | -  | -   | -   | -                   | -                | -                       | -   | -   | -                                | -                               | -   | -                               | -   |
| C2           | Shares held by Employee Trusts | -                          | -  | -  | -   | -  | -   | -   | -                   | -                | -                       | -   | -   | -                                | -                               | -   | -                               | -   |
|              | <b>Total</b>                   | <b>14</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>  |

9. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company having aggregate shareholding at least 80% of capital of our Company as on the date of this Draft Red Herring Prospectus:

| Sr. No. | Name of the Shareholder | Number of Equity shares | Percentage of the pre- Issue Equity Share Capital (%) |
|---------|-------------------------|-------------------------|---|
| 1.      | Ms. Madhusmita Mohanty  | 38,24,580               | 47.81%  |
| 2.      | Ms. Supriya Mishra      | 38,24,580               | 47.81%  |
|         | <b>Total</b>            | <b>76,49,160</b>        | <b>95.61%</b>   |

10. None of the shareholders of the Company holding 1% or more of the paid-up capital of the Company as on the date of the filing of this Draft Red Herring Prospectus entitled to any Equity Shares upon exercise of warrant, option or right to convert a debenture, loan, or other instrument.

11. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company having aggregate shareholding at least 80% of capital of our Company as of 10 days prior to the date of this Draft Red Herring Prospectus:

| Sr. No. | Name of the Shareholder | Number of Equity shares | Percentage of the pre- Issue Equity Share Capital (%) |
|---------|-------------------------|-------------------------|---|
| 1.      | Ms. Madhusmita Mohanty  | 39,99,580               | 49.99%  |
| 2.      | Ms. Supriya Mishra      | 39,99,580               | 49.99%  |
|         | <b>Total</b>            | <b>79,99,160</b>        | <b>100%</b>   |

12. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company having aggregate shareholding at least 80% of capital of our Company as of one year prior to the date of this Draft Red Herring Prospectus:

| Sr. No. | Name of the Shareholder | Number of Equity shares | Percentage of then pre-Issue Equity Share Capital (%) |
|---------|-------------------------|-------------------------|---|
| 1.      | Ms. Madhusmita Mohanty  | 10,00,000               | 50.00%  |
| 2.      | Ms. Supriya Mishra      | 10,00,000               | 50.00%  |
|         | <b>Total</b>            | <b>20,00,000</b>        | <b>100.00%</b>  |

13. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company having aggregate shareholding at least 80% of capital of our Company two years prior to this Draft Red Herring Prospectus:

| Sr. No. | Name of the Shareholder | Number of Equity shares | Percentage of then pre-Issue Equity Share Capital (%) |
|---------|-------------------------|-------------------------|---|
| 1.      | Ms. Madhusmita Mohanty  | 10,00,000               | 50.00%  |
| 2.      | Ms. Supriya Mishra      | 10,00,000               | 50.00%  |
|         | <b>Total</b>            | <b>20,00,000</b>        | <b>100.00%</b>  |

14. Our Company has not made any public Issue (including any rights issue to the public) since its incorporation.
15. Our Company does not have any intention or proposal to alter our capital structure within a period of six (6) months from the date of opening of the issue by way of split/consolidation of the denomination of Equity Shares or further Issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise., except that if 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 may deem fit, if an opportunity of such nature is determined by our Board of Directors to be in the interest of our Company.

#### 16. Shareholding of our Promoters

As on the date of this Draft Red Herring Prospectus, the Promoters of the Company, hold 79,99,920 Equity Shares, equivalent to 100.00% of the pre-offer issued, subscribed and paid-up Equity Share capital of the Company and none of the Equity Shares held by the Promoters are subject to any pledge.

Build-up of the shareholding of our Promoters in our Company since incorporation:

| Date of Allotment / Transfer     | Nature of Issue / Transaction                | Nature of Consideration  | No. of Equity Shares | Cumulative No. of Equity Shares | FV (₹) | Acquisition / Transfer Price (₹) | % of Pre-Issue Equity Share Capital | % of Post Issue Equity Share Capital |
|----------------------------------|--|--|----------------------|---------------------------------|--------|----------------------------------|-------------------------------------|--------------------------------------|
| <b>1. Ms. Madhusmita Mohanty</b> |  |  |                      |                                 |        |                                  |                                     |                                      |
| August 22, 2022                  | Subscription to MOA                          | Cash-against the outstanding credit balance of respective individual partner's fixed capital account | 10,00,000            | 10,00,000                       | 10/-   | 10/-                             | 12.50%                              | [●]%                                 |
| May 20, 2024                     | Transfer to Mr. Lalit Panda                  | Cash   | (100)                | 9,99,900                        | 10/-   | 115/-                            | Negligible                          | [●]%                                 |
| May 20, 2024                     | Transfer to Mr. Ashok Kumar Shee             | Cash   | (5)                  | 9,99,895                        | 10/-   | 115/-                            | Negligible                          | [●]%                                 |
| July 26, 2024                    | Bonus Issue                                  | Other than Cash  | 29,99,685            | 39,99,580                       | 10/-   | Nil                              | 37.49%                              | [●]%                                 |
| January 08, 2025                 | Transfer to Mr. Gaurav Singh                 | Cash   | (75,000)             | 39,24,580                       | 10/-   | 100/-                            | (0.94%)                             | [●]%                                 |
| January 08, 2025                 | Transfer to M/s. Trans Media Private Limited | Cash   | (75,000)             | 38,49,580                       | 10/-   | 100/-                            | (0.94%)                             | [●]%                                 |
| January 08, 2025                 | Transfer to Mr. Tushar Sabhapati Mishra      | Cash   | (25,000)             | 38,24,580                       | 10/-   | 100/-                            | (0.31%)                             | [●]%                                 |
| <b>Total</b>                     |  |  | <b>38,24,580</b>     |                                 |        |                                  | <b>47.81%</b>                       |                                      |
| <b>2. Ms. Supriya Mishra</b>     |  |  |                      |                                 |        |                                  |                                     |                                      |
| August 22, 2022                  | Subscription to MOA                          | Cash-against the outstanding credit balance of respective individual partner's fixed capital account | 10,00,000            | 10,00,000                       | 10/-   | 10/-                             | 12.50%                              | [●]%                                 |
| May 20, 2024                     | Transfer to Mr. Laxmi Narayan Mishra         | Cash   | (90)                 | 9,99,910                        | 10/-   | 115/-                            | Negligible                          | [●]%                                 |
| May 20, 2024                     | Transfer to Mr. Shailendra Malviya           | Cash   | (5)                  | 9,99,905                        | 10/-   | 115/-                            | Negligible                          | [●]%                                 |

| Date of Allotment / Transfer       | Nature of Issue / Transaction             | Nature of Consideration | No. of Equity Shares | Cumulative No. of Equity Shares | FV (₹) | Acquisition / Transfer Price (₹) | % of Pre-Issue Equity Share Capital | % of Post Issue Equity Share Capital |
|------------------------------------|---|-------------------------|----------------------|---------------------------------|--------|----------------------------------|-------------------------------------|--------------------------------------|
| May 20, 2024                       | Transfer to Ms. Bhumika Mishra            | Cash                    | (10)                 | 9,99,895                        | 10/-   | 115/-                            | Negligible                          | [●]%                                 |
| July 26, 2024                      | Bonus Issue                               | Other than Cash         | 29,99,685            | 39,99,580                       | 10/-   | Nil                              | 37.49%                              | [●]%                                 |
| January 08, 2025                   | Transfer to Mr. Tushar Sabhapati Mishra   | Cash                    | (25,000)             | 39,74,580                       | 10/-   | 100/-                            | (0.31%)                             | [●]%                                 |
| January 08, 2025                   | Transfer to Mr. Narendra Bhavanbhai Shah  | Cash                    | (50,000)             | 39,24,580                       | 10/-   | 100/-                            | (0.63%)                             | [●]%                                 |
| January 08, 2025                   | Transfer to Mr. Sagar Hareshkumar Doshi   | Cash                    | (50,000)             | 38,74,580                       | 10/-   | 100/-                            | (0.63%)                             | [●]%                                 |
| January 08, 2025                   | Transfer to Mr. Madhavlal S Patel         | Cash                    | (40,000)             | 38,34,580                       | 10/-   | 100/-                            | (0.50%)                             | [●]%                                 |
| January 08, 2025                   | Transfer to Ms. Jagrutiben Kunal Kriplani | Cash                    | (10,000.00)          | 38,24,580                       | 10/-   | 100/-                            | (0.13%)                             | [●]%                                 |
| <b>Total</b>                       |   |                         | <b>38,24,580</b>     |                                 |        |                                  | <b>47.81%</b>                       |                                      |
| <b>3. Mr. Lalit Panda</b>          |   |                         |                      |                                 |        |                                  |                                     |                                      |
| May 20, 2024                       | Transfer from Ms. Madhusmita Mohanty      | Cash                    | 100                  | 100                             | 10/-   | 115/-                            | Negligible                          | [●]%                                 |
| July 26, 2024                      | Bonus Issue                               | Other than Cash         | 300                  | 400                             | 10/-   | Nil                              | Negligible                          | [●]%                                 |
| <b>Total</b>                       |   |                         | <b>400</b>           |                                 |        |                                  | <b>0.01%</b>                        |                                      |
| <b>4. Mr. Laxmi Narayan Mishra</b> |   |                         |                      |                                 |        |                                  |                                     |                                      |
| May 20, 2024                       | Transfer from Ms. Supriya Mishra          | Cash                    | 90                   | 90                              | 10/-   | 115/-                            | Negligible                          | [●]%                                 |
| July 26, 2024                      | Bonus Issue                               | Other than Cash         | 270                  | 360                             | 10/-   | Nil                              | Negligible                          | [●]%                                 |
| <b>Total</b>                       |   |                         | <b>360</b>           |                                 |        |                                  | <b>0.00%</b>                        |                                      |

17. We have 14 (Fourteen) Shareholders as on the date of filing of this Draft Red Herring Prospectus.

18. Pre-Issue and Post-Issue Shareholding of our Promoters and Promoter Group.

| Category of Promoter     | Pre-Issue        |                        | Post-Issue    |                         |
|--------------------------|------------------|------------------------|---------------|-------------------------|
|                          | No. of Shares    | % of Pre-Issue Capital | No. of Shares | % of Post-Issue Capital |
| <b>Promoters</b>         |                  |                        |               |                         |
| Ms. Madhusmita Mohanty   | 38,24,580        | 47.81%                 | [●]           | [●]%                    |
| Ms. Supriya Mishra       | 38,24,580        | 47.81%                 | [●]           | [●]%                    |
| Mr. Lalit Panda          | 400              | 0.01%                  | [●]           | [●]%                    |
| Mr. Laxmi Narayan Mishra | 360              | Negligible             | [●]           | [●]%                    |
| <b>Total</b>             | <b>76,49,920</b> | <b>95.62%</b>          | [●]           | [●]%                    |
| <b>Promoter Group</b>    |                  |                        |               |                         |
| Ms. Bhumika Mishra       | 40               | Negligible             | [●]           | [●]%                    |
| <b>Total</b>             | <b>76,49,960</b> | <b>95.62%</b>          | [●]           | [●]%                    |

19. Except as disclosed below, there were no equity shares purchased/sold by the Promoter(s) and Promoter Group, Directors of our Company and their relatives in the preceding six months from the date of this Draft Red Herring Prospectus.

| S. No. | Name of Shareholder      | Date of Transaction | Promoter/ Promoter Group/ Director                | Number of Equity Shares Subscribed to/ Acquired | Number of Equity Shares Sold | Subscribed/ Acquired/ Transferred   |
|--------|--------------------------|---------------------|---|---|------------------------------|---|
| 1.     | Ms. Madhusmita Mohanty   | July 26, 2024       | Promoter & Whole Time Director                    | 29,99,685                                       | -                            | Bonus Issue in the ratio of 3:1 i.e., 3 Bonus equity shares for 1 equity share held |
| 2.     | Ms. Supriya Mishra       |                     | Promoter & Non-Executive Non-Independent Director | 29,99,685                                       | -                            |   |
| 3.     | Mr. Lalit Panda          |                     | Promoter & Managing Director                      | 300   | -                            |   |
| 4.     | Mr. Laxmi Narayan Mishra |                     | Promoter, Chairman and Whole Time Director        | 270   | -                            |   |
| 5.     | Ms. Bhumika Mishra       |                     | Promoter Group                                    | 30  | -                            |   |
| 6.     | Ms. Madhusmita Mohanty   | January 08, 2025    | Promoter & Whole Time Director                    | -   | 75,000                       | Transfer to Mr. Gaurav Singh  |
| 7.     | Ms. Madhusmita Mohanty   | January 08, 2025    | Promoter & Whole Time Director                    | -   | 75,000                       | Transfer to M/s. Trans Media Private Limited  |
| 8.     | Ms. Madhusmita Mohanty   | January 08, 2025    | Promoter & Whole Time Director                    | -   | 25,000                       | Transfer to Mr. Tushar Sabhapati Mishra   |
| 9.     | Ms. Supriya Mishra       | January 08, 2025    | Promoter & Non-Executive Non-Independent Director | -   | 25,000                       | Transfer to Mr. Tushar Sabhapati Mishra   |
| 10.    | Ms. Supriya Mishra       | January 08, 2025    | Promoter & Non-Executive Non-Independent Director | -   | 50,000                       | Transfer to Transfer to Mr. Narendra Bhavanbhai Shah                                |
| 11.    | Ms. Supriya Mishra       | January 08, 2025    | Promoter & Non-Executive Non-Independent Director | -   | 50,000                       | Transfer to Transfer to Mr. Sagar Hareshkumar Doshi                                 |
| 12.    | Ms. Supriya Mishra       | January 08, 2025    | Promoter & Non-Executive Non-Independent Director | -   | 40,000                       | Transfer to Transfer to Mr. Madhavlal S Patel                                       |
| 13.    | Ms. Supriya Mishra       | January 08, 2025    | Promoter & Non-Executive Non-Independent Director | -   | 10,000                       | Transfer to Transfer to Ms. Jagrutiben Kunal Kriplani                               |

20. None of our Promoter, 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 the Draft Red Herring Prospectus.

## 21. Promoter' Contribution and Lock-in details

### Details of Promoter's Contribution locked-in for three (3) years

Pursuant to the Regulation 236 and 238 of SEBI ICDR Regulations, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoters shall be locked-in for a period of three years from the date of Allotment in this Issue. As on date of this Draft Red Herring Prospectus, our Promoters holds 76,49,920 Equity Shares constituting [●] % of the Post Issued, Subscribed and Paid-up Equity Share Capital of our Company, which are eligible for Promoter' Contribution.

Our Promoters has granted consent to include such number of Equity Shares held by him as may constitute of the post issue Equity Share capital of our Company as Promoter' Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter' Contribution from the date of filing of this Draft Red Herring Prospectus until the commencement of the lock-in period specified below.

Details of the Equity Shares forming part of Promoter' Contribution and their lock-in details are as follows:

| Name of Promoter | Date of Allotment/Acquisition & when made fully paid up | No of Equity shares | No of Equity shares locked in | Face Value (in ₹) | Issue Price (in ₹) | Nature of Allotment | % Of Post-Issue Paid-up Capital | Lock-in Period |
|------------------|---|---------------------|-------------------------------|-------------------|--------------------|---------------------|---------------------------------|----------------|
| [●]              | [●]   | [●]                 | [●]                           | [●]               | [●]                | [●]                 | [●]                             | [●]            |
| [●]              | [●]   | [●]                 | [●]                           | [●]               | [●]                | [●]                 | [●]                             | [●]            |

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoter' Contribution under Regulation 237 of the SEBI ICDR Regulations. In this computation, as per Regulation 237 of the SEBI ICDR Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

- Equity Shares acquired three years preceding the date of this Draft Red Herring Prospectus for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources or unrealized profits or against equity shares which are otherwise ineligible for computation of Promoter' Contribution.
- The Equity Shares acquired during the year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in this Issue is not part of the minimum promoter's contribution.
- The Equity Shares held by the Promoters and offered for minimum 20% Promoter's Contribution are not subject to any pledge or any other form of encumbrances.
- Specific written consent has been obtained from the Promoters for inclusion of [●] Equity Shares for ensuring lock-in of three years to the extent of minimum [●] % of post Issue Paid-up Equity Share Capital from the date of allotment in the public Issue.
- The minimum Promoter' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoter under the SEBI ICDR Regulations.
- We further confirm that our Promoter' Contribution of minimum 20% of the Post Issue Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies registered with Insurance Regulatory and Development Authority of India or any non-individual public shareholder holding at least five per cent of the post-issue capital or any entity (individual or non-individual) forming part of promoter group other than the promoter(s).

### Equity Shares locked-in for one year other than Minimum Promoters' Contribution

In terms of Regulation 238(b) of the SEBI (ICDR) Regulations, 2018 and in compliance with additional eligibility criteria for in principle approval for listing on NSE EMERGE in accordance with press release dt 18/12/24 of 208<sup>th</sup> SEBI Board meeting on "Review of SME framework under SEBI (ICDR) Regulations, 2018, and applicability of corporate governance provisions under SEBI (LODR) Regulations, 2015 on SME companies", in addition to the Minimum Promoters contribution which is locked in for three years held by the promoters, as specified above, the 50% of pre-issue Equity Shares



share capital constituting [●] Equity Shares shall be locked in for a period of one year and remaining 50% of pre-issue Equity Shares share capital constituting [●] Equity Shares shall be locked in for a period of two years from the date of allotment of Equity Shares in this Issue.

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

Fifty percent of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

### **Inscription or recording of non-transferability**

In terms of Regulation 241 of the SEBI ICDR Regulations, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock - in period and in case such equity shares are dematerialized, the Company shall ensure that the lock - in is recorded by the Depository.

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

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

- (a) if the equity shares are locked-in in terms of clause (a) of Regulation 238, the loan has been granted to the 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) if the specified securities are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

Provided that such 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 in these regulations has expired.

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

- a) Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by our Promoter, which are locked in as per Regulation 238 of the SEBI ICDR Regulations, may be transferred to and amongst our Promoters/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
  - b) Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by shareholders other than our Promoter, which are locked-in as per Regulation 239 of the SEBI ICDR Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
22. Neither the Company, nor its Promoter, Directors or the Book Running Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
  23. All Equity Shares offered pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful Applicants will be offered fully paid-up Equity Shares.
  24. As on the date of this Draft Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
  25. As on date of this Draft Red Herring Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOPs till date. As and when, options are granted to our employees under the Employee

Stock Option Scheme, our Company shall comply with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

26. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under “Basis of Allotment” in the chapter titled “*Issue Procedure*” beginning on page 263 of this Draft Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI ICDR Regulations, as amended from time to time.
27. An over-subscription to the extent of 10% of the Net Issue 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 10% of the Net 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 Promoters and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post issue paid-up capital is locked in.
28. Subject to valid applications being 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 affected in accordance with applicable laws, rules, regulations and guidelines.
29. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.
30. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
31. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
32. Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Draft Red Herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
33. Our Promoters and Promoter Group will not participate in the Issue.
34. There are no safety net arrangements for this Public Issue.
35. Our Company has not undertaken any arrangements (acquisition, amalgamation and merger, slump sale, existing or proposed both) in the last 5 financial years.
36. Our Company has not issued any Compulsory Convertible Preference Share: -

| S. No.                | Name of the Shareholder | Date of Acquisition of Preference Share | Number of Preference Shares Acquired | Conversion Ration | Number of Equity Shares to be allotted/ alloted post conversion | Acquisition price per preference shares | Estimated Price per Equity Shares (based on conversion) |
|-----------------------|-------------------------|---|--------------------------------------|-------------------|---|---|---|
| <b>Not Applicable</b> |                         |   |                                      |                   |   |   |   |

37. Our Company is in compliance with the provisions of The Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of this Draft Red Herring Prospectus.
38. None of the public shareholders/investors of our Company is directly/indirectly related with our Book Running Lead Manager or their associates.
39. The Book Running Lead Manager is not Associate with our Company within the meaning of Regulation 21A(1) of the SEBI Merchant Bankers Regulations read with Regulation 23(3) of the SEBI ICDR Regulations.

## SECTION V – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

#### REQUIREMENT OF FUNDS

The Issue comprises of fresh issue of up to 30,00,000 Equity Shares by our Company aggregating to ₹ [●] Lakhs.

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

1. Funding of capital expenditure requirements by purchase of Vehicles and its body building;
2. Funding working capital requirements of our Company; and
3. General corporate purposes.

(Collectively, referred to herein as the “*Objects of the Issue*”)

The main objects and objects incidental and ancillary to the main objects, as set out in our Memorandum of Association, enable our Company to undertake our existing business activities and the activities for which funds are being raised by us through the Issue. In addition, our Company expects to receive the benefits of listing of Equity Shares on the NSE Emerge including enhancing our visibility and our brand image among our existing and potential customers and creating a public market for our Equity Shares in India.

#### ISSUE PROCEEDS

The details of the proceeds of the Issue are set forth in the table below:

(₹ in Lakhs)

| Particulars                      | Amount* |
|----------------------------------|---------|
| Gross Proceeds of the Issue      | [●]     |
| Less: Issue related Expenses#    | [●]     |
| <b>Net Proceeds of the Issue</b> | [●]     |

\*To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC.

#The Issue related expenses shall be determined at the time of filing Prospectus with RoC.

#### UTILISATION OF NET PROCEEDS

The Net Proceeds are proposed to be utilised in the manner set out in the following table:

(₹ in Lakhs)

| Sr. No | Particulars   | Estimated Amount* | % of Gross Proceeds | % of Net Proceeds |
|--------|---|-------------------|---------------------|-------------------|
| 1.     | Funding of capital expenditure requirements by purchase of Vehicles and its body building | 1,051.73          | [●]                 | [●]               |
| 2.     | Funding working capital requirements of our Company                                       | 2,000.00          | [●]                 | [●]               |
| 3.     | General corporate purposes#   | [●]               | [●]                 | [●]               |
|        | <b>Total*</b>   | [●]               | [●]                 | [●]               |

#The amount utilized for general corporate purpose shall not exceed 15% of the gross proceeds of the Issue.

\*To be updated in the Prospectus prior to filing with RoC.

#### PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF THE NET PROCEEDS

The Net Proceeds of the Issue (“**Net Proceeds**”) are currently expected to be deployed in accordance with the schedule as stated below:

(₹ in lakhs)

| Sr. No | Object  | Estimated Amount to be financed from Net Proceeds* | Estimated Utilization of Net Proceeds in F. Y. 2024-2025* | Estimated Utilization of Net Proceeds in F. Y. 2025-2026* |
|--------|---|--|---|---|
| 1.     | Funding of capital expenditure requirements by purchase of Vehicles and its body building | 1,051.73   | 1,051.73  | -   |
| 2.     | Funding working capital requirements of our Company                                       | 2,000.00   | -   | 2,000.00  |
| 3.     | General corporate purposes <sup>#</sup>   | [●]  | [●]   | [●]   |
|        | <b>Total</b>  | [●]  | [●]   | [●]   |

#The amount utilized for general corporate purpose shall not exceed 15% of the gross proceeds of the issue

\*To be updated in the Prospectus prior to filing with RoC.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and circumstances, management estimates, prevailing market conditions and other external commercial and technical factors including interest rates, exchange rate fluctuations and other charges, which are subject to change from time to time. However, such fund requirements and deployment of funds have not been verified or appraised by any bank, financial institution, or any other external agency or party. We may have to revise our funding requirements and deployment schedule on account of a variety of factors such as our financial and market condition, business and strategy, competition, contractual terms and conditions and negotiation with lenders, variation in cost estimates and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. For details in relation to the discretion available to our management in respect of use of the Net Proceeds. For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please refer the section titled “Risk Factors” on page 29 of this Draft Red Herring Prospectus.

Our Company proposes to deploy the entire Net Proceeds towards the aforementioned Objects during Fiscal 2024-25 & Fiscal 2025-26. In the event that the estimated utilization of the Net Proceeds in scheduled fiscal years is not completely met, due to the reasons stated above, the same shall be utilized in the next fiscal year i.e., 2026-2027, as may be determined by the Board, in accordance with applicable laws. If the actual utilization towards any of the Objects is lower than the proposed deployment, such balance will be used towards general corporate purposes, to the extent that the total amount to be utilized towards general corporate purposes is within the permissible limits in accordance with the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilising our internal accruals and seeking debt lenders. In furtherance, that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue, subject to compliance with applicable laws.

All quotations mentioned in this section are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendor would be engaged to eventually supply the machineries at the same costs. We are yet to place orders for any of the components of the Proposed Objects. The Proposed Objects may be subject to the risk of unanticipated delays in implementation, cost overruns and other risks and uncertainties. Further, the Objects of the Issue includes orders for purchase of machineries which have not yet been placed. There can be no assurance that we would be able to procure such machineries at the estimated costs. If we engage someone other than the vendors from whom we have obtained quotations or if the quotations obtained expire, such vendor’s estimates and actual costs for the services may differ from the current estimates. Some of the quotations mentioned above do not include cost of freight, insurance, (wherever applicable) and other applicable duties as these can be determined only at the time of placing of orders. Such additional costs shall be funded from the Net Proceeds allocated towards general corporate purposes or through contingencies, if required. In case of increase in the estimated costs, such additional costs shall be incurred from our internal accruals. For further details, see “Risk Factors” on page no. 29 of this Draft Red Herring Prospectus.

## MEANS OF FINANCE

The fund requirements set out for the aforesaid Objects are proposed to be met entirely from the Net Proceeds, internal accruals, net worth and existing debt financing. Accordingly, we confirm that there is no requirement for us 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 through the Net Proceeds and existing identifiable internal accruals as required under the SEBI ICDR Regulations.

## DETAILS OF THE OBJECTS OF THE ISSUE

### 1. Funding of capital expenditure requirements by purchase of Vehicles and its body building:

Our Company is engaged in the business of providing logistics and supply chain solutions to our customers. Our key services include freight forwarding, custom clearance and transportation handling services. We are a Multimodal Transport Operator registered under the Multimodal transportation of Goods Act 1993 to carry on the business of multimodal transportation. Our Company currently owns 20 commercial vehicles which are used for business operations. For further details on our owned machines, please see chapter titled “Our Business – Our Equipments” on page no. 122 of this Draft Red Herring Prospectus.

Our Company intends to expand our existing fleet of commercial vehicles by adding new vehicles with different capacity, we propose to procure 20 (Twenty) commercial vehicles out of which 10 (Ten) trucks of Tata Signa 4625.S is proposed to be purchased from M/s. Jasper Industries Private Limited and 10 (Ten) trucks of Ashok Leyland UM4220 is proposed to be purchased from M/s. Automotive Manufacturers Private Limited (**collectively to be referred as “Vehicles”**).

Thereafter, M/s. Siddhivinayak Trailers will carry out improvement in the body of 10 new trucks of Tata Signa 4625.S which are proposed to be purchased by way of modification to build 40ft XXL, Hi Bed Trailer with ABS system. Our Board in its meeting dated January 10, 2025 has approved that an amount of Rs. 1,051.73 Lakhs is proposed to be utilized for purchase of Vehicles and its body building from the Net Proceeds.

#### The detailed rationale and benefits for such purchase of 20 commercial vehicles are as follows:

- **Cost savings and improved profitability:** Such additional commercial vehicles will double our capacity and improve operational efficiency. By fully utilizing commercial vehicles on both legs of the journey, our Company can effectively enhance cost-effectiveness. For example, commercial vehicles used for export stuffing can also transport domestic cargo on the inbound journey. This approach maximizes vehicle utility, reducing the need for additional trips. The Company expects the vehicles to complete 3 (three) trips per month. Each commercial vehicle will generate additional revenues up to Rs. 50,000/- per shipment due to the efficient use of the vehicle for both domestic and export consignment leading to increase in profit margins.
- **Scalable Operations:** The additional commercial vehicles will support increased business volumes, ensuring the Company can meet growing demand while maintaining timely, efficient service. The Company’s total revenue for the period ended on September 30, 2024 and for the financial year ended on March 31, 2024 was Rs. 8,134.03 Lakhs and Rs. 13,874.33 Lakhs and same is expected to increase with the additions of proposed vehicles.
- **Reduced Dependency on third parties:** By minimizing reliance on external agencies, the Company will reduce logistical costs and gains greater control over its operations, enhancing flexibility and service reliability.

We have obtained the following quotations for purchase of Vehicles and its body building:

| Description                                   | Quantity | Total estimated Costs (₹ in Lakhs) | Total estimated Costs (₹ in Lakhs) for which orders are yet to be placed | Percentage of total estimated costs for which orders are yet to be placed | Vendor Details                         | Date of Quotation | Expected Delivery Terms               | Validity                        |
|---|----------|------------------------------------|--|---|--|-------------------|---------------------------------------|---------------------------------|
| <b>(A) Vehicles</b>                           |          |                                    |  |   |  |                   |                                       |                                 |
| Tata Signa Truck 4625.S 33 CAB 6.7L BL 295/90 | 10       | 369.71                             | 369.71   | 100.00 %  | M/s. Jasper Industries Private Limited | December 02, 2024 | After 2 days of completion of finance | Up to 6 months from the date of |

| Description   | Quantity | Total estimated Costs (₹ in Lakhs) | Total estimated Costs (₹ in Lakhs) for which orders are yet to be placed | Percentage of total estimated costs for which orders are yet to be placed | Vendor Details                                | Date of Quotation | Expected Delivery Terms  | Validity                                  |
|---|----------|------------------------------------|--|---|---|-------------------|--|---|
| R20 G950 CX RDE <sup>(1)</sup>  |          |                                    |  |   |   |                   | documentation.   | quotation                                 |
| Ashok Leyland Truck UM 4220 6600M with H series 200HP BS6 Diesel Engine, 8Speed Gear Box, Factory built sleeper cab, 7 NOS 295/90R20 + 8 NOS 295/90R20 Tyres <sup>(2)</sup> | 10       | 504.85                             | 504.85   | 100.00 %  | M/s. Automotive Manufacturers Private Limited | December 04, 2024 | Delivery against full payment  | Up to 6 months from the date of quotation |
| <b>Total (A)</b>  |          | <b>874.55</b>                      | <b>874.55</b>  | <b>100.00 %</b>   |   |                   |  |   |
| <b>(B) Body Building</b>  |          |                                    |  |   |   |                   |  |   |
| 40ft XXXL Hi Bed Trailer with ABS System for Tata Signa Truck 4625.S <sup>(3)</sup>   | 10       | 177.18                             | 177.18   | 100.00 %  | M/s. Siddhivinayak Trailers                   | December 05, 2024 | 20 to 22 working days from the date of receipt of chassis number along with confirmation of order & advance payment. | Up to 6 months from the date of quotation |
| <b>Total (B)</b>  |          | <b>177.18</b>                      | <b>177.18</b>  | <b>100.00 %</b>   |   |                   |  |   |
| <b>Total (A+B)</b>  |          | <b>1,051.73</b>                    | <b>1,051.73</b>  | <b>100.00 %</b>   |   |                   |  |   |

(1) CAB stands for Cabin, RDE stands for Real Driving Emissions, BL stands for Body Length, CX stands for Customer Experience, 295/90 R20 is Tyre Size, G950 is a Gear Box Type.

(2) HP stands for Horse Power, BS6 diesel engine is a diesel engine that meets the Bharat Stage 6 (BS6) emission standards for vehicles in India.

(3) ABS System stands for Anti-lock braking system.

**Notes:**

(a) We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.

(b) Quotation received from the vendor mentioned above is valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements or have placed any orders with any of the vendor and there can be no assurance that the same vendor would be engaged to eventually supply the machineries or at the same costs.

(c) The vehicles models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/addition/deletion of machineries) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other vehicles, equipment or utilities, as required. Furthermore, if any surplus from the proceeds remains after meeting the total

cost of machineries for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 15% of the amount raised by our Company through this Issue.

(d) Quotations mentioned above are inclusive of GST and tax deducted at source, as applicable.

(e) We are not acquiring any second-hand vehicles.

(f) The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of machineries proposed to be acquired by us at the actual time of purchase, resulting in increase in the estimated cost.

(g) The additional charges related to the registration, document processing and insurance expenses will be met out of Internal Accruals of the Company.

#### Technical Specifications for Body build of Tata Signa Truck 4625.S:

|                                  |   |
|----------------------------------|---|
| <b>Model</b>                     | 40ft XXXL Hi Bed Trailer with ABS System.   |
| <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<br>Side Channel 125 x 65<br>Cross Members 125 x 65<br>Front Bumper 200 x 100<br>Rear Bumper 200 x 100<br>12mm Flats to Strengthen Beam<br>4mm Chequered plate will be used |
| <b>Brake System</b>              | Hydraulic System (Pipeline)   |
| <b>Wheel Rims</b>                | 12 No.  |
| <b>Tyres</b>                     | 12 No.  |
| <b>ABS System</b>                | Yes   |
| <b>Suspension</b>                | Yes   |
| <b>Painting</b>                  | As per customer preference  |

#### 2. Funding Working Capital Requirements of our Company

Our business is working capital intensive. We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals and financing from banks. For details of facilities availed by us, see chapter titled “Financial Indebtedness” beginning on page 212 of this Draft Red Herring Prospectus. We propose to utilise ₹2,000.00 Lakhs from the Net Proceeds to fund the working capital requirements of our Company in Fiscal Year 2026.

The proposed working capital requirements, as approved by the Board pursuant to a resolution dated January 10, 2025 and key assumptions with respect to the determination of the same are mentioned below. The details of our Company’s working capital as at March 31, 2022, March 31, 2023, March 31, 2024 and for the period ended on September 30, 2024 derived from Restated Financial Statements and source of funding of the same are provided in the table below:

(₹ In Lakhs)

| S. No | Particulars                          | Actual          | Actual          | Actual          | Actual          | Estimate        | Projection      |
|-------|--------------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
|       |                                      | 2021-22         | 2022-23         | 2023-24         | 30-Sept-24      | 2024-25         | 2025-26         |
| I     | <b>Current assets</b>                |                 |                 |                 |                 |                 |                 |
|       | Inventories                          | 52.40           | -               | -               | -               | -               | -               |
|       | Trade Receivables                    | 2729.43         | 1991.40         | 2646.78         | 3108.65         | 4312.50         | 6854.17         |
|       | Cash & Cash Equivalent               | 78.91           | 239.72          | 161.31          | 153.44          | 169.02          | 280.00          |
|       | Short Term Loans & Advances          | 1,025.23        | 356.77          | 763.73          | 900.36          | 802.24          | 965.00          |
|       | Other Current Assets                 | 159.92          | 73.47           | 272.00          | 378.66          | 288.00          | 392.00          |
|       | <b>Total Current Assets (I)</b>      | <b>4,045.89</b> | <b>2,661.36</b> | <b>3,843.82</b> | <b>4,541.11</b> | <b>5,571.76</b> | <b>8,491.17</b> |
| II    | <b>Current Liabilities</b>           |                 |                 |                 |                 |                 |                 |
|       | Trade Payables                       | 1418.59         | 549.26          | 1270.58         | 688.78          | 1352.75         | 2110.33         |
|       | Other Current Liabilities            | 36.46           | 76.63           | 63.48           | 93.65           | 95.00           | 140.00          |
|       | Short Term Provisions                | 83.03           | 57.94           | 197.05          | 100.86          | 255.66          | 320.00          |
|       | <b>Current Liabilities (II.)</b>     | <b>1,538.08</b> | <b>683.83</b>   | <b>1,531.11</b> | <b>883.29</b>   | <b>1,703.41</b> | <b>2,630.60</b> |
| III   | <b>Total WC Gap (III)=[(I)-(II)]</b> | <b>2,507.81</b> | <b>1,977.53</b> | <b>2,312.71</b> | <b>3,657.82</b> | <b>3,783.98</b> | <b>6,056.40</b> |

| S. No | Particulars                              | Actual   | Actual   | Actual   | Actual     | Estimate | Projection |
|-------|--|----------|----------|----------|------------|----------|------------|
|       |  | 2021-22  | 2022-23  | 2023-24  | 30-Sept-24 | 2024-25  | 2025-26    |
| IV    |  |          |          |          |            |          |            |
|       | WC                                       | 2,507.81 | 1,977.53 | 2,312.71 | 3,657.82   | 3,783.98 | 6,056.40   |
|       | IPO Fund                                 | -        | -        | -        | -          | -        | 2,000.00   |
|       | Internal accrual & Short-Term Borrowings | 2,507.81 | 1,977.53 | 2,312.71 | 3,657.82   | 3,783.98 | 4,056.40   |

The working capital details as at March 31, 2022, March 31, 2023 and March 31, 2024 and half year ended September 30, 2024 and source of funding has been certified by our statutory auditor, M/s M B Jajodia & Associates, Chartered Accountants pursuant to their certificate dated January 10, 2025.

**The table below sets forth the details of holding levels (in days) for Fiscal 2022, Fiscal 2023, Fiscal 2024 as well as projections for Fiscal 2025 and Fiscal 2026:**

| Particulars         | Actual March 31, 2022 | Actual March 31, 2023 | Actual March 31, 2024 | Actual September 30, 2024 | Estimate March 31, 2025 | Projection March 31, 2026 |
|---------------------|-----------------------|-----------------------|-----------------------|---------------------------|-------------------------|---------------------------|
| Debtors (in days)   | 63                    | 40                    | 70                    | 69                        | 69                      | 71                        |
| Creditors (in days) | 35                    | 12                    | 38                    | 17                        | 25                      | 25                        |
| Inventory (in days) | 01                    | 00                    | 00                    | 00                        | 00                      | 00                        |

Justification:

| S. No.                     | Particulars  |
|----------------------------|--|
| Creditor Days              | The average trade payables were 38 days in Fiscal 2024, the Company aims to reduce this to 25 days by Fiscal 2026, which will help us negotiate better rates with suppliers. Shorter credit terms and increased business volume with third-party agencies will provide the Company with better pricing, enabling to offer more competitive rates to customers. This strategic shift in our trade payable policy has contributed to an increase in the working capital gap.   |
| Debtor Days                | The holding levels of trade receivables were increased to average 70 days in Fiscal 2024 from 40 days in Fiscal 2023 to accommodate customer demands and maintain strong relationships with distributors. The Company has estimated to maintain the credit period to average 70 days in Fiscal 2025 and Fiscal 2026. Due to the increase in volume of business, the amount of trade receivables has increased which has resulted in the working capital gap further.   |
| Inventory days             | The Company maintained zero inventory days from FY 2022-23 onwards, focusing on a lean inventory model. This strategy ensures the efficient use of working capital and minimizes storage costs.  |
| Cash & Cash Equivalents    | The cash and bank balances are maintained by Company for immediate working capital needs arising due to immediate service payments or expense. As the Company is in expansion of the business, more Cash & Cash Equivalents is required to be maintained to meet any working capital gap or to pay the Direct operating expense arising in company & any of the Branches of the company. This figure is projected to further rise to Rs. 169.02 Lakhs in Fiscal 2025 and up to Rs. 280.00 Lakhs in Fiscal 2026, as the Company continues to expand its operations. |
| Short Term Loan & Advances | This includes mostly advances given to suppliers, advances to staff and advance tax paid by the company. This 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 Rs. 802.24 in Fiscal 2025 and up to Rs. 965.00 Lakhs in Fiscal 2026, as the Company continues to expand its operations.  |
| Other Current Assets       | Other current assets relate to unbilled revenue for which the Company has provided the services but the invoice for the same has not been raised till the end of financial year. It also includes prepaid expenses made by the Company. This figure is volatile in nature and company tries to raise as many invoices till year end as possible and therefore the same has been projected as per the past trends of the Company.   |
| Short Term Provisions      | Short Term provisions majorly includes Income tax payable and current portion of the gratuity provision made. Since business is growing, we have allocated reserve fund for liabilities related to   |



|                           |  |
|---------------------------|--|
|                           | taxes, and other such regulatory compliances.  |
| Other Current Liabilities | Other current liabilities include salaries payable, statutory dues, taxes. This also related to advances received from customers against the services provided as part of the Company's policy to minimize the risk of bad debts and cancellation of orders. |

## Working Capital Justification for Rs. 2,000.00 Lakhs to be utilised from IPO proceeds:

### 1. 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.

### 2. Historical Working Capital Analysis

Looking at the historical data:

- **Fiscal Year 2022:** The firm had a working capital gap of ₹2,507.81 Lakhs (working capital ratio of 15.8%) (Working capital ratio is calculated by dividing Working Capital to Total Income), funded through internal accruals of the firm and borrowings from Bank.
- **Fiscal Year 2023:** The gap reduced to ₹1,977.53 Lakhs (working capital ratio of 10.8%) after conversion of Blue Water Logistics firm to Blue Water Logistics Pvt Ltd in the Fiscal 2023. Due to settlement of accounts during conversion to company, the working capital gap is comparatively less in Fiscal 2023.
- **Fiscal Year 2024:** The gap is increased to ₹2,312.71 Lakhs (working capital ratio of 16.7%) Lakhs, indicating a rising need for working capital as operations expand. The gap is funded through internal accruals of the company and short term borrowings from Bank.

These figures demonstrate a fluctuating but overall increasing trend in the working capital gap, signalling the Company's growing operational scale and the corresponding financial demands.

### 3. Projected Working Capital Needs

Looking forward to Fiscal Year 2025 and Fiscal Year 2026:

- Fiscal Year 2025: The working capital gap is projected to be ₹3,783.98 Lakhs (working capital ratio of 16.8%)
- Fiscal Year 2026: The gap is expected to widen further to ₹6,056.40 Lakhs (working capital ratio of 16.8%)

The allocation of ₹2,000.00 Lakhs from the IPO proceeds is critical to bridge the growing working capital requirements of the company, driven by operational expansion, increased business volume, and strategic improvements. Below are the key factors:

#### 1. Business Expansion and Purchase of additional 20 Trailers:

- **Impact on Revenue:** The company plans to purchase 20 additional trailers, which will support the scaling of operations and is projected to boost annual sales in FY 2025-26.
- **Operational Costs:** Additional working capital will be required to manage operational costs associated with the new trailers, including fuel, maintenance, insurance, driver salaries, and statutory expenses.
- **Impact on Profitability:** The trailers will enhance service capacity and delivery efficiency, enabling the company to meet increased customer demand and strengthen its market position.

#### 2. Increase in Trade Receivables Holding (Average 70 Days)

- **Receivable Management:** To maintain strong relationships with distributors and support business growth, the company has increased the credit period to 70 days in FY 2023-24 from average of 40 days in FY 2022-23. This customer-focused approach has resulted in higher trade receivables, requiring additional funding to support cash flow.

- **Growth in Receivables:** The increase in business volume will proportionally increase the receivables from ₹2,646.78 Lakhs in FY 2024 to ₹4,228.13 Lakhs in FY 2025 and ₹7,050.00 Lakhs in FY 2026.

### 3. Reduction in Creditor Days (Average 25 Days)

- **Supplier Negotiations:** The Company is reducing creditor days from 38 in FY 2024 to 25 in FY 2025 and FY 2026 to negotiate better pricing and secure long-term relationships with suppliers and third-party agencies.
- **Impact on Working Capital:** A shorter payment cycle requires more cash outflow, contributing to an increased working capital gap.

### 4. Increase in Operating Costs Due to business growth

- **Logistics-Specific Expenses:** Rising fuel costs, warehousing, handling charges, and compliance costs are inherent to the logistics business. The operational scale-up will require additional funds to cover these recurring expenses.
- **Lean Inventory Model:** Although the company operates with negligible inventory, maintaining a strong cash position is vital for addressing unforeseen supply chain costs and ensuring uninterrupted service delivery.

### 5. Short-Term Loans and Advances

- **Supplier Advances:** Advances to suppliers are expected to grow from ₹763.73 Lakhs in FY 2024 to ₹965.00 Lakhs in FY 2026, reflecting the company's strategy to lock in favourable pricing and ensure timely execution of the trips.
- **Tax Payments:** Advance tax payments will also contribute to the rising short-term loans and advances, demanding additional liquidity.

### 6. Strengthening Competitive Position

- **Customer Service Excellence:** Investment in trailers and working capital ensures timely deliveries, enhancing customer satisfaction and brand reputation.
- **Market Growth:** The logistics sector is competitive and capital-intensive. Sufficient working capital is crucial to leverage market opportunities, reduce turnaround time, and scale profitably.

### Conclusion

The allocation of ₹2,000.00 Lakhs from the IPO proceeds for working capital is essential for the following:

1. Supporting the purchase and operational management of additional trailers.
2. Addressing the cash flow impact of increased receivables (70 days) and reduced creditor days (25 days).
3. Mitigating working capital volatility and supporting business growth to achieve overall sales.

This infusion of funds will ensure that the Company operates efficiently, meets customer demands, and continues to strengthen its position in the competitive logistics industry.

### 3. General Corporate Purpose

Our management will have flexibility to deploy the balance Net Proceeds of the Issue towards general corporate purposes, to be deployed towards including but not restricted to meeting operating expenses, strategic initiatives, partnerships, joint ventures and acquisitions, meeting exigencies which our Company may face in the ordinary course of business, to drive our business growth or repayment of liabilities (on demand) if any or any other purposes as may be approved by our Board, subject to compliance with the necessary provisions of the Companies Act and other applicable laws.

The quantum of utilization of funds towards any of the above purposes will be determined based on the amount actually available under this head and the business requirements of our Company, from time to time. This may also include rescheduling the proposed utilization of Net Proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the subsequent Fiscals i.e., FY 2025-26 and FY 2026-27.

We further confirm that in terms of the SEBI ICDR Regulations, the extent of the Net Proceeds proposed to be utilized for general corporate purposes shall not exceed 15.00% of the gross proceeds of the Issue or Rs. 1,000 Lakhs, whichever is lower, as amended from time to time.

#### ESTIMATED ISSUE RELATED EXPENSES

The details of the estimated issue related expenses are tabulated below:

| Particulars   | Amount<br>(₹ in Lakhs) | As a % of<br>Estimates Issue<br>Expenses | As a % of<br>Issue Size |
|---|------------------------|--|-------------------------|
| Book Running Lead Manager fees including underwriting commission                            | [●]                    | [●]                                      | [●]                     |
| Brokerage, selling, commission and upload fees  | [●]                    | [●]                                      | [●]                     |
| Registrar to the Issue  | [●]                    | [●]                                      | [●]                     |
| Legal Advisors  | [●]                    | [●]                                      | [●]                     |
| Advertising and Marketing expenses  | [●]                    | [●]                                      | [●]                     |
| Regulators including stock exchanges  | [●]                    | [●]                                      | [●]                     |
| Printing and distribution of issue stationery   | [●]                    | [●]                                      | [●]                     |
| Others, if any (market making, depositories, marketing fees, secretarial, peer review etc.) | [●]                    | [●]                                      | [●]                     |
| <b>Total</b>  | [●]                    | [●]                                      | [●]                     |

The fund deployed out of internal accruals is ₹ 7.50 Lakhs towards issue expenses vide certificate dated January 21, 2025 having received from Statutory Auditor of our Company and the same will be recouped out of issue expenses.

Structure for commission and brokerage payment to the SCSBs Syndicate, RTAs, CDPs and SCSBs:

- 1) SCSBs will be entitled to a processing fee of ₹10/- per Application Form for processing of the Application Forms only for the Successful Allotments procured by other Application Collecting Intermediary and submitted to them.
- 2) Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Investors and Non-Institutional Investors, would be 0.01% on the Allotment Amount.
- 3) No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.
- 4) The commission and processing fees shall be released only after the SCSBs provide a written confirmation to the Book Running Lead Manager not later than 30 days from the finalization of Basis of Allotment by Registrar to the Issue in compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.
- 5) Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

#### BRIDGE LOANS

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

#### APPRAISING ENTITY

The objects of the Issue for which the Net Proceeds will be utilized have not been appraised.

#### MONITORING OF UTILIZATION OF FUNDS

As this is a Fresh Issue for less than ₹10,000 lakhs, we are not required to appoint a monitoring agency for the purpose of the Issue in terms of the SEBI ICDR Regulations.

Our Board and Audit committee shall monitor the utilization of the net proceeds of the Issue. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such

amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant financial years subsequent to the completion of the Issue.

Pursuant to SEBI LODR Regulations, our Company shall disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Proceeds. Our Company shall prepare a statement of funds utilized for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee of the Board of Directors, as required under applicable law. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32 of the SEBI LODR Regulations, our Company shall furnish to the Stock Exchange on a half yearly basis, a statement indicating (i) deviations, if any, in the utilization of the proceeds of the Issue from the Objects; and (ii) details of category wise variations in the utilization of the proceeds from the Issue from the Objects. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee of the Board of Directors.

#### **INTERIM USE OF FUNDS**

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

#### **VARIATION IN OBJECTS**

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the Objects without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

#### **OTHER CONFIRMATIONS / PAYMENT TO PROMOTERS AND PROMOTER'S GROUP FROM THE IPO PROCEEDS**

There is no proposal whereby any portion of the Net Proceeds will be paid to our Promoters, Promoter Group, Directors and Key Managerial Personnel, Group Companies, except in the ordinary course of business. Further, there are no existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered into or to be entered into by our Company with our Promoters, Promoter Group, Directors, Group Companies, and/or Key Managerial Personnel.

## BASIS FOR ISSUE PRICE

The Price Band and Issue Price will be determined by our Company in consultation with the Book Running Lead Manager on the basis of an assessment of market demand for the Equity Shares issued through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares of our Company is ₹10/- each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the upper end of the Price Band.

Bidders should read the following basis with the section titled “Risk Factors” and chapters titled “Restated Financial Statements”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Our Business” beginning on page 29,180 ,215, 122 and respectively, of this Draft Red Herring Prospectus to get a more informed view before making any investment decisions.

### QUALITATIVE FACTORS

Some of the qualitative factors and our strengths which form the basis for the Issue price are:

1. Well established relationship with clients
2. Leveraging the experience of our Promoters and Directors
3. Wide customers portfolio across different industry verticals
4. Wide range of logistics services
5. Domestic and Global Network

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please see chapter titled “Our Business” beginning on page 122 of this Draft Red Herring Prospectus.

### QUANTITATIVE FACTORS

The information presented in this chapter is derived from Company’s Restated Financial Statements for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022, has been prepared in accordance with Indian GAAP and in terms of the requirements of the Companies Act, SEBI ICDR Regulations and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by ICAI as amended from time to time. For more details on financial information, investors please refer the chapter titled “Restated Financial Statements” beginning on page 180 of this Draft Red Herring Prospectus. Investors should evaluate our Company taking into consideration its niche business segment and other qualitative factors in addition to the quantitative factors. Some of the quantitative factors which may form the basis for computing the price are as follows:

Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

#### 1. Basic and Diluted Earnings / (Loss) Per Share (“EPS”) as adjusted for changes in capital.

##### As per Restated Financial Statements - Post Bonus

| Particulars  | Basic & Diluted EPS (in ₹) | Weights |
|--|----------------------------|---------|
| March 31, 2024   | 7.43                       | 3       |
| March 31, 2023*  | 3.23                       | 2       |
| March 31, 2022   | 3.05                       | 1       |
| <b>Weighted Average</b>                                  | <b>5.30</b>                |         |
| For the period ended September 30, 2024 (not annualised) | 4.28                       |         |

#### Notes:

1. *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.*
2. *Earnings per Equity Share = Profit for the year / Weighted average number of equity shares outstanding during the year.*
3. *Basic and diluted Earnings per Equity Share are computed in accordance with Accounting Standard 20.*
4. *The basic and diluted Earnings per Equity Share for the current year and previous year presented have been calculated/restated after considering the bonus issue.*
5. *The face value of each Equity Share is ₹10/-.*

6. \*Figures for Financial Year 2022-23 have been consolidated for presentation purpose

**2. Basic and Diluted Earnings / (Loss) Per Share (“EPS”) considering actual partners capital.**

**As per Restated Financial Statements - Post Bonus**

| Particulars  | Basic & Diluted EPS (in ₹) | Weights |
|--|----------------------------|---------|
| March 31, 2024   | 7.43                       | 3       |
| March 31, 2023*  | 3.23                       | 2       |
| March 31, 2022*  | 2.77                       | 1       |
| <b>Weighted Average</b>                                  | <b>5.25</b>                |         |
| For the period ended September 30, 2024 (not annualised) | 4.28                       |         |

\*Taking partners capital account into effect.

**3. Price Earnings Ratio (“P/E”) in relation to the Issue Price of ₹ [●] per Equity share of ₹ 10/- each fully paid-up**

| Particulars  | P/E (number of times) * |
|--|-------------------------|
| <b>Based on Restated Financial Statements- Post Bonus</b>              | [●]                     |
| P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-24 | [●]                     |
| P/E ratio based on the Weighted Average Basic & Diluted EPS            | [●]                     |

Note: P/E ratio has been computed dividing the price per share by Earnings per Equity Share.

**4. Industry P/E Ratio**

| Particulars | P/E Ratio |
|-------------|-----------|
| Highest     | 116.54    |
| Lowest      | 8.14      |
| Average     | 62.34     |

Note:

(1) The industry high and low has been considered from the industry peer set provided later in this section.

(2) All the financial information for listed industry peers mentioned above is sourced from the audited financial results of the relevant companies for Fiscal 2024, as available on the website of the Stock Exchanges at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com).

**5. Return on Net worth (RoNW)**

**As per Restated Financial Statements**

| Particulars  | RONW (%)      | Weights |
|--|---------------|---------|
| March 31, 2024   | 62.66%        | 3       |
| March 31, 2023   | 72.97%        | 2       |
| March 31, 2022   | 27.70%        | 1       |
| <b>Weighted Average</b>                                  | <b>60.27%</b> |         |
| For the period ended September 30, 2024 (not annualised) | 26.54%        |         |

Note: Return on Net Worth (%) = Profit for the year / Net Worth at the end of the year.

**6. Net Asset Value (NAV) as adjusted for changes in capital.**

**As per Restated Financial Statements – Post Bonus**

| Financial Year   | NAV (₹) |
|--|---------|
| March 31, 2024   | 11.85   |
| March 31, 2023   | 11.00   |
| March 31, 2022   | 11.00   |
| For the period ended September 30, 2024 (not annualised) | 16.13   |

| Financial Year  | NAV (₹) |
|---|---------|
| Net Asset Value per Equity Share after the Issue at Floor price | [●]     |
| Net Asset Value per Equity Share after the Issue at Cap price   | [●]     |
| Issue Price*  | [●]     |

Note: Net Asset Value per Equity Share (in ₹) = Net Worth at the end of the year / Weighted number of equity shares outstanding at the end of the year.

\*Issue Price shall be updated in the Prospectus prior to opening the issue

## 7. Net Asset Value (NAV) considering actual partners capital.

### As per Restated Financial Statements – Post Bonus

| Financial Year  | NAV (₹) |
|---|---------|
| March 31, 2024  | 11.85   |
| March 31, 2023  | 4.43    |
| March 31, 2022  | 10.00   |
| For the period ended September 30, 2024 (not annualised)        | 16.13   |
| Net Asset Value per Equity Share after the Issue at Floor price | [●]     |
| Net Asset Value per Equity Share after the Issue at Cap price   | [●]     |
| Issue Price*  | [●]     |

Note: Net Asset Value per Equity Share (in ₹) = Net Worth at the end of the year / Weighted number of equity shares outstanding at the end of the year.

\*Issue Price shall be updated in the Prospectus prior to opening the issue

## 8. Comparison of Accounting Ratios with listed Industry Peer

| Name of Company                | CMP (₹) | Face Value (₹) | Basic EPS (₹) | PE Ratio (times) | RoNW (%) | NAV per Share (₹) |
|--------------------------------|---------|----------------|---------------|------------------|----------|-------------------|
| Blue Water Logistics Limited   | [●]     | 10             | 7.43          | [●]              | 62.66%   | 11.85             |
| Peer Group                     |         |                |               |                  |          |                   |
| Shreeji Translogistics Limited | 16.02   | 2              | 2.33          | 6.88             | 29.09%   | 8.01              |
| Shree Vasu Logistics Limited   | 424.30  | 10             | 2.72          | 155.99           | 9.77%    | 27.87             |

Source: [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)

Notes:

- (1) The figures for our company are based on Restated Financial Statements for the year ended March 31, 2024 after taking effect of the Bonus Shares.
- (2) The figures for the Peer Group are based on the Consolidated Financial Statements filed for the financial year ended March 31, 2024.
- (3) P/E Ratio has been computed based on their respective closing market price on January 16, 2025 as divided by the Basic EPS as on March 31, 2024.
- (4) CMP is the closing prices or the last traded price of respective scripts as on January 16, 2025 .
- (5) The Issue Price determined by our Company in consultation with the Lead Manager is justified by our Company in consultation with the Lead Manager on the basis of the above parameters.

## 9. Key Performance Indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals in comparison to our peers. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated January 10, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Prospectus. Further, the KPIs herein have been certified by our Statutory Auditors pursuant to their certificate dated January 10, 2025.

The KPIs of our Company have been disclosed in the chapters titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators” on pages 122 and 215 of this Draft Prospectus, respectively. We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” on page 1 of this Draft Prospectus.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Issue as per the disclosure made in the chapter titled “Objects of the Issue”, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

**a) Key Performance Indicators of our Company.**

**As per Restated Financial Statements**

**Key Performance Indicators of our Company**

(₹ in Lakhs, otherwise mentioned)

| Key Financial Performance                   | For the Period ended September 30, 2024 | For the Year Ended March 31, 2024 | For the Period September 1, 2022 to March 31, 2023* | For the Period Ended August 31, 2022 | For the Year Ended March 31, 2022 |
|---|---|-----------------------------------|---|--------------------------------------|-----------------------------------|
| Revenue from Operations <sup>(1)</sup>      | 8,129.47                                | 13,867.37                         | 9,798.24  | 8,466.90                             | 15,840.90                         |
| EBITDA <sup>(2)</sup>                       | 638.03                                  | 1,049.96                          | 382.95  | 235.01                               | 450.29                            |
| EBITDA Margin (%) <sup>(3)</sup>            | 7.85%                                   | 7.57%                             | 3.91%   | 2.78%                                | 2.84%                             |
| PAT   | 342.59                                  | 594.05                            | 154.06  | 104.31                               | 243.77                            |
| PAT Margin (%) <sup>(4)</sup>               | 4.21%                                   | 4.28%                             | 1.57%   | 1.23%                                | 1.54%                             |
| Return on Equity (%) <sup>(5)</sup>         | 26.54%                                  | 62.66%                            | 43.51%  | 19.84%                               | 27.70%                            |
| Debt to Equity Ratio (times) <sup>(6)</sup> | 2.24                                    | 1.82                              | 5.31  | 3.35                                 | 1.99                              |
| Current Ratio (times) <sup>(7)</sup>        | 1.67                                    | 1.45                              | 1.38  | 1.33                                 | 1.55                              |

\*Figures for Financial Year 2022-23 have been bifurcated for presentation purpose.

**Notes:** As certified by our Statutory Auditors by their certificate dated January 10, 2025.

**Explanation of KPIs:**

- (1) Revenue from operations means the revenue from operations as appearing in the restated financial information.
- (2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses – Other Income.
- (3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.
- (4) PAT Margin is calculated as PAT for the year divided by revenue from operations.
- (5) Return on Equity is calculated by comparing the proportion of net income against the amount of average shareholder equity.
- (6) Debt to Equity ratio is calculated as Long Term Debt + Short Term Debt divided by equity.
- (7) Current Ratio is calculated by dividing Current Assets to Current Liabilities.

**b) Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company**

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Financial Information. We use these KPIs to evaluate our performance. Some of these KPIs are not defined under applicable Accounting Standards and are not presented in accordance with applicable Accounting Standards. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that it provides an additional tool for investors to use in evaluating our ongoing results, when taken collectively with financial measures prepared in accordance with applicable Accounting Standards.

**Explanations for the certain financial data based on Restated Financial Statements**



| <b>Key Financial Performance</b> | <b>Explanations</b>  |
|----------------------------------|--|
| Revenue from Operations          | Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps to assess the overall financial performance of the Company and volume of the 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   |
| PAT                              | Profit after tax provides information regarding the overall profitability of the business  |
| PAT Margin                       | PAT Margin (%) is an indicator of the overall profitability and financial performance of the business  |
| Return on Equity                 | Return on equity provides how efficiently our Company generates profits from shareholders' funds   |
| Debt-Equity Ratio                | Debt / Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers   |
| Current Ratio                    | The current ratio is a liquidity ratio that measures our company's ability to pay short-term obligations or those due within one year  |

**c) Comparison with Listed Industry Peers**

**As on March 31, 2024:**

*(₹ in Lakhs, otherwise mentioned)*

| <b>Key Performance Indicators</b>      | <b>Blue Water Logistics Limited</b> | <b>Shreeji Translogistics Limited</b> | <b>Shree Vasu Logistics Limited</b> |
|--|-------------------------------------|---------------------------------------|-------------------------------------|
| Revenue from Operations <sup>(1)</sup> | 13,867.37                           | 25,050.27                             | 12,306.00                           |
| EBITDA <sup>(2)</sup>                  | 1,049.96                            | 3,073.80                              | 3,404.25                            |
| EBITDA Margin <sup>(3)</sup>           | 7.57%                               | 12.27%                                | 27.66%                              |
| PAT                                    | 594.05                              | 1,627.51                              | 312.06                              |
| PAT Margin <sup>(4)</sup>              | 4.28%                               | 6.50%                                 | 2.54%                               |
| Return on Equity <sup>(5)</sup>        | 91.24%                              | 29.09%                                | 9.77%                               |
| Debt to Equity <sup>(6)</sup>          | 1.82                                | 0.52                                  | 1.42                                |
| Current Ratio <sup>(7)</sup>           | 1.45                                | 2.02                                  | 0.85                                |

**As on March 31, 2023:**

*(₹ in Lakhs, otherwise mentioned)*

| <b>Key Performance Indicators</b>      | <b>Blue Water Logistics Limited*</b> | <b>Shreeji Translogistics Limited</b> | <b>Shree Vasu Logistics Limited</b> |
|--|--------------------------------------|---------------------------------------|-------------------------------------|
| Revenue from Operations <sup>(1)</sup> | 18,265.14                            | 18,644.09                             | 10,050.90                           |
| EBITDA <sup>(2)</sup>                  | 617.96                               | 2,037.63                              | 2,717.98                            |
| EBITDA Margin <sup>(3)</sup>           | 3.38%                                | 10.93%                                | 27.04%                              |
| PAT                                    | 258.37                               | 968.20                                | 204.73                              |
| PAT Margin <sup>(4)</sup>              | 1.41%                                | 5.19%                                 | 2.04%                               |
| Return on Equity <sup>(5)</sup>        | 41.87%                               | 23.72%                                | 8.10%                               |
| Debt to Equity <sup>(6)</sup>          | 5.31                                 | 0.89                                  | 1.48                                |
| Current Ratio <sup>(7)</sup>           | 1.38                                 | 1.41                                  | 0.82                                |

*\*Figures for Financial Year 2022-23 have been consolidated so as to include the partnership firm for presentation purpose*

**As on March 31, 2022:**

*(₹ in Lakhs, otherwise mentioned)*

| <b>Key Performance Indicators</b>      | <b>Blue Water Logistics Limited</b> | <b>Shreeji Translogistics Limited</b> | <b>Shree Vasu Logistics Limited</b> |
|--|-------------------------------------|---------------------------------------|-------------------------------------|
| Revenue from Operations <sup>(1)</sup> | 15,840.90                           | 16,374.46                             | 8,481.77                            |
| EBITDA <sup>(2)</sup>                  | 450.29                              | 1,666.54                              | 1,774.66                            |

| Key Performance Indicators      | Blue Water Logistics Limited | Shreeji Translogistics Limited | Shree Vasu Logistics Limited |
|---------------------------------|------------------------------|--------------------------------|------------------------------|
| EBITDA Margin <sup>(3)</sup>    | 2.84%                        | 10.18%                         | 20.92%                       |
| PAT                             | 243.77                       | 885.06                         | 217.29                       |
| PAT Margin <sup>(4)</sup>       | 1.54%                        | 5.41%                          | 2.56%                        |
| Return on Equity <sup>(5)</sup> | 32.15%                       | 27.55%                         | 8.98%                        |
| Debt to Equity <sup>(6)</sup>   | 1.99                         | 1.40                           | 1.33                         |
| Current Ratio <sup>(7)</sup>    | 1.55                         | 1.69                           | 0.91                         |

#### Explanation of KPIs:

(1) Revenue from operations means the revenue from operations as appearing in the restated financial information.

(2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses – Other Income.

(3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.

(4) PAT Margin is calculated as PAT for the year divided by revenue from operations.

(5) Return on Equity is calculated by comparing the proportion of net income against the amount of average shareholder equity.

(6) Debt to Equity ratio is calculated as Long term Debt + Short Term Debt divided by equity.

(7) Current Ratio is calculated by dividing Current Assets to Current Liabilities.

#### 10. Justification for Basis for Issue price\*

##### a) The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares

There has been no issuance of Equity Shares (excluding shares issued under ESOP/ESOS and issuance of bonus shares) 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-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

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

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities, where our Promoters or the members of our Promoter Group are a party to a transaction, during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

##### c) Since there were no primary or secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Prospectus, where either issuance or acquisition/ sale is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), the information has been disclosed for price per share of our Company based on the last five secondary transactions where promoter /promoter group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, during the last three years preceding to the date of filing of this Prospectus irrespective of the size of the transaction.

| Name of allottee/Transferor | Name of Transferor | Date of Transaction | Number of Equity Shares allotted/ Transferred | Face Value per equity Shares | Issue Price /Transaction Price per equity Shares | Nature of allotment/transaction | Nature of Consideration | Total Consideration (in Lakhs) |
|-----------------------------|--------------------|---------------------|---|------------------------------|--|---------------------------------|-------------------------|--------------------------------|
| <b>Primary Transaction</b>  |                    |                     |   |                              |  |                                 |                         |                                |
| Ms. Madhusmita Mohanty      | N.A.               |                     | 29,99,685                                     | 10/-                         | -  | Bonus Issue                     | -                       | -                              |

| Name of allottee/Transferor  | Name of Transferee                                   | Date of Transaction | Number of Equity Shares allotted/ Transferred | Face Value per equity Shares | Issue Price /Transaction Price per equity Shares | Nature of allotment/transaction | Nature of Consideration | Total Consideration (in Lakhs) |
|--|--|---------------------|---|------------------------------|--|---------------------------------|-------------------------|--------------------------------|
| Ms. Supriya Mishra   |  | July 26, 2024       | 29,99,685                                     |                              |  |                                 |                         |                                |
| Mr. Lalit Panda  |  |                     | 300   | 10/-                         | -  |                                 |                         |                                |
| Mr. Laxmi Narayan Mishra   |  |                     | 270   | 10/-                         | -  |                                 |                         |                                |
| Mr. Bhumika Mishra   |  |                     | 30  | 10/-                         | -  |                                 |                         |                                |
| Mr. Ashok Kumar Shee   |  |                     | 15  | 10/-                         | -  |                                 |                         |                                |
| Mr. Shailendra Malviya   |  |                     | 15  | 10/-                         | -  |                                 |                         |                                |
| <b>Weighted Average Cost of Acquisition (Primary Transactions)</b> |  |                     |   |                              |  |                                 |                         | <b>NIL</b>                     |
| <b>Secondary Transactions</b>                                      |  |                     |   |                              |  |                                 |                         |                                |
| Ms. Madhusmita Mohanty   | Transfer to Mr. Gaurav Singh                         | January 08, 2025    | 75,000  | 10/-                         | 100/-  | Transfer                        | Cash                    | 75.00                          |
|  | Transfer to M/s. Trans Media Private Limited         |                     | 75,000  | 10/-                         | 100/-  | Transfer                        | Cash                    | 75.00                          |
|  | Transfer to Mr. Tushar Sabhapati Mishra              |                     | 25,000  | 10/-                         | 100/-  | Transfer                        | Cash                    | 25.00                          |
| Ms. Supriya Mishra   | Transfer to Transfer to Mr. Narendra Bhavanbhai Shah | January 08, 2025    | 50,000  | 10/-                         | 100/-  | Transfer                        | Cash                    | 50.00                          |
|  | Transfer to Transfer to Mr. Sagar Hareshkumar Doshi  |                     | 50,000  | 10/-                         | 100/-  | Transfer                        | Cash                    | 50.00                          |
|  | Transfer to Transfer to Mr. Madhavla IS Patel        |                     | 40,000  | 10/-                         | 100/-  | Transfer                        | Cash                    | 40.00                          |
|  | Transfer to Transfer                                 |                     | 10,000  | 10/-                         | 100/-  | Transfer                        | Cash                    | 10.00                          |

| Name of allottee/Transferor   | Name of Transferree              | Date of Transaction | Number of Equity Shares allotted/ Transferred | Face Value per equity Shares | Issue Price /Transaction Price per equity Shares | Nature of allotment/transaction | Nature of Consideration | Total Consideration (in Lakhs) |
|---|----------------------------------|---------------------|---|------------------------------|--|---------------------------------|-------------------------|--------------------------------|
|   | to Ms. Jagrutiben Kunal Kriplani |                     |   |                              |  |                                 |                         |                                |
| <b>Weighted Average cost of acquisition (Secondary Transaction)</b> |                                  |                     |   |                              |  |                                 |                         | <b>100.00</b>                  |

**d) Weighted average cost of acquisition, Issue Price**

Weighted average cost of acquisition of Equity Shares based on primary/ secondary transaction(s), as disclosed in paragraph above, are set out below:

| Types of transactions  | Weighted average cost of acquisition (₹ per Equity Share) ^ |
|--|---|
| Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under an employee stock option plan/ employee stock option scheme, and issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre- Issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days  | NA  |
| Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity/convertible securities), where our Promoters or Promoter Group entities or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre- Issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days* | NA  |
| Since there were no primary or secondary transactions of equity shares of the Company during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, the information has been disclosed for price per share of the Company based on the last five primary or secondary transactions (secondary transactions where Promoter /Promoter Group entities or Shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction), not older than three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of the transaction.  |   |
| • Based on Primary Transactions  | Nil   |
| • Based on Secondary Transactions  | 100   |

# As certified by Statutory Auditors of our Company, by way of their certificate dated January 21, 2025.

**e) The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on primary issuances/ secondary transactions as disclosed in paragraph 8 (d) above, are set below**

| Types of transactions                                     | Weighted average cost of acquisition (₹ per Equity Share) | Floor Price (₹ [●])* | Cap Price (₹ [●])* |
|---|---|----------------------|--------------------|
| Weighted average cost of acquisition of primary issuances | Nil   | NA                   | NA                 |

| Types of transactions   | Weighted average cost of acquisition (₹ per Equity Share) | Floor Price (₹ [●])* | Cap Price (₹ [●])* |
|---|---|----------------------|--------------------|
| Weighted average cost of acquisition for secondary transactions | 100   | [●]                  | [●]                |

*\*To be updated in the Prospectus prior to filing with RoC.*

- f) **Explanation for Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in 8 (d) above) along with our Company's key performance indicators and financial ratios for the Fiscals 2024, 2023 and 2022.**

[●]\*

*\*To be included on finalization of Price Band.*

- g) **The Issue Price is [●] times of the face value of the equity shares**

The face value of our share is ₹10/- per share and the Issue Price is of ₹ [●] per share are [●] times of the face value. Our Company in consultation with the Book Running Lead Manager believes that the Issue Price of ₹ [●] per share for the Public Issue is justified in view of the above quantitative and qualitative parameters. Investor should read the above-mentioned information along with the section titled "Risk Factors" beginning on page 29 of this *Draft Red Herring Prospectus* and the financials of our Company including important profitability and return ratios, as set out in the chapter titled "Restated Financial Statements" beginning on page 180 of this Draft Red Herring Prospectus.

## STATEMENT OF POSSIBLE TAX BENEFITS

To,  
The Board of Directors,  
**Blue Water Logistics Limited**  
Registered Office Address: H NO.8-2-270/B/1/2,  
Block-3, 4<sup>th</sup> Floor Uptown Banjara, Road No.3,  
Banjara Hills, Hyderabad, Telangana, India, 500034

Dear Sir,

### **Sub: Statement of Tax Benefits ('The Statement') available to Blue Water Logistics Limited ("The Company") and its shareholders under the Direct and Indirect Tax Laws in India**

We hereby report that the enclosed annexure prepared by the management of **Blue Water Logistics Limited**, states the special tax benefits available to the Company and the shareholders of the Company under the Income-Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "**GST Act**") presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that; this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of Equity shares ("**the Issue**") by the Company.

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

- a) The Company or its shareholders will continue to obtain these benefits in future; or
- b) The conditions prescribed for availing the benefits have been/would be met.

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

### **Limitations:**

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein.

We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Offer Document/ Offer Document or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

This statement has been prepared solely in connection with the Proposed Issue by the Company under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

## **ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS**

The information provided below sets out the special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act, 1961 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 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.

### **A. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE COMPANY:**

**Under the Income Tax Act, 1961 (“the Act”)**

#### **Special tax benefits available to the Company**

- The Company is not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

### **B. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE SHAREHOLDERS:**

- The Shareholders of the Company are not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

#### **NOTES:**

1. The above Annexure of special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
2. The above Annexure covers only the special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This Annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
3. The above Annexure of special tax benefits is as per the current direct tax laws relevant for the assessment year 2024-25. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.
4. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.
5. A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 (‘the Amendment Act, 2019’) with effect from Financial Year 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/ incentives. The option under section 115BAA of the Act once exercised cannot be subsequently withdrawn for any future financial year. The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax (‘MAT’) under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available.

In such a case, the Company is not allowed to claim any of the following deductions/ exemptions under the Act: -

- ✓ Deduction under the provisions of Section 10AA.
- ✓ Deduction under clause (ia) of sub-section (1) of Section 32 (additional depreciation).
- ✓ Deduction under section 32AD or Section 33AB or Section 33ABA
- ✓ Deduction under section 35AD or Section 35CCC
- ✓ Deduction under section 80G

Lower corporate tax rate under Section 115BAA of the Act and Minimum Alternate Tax (‘MAT’) credit under section 115JAA of the Act which are in general available and hence may not be treated as special tax benefits.

The Company has evaluated and decided to exercise the option permitted under Section 115BAA of the Act for the purpose of computing its income-tax liability for the Financial Year 2022-23 and onwards.

6. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
7. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

**For,**  
**M B JAJODIA & ASSOCIATES**  
**Chartered Accountants**  
**FRN: 0139647W**  
**Peer Review No. 015630**

**Manoj Jajodia**  
**Partner**  
**M. No: 162116**  
**Place: Ahmedabad**  
**Date: 27/12/2024**  
**UDIN: 24162116BKBHES6592**



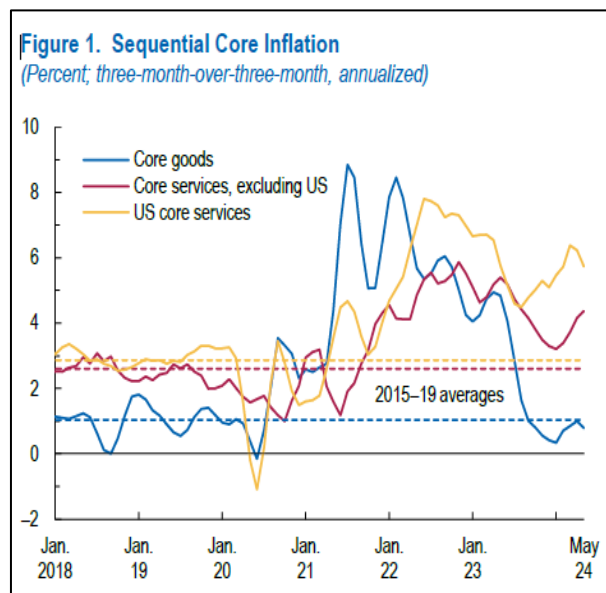
## SECTION VI – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

The information in this chapter has been extracted from the websites of and publicly available documents from various sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with this Offer has independently verified the information provided in this chapter. Industry sources and publications, referred to in this chapter, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.

### GLOBAL ECONOMIC OVERVIEW

Global activity and world trade firmed up at the turn of the year, with trade spurred by strong exports from Asia, particularly in the technology sector. Relative to the April 2024 WEO, first quarter growth surprised on the upside in many countries, although downside surprises in Japan and the United States were notable. In the United States, after a sustained period of strong outperformance, a sharper-than-expected slowdown in growth reflected moderating consumption and a negative contribution from net trade. In Japan, the negative growth surprise stemmed from temporary supply disruptions linked to the shutdown of a major automobile plant in the first quarter. In contrast, shoots of economic recovery materialized in Europe, led by an improvement in services activity. In China, resurgent domestic consumption propelled the positive upside in the first quarter, aided by what looked to be a temporary surge in exports belatedly reconnecting with last year's rise in global demand. These developments have narrowed the output divergences somewhat across economies, as cyclical factors wane and activity becomes better aligned with its potential.



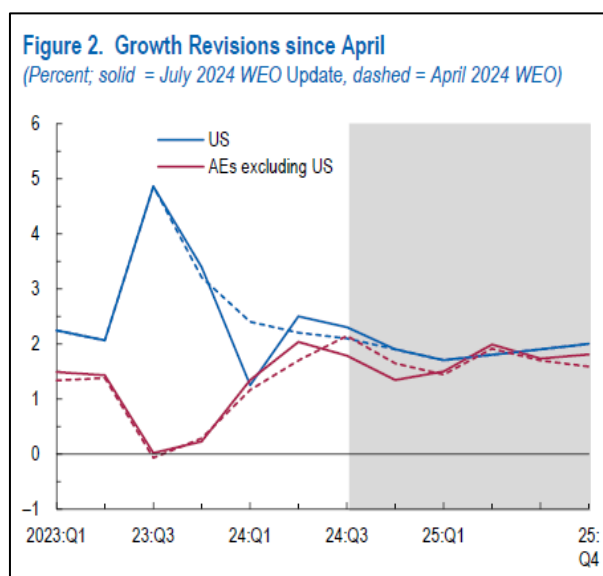
Meanwhile, the momentum on global disinflation is slowing, signaling bumps along the path. This reflects different sectoral dynamics: the persistence of higher-than-average inflation in services prices, tempered to some extent by stronger disinflation in the prices of goods (Figure 1). Nominal wage growth remains brisk, above price inflation in some countries, partly reflecting the outcome of wage negotiations earlier this year and short-term inflation expectations that remain above target. The uptick in sequential inflation in the United States during the first quarter has delayed policy normalization. This has put other advanced economies, such as the euro area and Canada, where underlying inflation is cooling more in line with expectations, ahead of the United States in the easing cycle. At the same time, a number of central banks in emerging market economies remain cautious in regard to cutting rates owing to external risks triggered by changes in interest rate differentials and associated depreciation of those economies' currencies against the dollar.

Global financial conditions remain accommodative. Although longer-term yields have generally drifted upward, in tandem with the repricing of policy paths, buoyant corporate valuations have kept financial conditions accommodative, broadly at the level of the April WEO. The increase in yields is likely to put pressure on fiscal discipline, however, which in some countries is already strained by the inability to rein in spending or raise taxes.

## A Waxing and Waning Outlook

IMF staff projections are based on upward revisions to commodity prices, including a rise in nonfuel prices by 5 percent in 2024. Energy commodity prices are expected to fall by about 4.6 percent in 2024, less than projected in the April WEO, reflecting elevated oil prices from deep cuts by OPEC+ (the Organization of the Petroleum Exporting Countries, including Russia and other non-OPEC oil exporters) and reduced, but still present, price pressure from the Middle East conflict. Monetary policy rates of major central banks are still expected to decline in the second half of 2024, with divergence in the pace of normalization reflecting varied inflation circumstances.

Growth is expected to remain stable. At 3.2 percent in 2024 and 3.3 percent in 2025, the forecast for global economic growth is broadly unchanged from that in April (Table 1). Under the hood, however, offsetting growth revisions have shifted the composition.



Among advanced economies, growth is expected to converge over the coming quarters (Figure 2). In the United States, projected growth is revised downward to 2.6 percent in 2024 (0.1 percentage point lower than projected in April), reflecting the slower-than-expected start to the year. Growth is expected to slow to 1.9 percent in 2025 as the labor market cools and consumption moderates, with fiscal policy starting to tighten gradually. By the end of 2025, growth is projected to taper to potential, closing the positive output gap. In the euro area, activity appears to have bottomed out. In line with the April 2024 projection, a modest pickup of 0.9 percent is expected for 2024 (an upward revision of 0.1 percentage point), driven by stronger momentum in services and higher-than-expected net exports in the first half of the year; growth is projected to rise to 1.5 percent in 2025. This is underpinned by stronger consumption on the back of rising real wages, as well as higher investment from easing financing conditions amid gradual monetary policy loosening this year. Continued weaknesses in manufacturing suggest a more sluggish recovery in countries such as Germany.

In Japan, the strong shunto wage settlement is expected to support a turnaround in private consumption starting in the second half. But the expectation for 2024 growth is revised downward by 0.2 percentage point, with the downward adjustment largely reflecting temporary supply disruptions and weak private investment in the first quarter. The forecast for growth in emerging market and developing economies is revised upward; the projected increase is powered by stronger activity in Asia, particularly China and India. For China, the growth forecast is revised upward to 5 percent in 2024, primarily on account of a rebound in private consumption and strong exports in the first quarter. In 2025, GDP is projected to slow to 4.5 percent, and to continue to decelerate over the medium term to 3.3 percent by 2029, because of headwinds from aging and slowing productivity growth. The forecast for growth in India has also been revised upward, to 7.0 percent, this year, with the change reflecting carryover from upward revisions to growth in 2023 and improved prospects for private consumption, particularly in rural areas.

With regard to Latin America and the Caribbean, growth has been revised downward for 2024 in Brazil, reflecting the near-term impact of flooding, and in Mexico, due to moderation in demand. However, growth has been revised upwards in 2025 for Brazil to reflect reconstruction following the floods and supportive structural factors (for example, acceleration in hydrocarbon production). For the Middle East and Central Asia, oil production and regional conflicts continue to weigh on prospects. The growth forecast for 2024 in Saudi Arabia has been revised downward by 0.9 percentage point; the adjustment reflects mainly the extension of oil production cuts. Projected growth in Sudan is revised markedly downward, as persisting conflict takes a larger toll on the economy. The forecast for growth in sub-Saharan Africa is revised downward, mainly as

a result of a 0.2 percentage point downward revision to the growth outlook in Nigeria amid weaker than expected activity in the first quarter of this year.

Trade makes a recovery. World trade growth is expected to recover to about 3¼ percent annually in 2024–25 (from quasi stagnation in 2023) and align with global GDP growth again. The uptick in the first quarter of this year is expected to moderate as manufacturing remains subdued. Although crossborder trade restrictions have surged, harming trade between geopolitically distant blocs, the global trade-to-GDP ratio is expected to remain stable in the projection.

Global inflation will continue to decline. In advanced economies, the revised forecast is for the pace of disinflation to slow in 2024 and 2025. That is because inflation in prices for services is now expected to be more persistent and commodity prices higher. However, the gradual cooling of labor markets, together with an expected decline in energy prices, should bring headline inflation back to target by the end of 2025. Inflation is expected to remain higher in emerging market and developing economies (and to drop more slowly) than in advanced economies. However, partly thanks to falling energy prices, inflation is already close to prepandemic levels for the median emerging market and developing economy.

### **Future-Proofing the Economy**

As output gaps start to close and inflation recedes, policymakers face two tasks: persevering with restoring price stability and addressing the legacies of recent crises, including replenishing lost buffers and durably uplifting growth. In the near term, this will require careful calibration and sequencing of the policy mix. In countries where upside risks to inflation—including those arising through external channels—have materialized, central banks should refrain from easing too early and remain open to further tightening should it become necessary. Where inflation data encouragingly signal a durable return to price stability, monetary policy easing should proceed gradually, which would simultaneously provide room for the required fiscal consolidation to take place. Fiscal slippages over the past year in some countries could require a stance significantly tighter than envisaged. As the space for fiscal maneuver narrows, commitments to achieving fiscal consolidation targets should be earnestly adhered to, aided by sound fiscal frameworks and resource mobilization.

In emerging market and developing economies, recent policy divergences highlight the need to manage the risks of currency and capital flow volatility. Given that economic fundamentals remain the main factor in dollar appreciation, the appropriate response is to allow the exchange rate to adjust, while using monetary policy to keep inflation close to target. Foreign reserves should be used prudently and preserved to deal with potentially worse outflows in the future, in line with the IMF's Integrated Policy Framework. To the extent possible, macroprudential policies should mitigate vulnerabilities from large exposures to foreign-currency-denominated debt. Near-term challenges aside, policymakers must act now to revitalize declining medium-term growth prospects. Striking differences in productivity trends across countries since the pandemic suggest that not all factors are cyclical and that decisive policy action is needed to enhance business dynamism and reduce resource misallocation to arrest weaknesses. Further boosting labor supply, especially by better integrating women and immigrants—key segments contributing to economic resilience in advanced economies—will mitigate demographic pressures, adding to potential growth gains. While emigration of the young and educated population can take a toll on source countries, the costs can be mitigated. Policies that help leverage diaspora networks, maximize the benefits from remittances, and expand domestic labor market opportunities are possible avenues.

Finally, the misuse of inward and domestically oriented policies compromises the ability to tackle global challenges—such as climate change—in regard to which multilateral cooperation and trade are vital. These policies are also often inadequate to address domestic issues, as they increase fiscal pressures and risk further distortions such as resource misallocation. All countries should thus scale back on use of trade-distorting measures and strive instead to strengthen the multilateral trading system.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2024/07/16/world-economic-outlook-update-july-2024> )

## **INDIAN ECONOMY OVERVIEW**

### **Introduction**

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. Nominal GDP or GDP at Current Prices for Q1 2024-25 is estimated at Rs. 77.31 lakh crores (US\$ 928.9 billion) with growth rate of 9.7%, compared to the growth of 8.5% for Q1 2023-24. The growth in nominal GDP during 2023-24 is estimated at 9.6% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the second half of FY24. During the period April-September 2025, India's exports stood at US\$ 211.46 billion, with Engineering Goods (26.57%), Petroleum Products (16.51%) and electronic goods (7.39%)

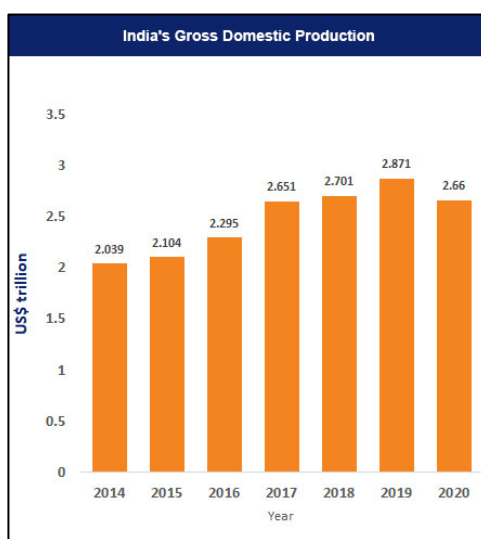
being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

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. The contact-based services sector has demonstrated promise to boost growth by unleashing the pent-up demand. 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 because 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.

## Market Size



Real GDP or GDP at Constant (2011-12) Prices for the period Q1 2024-25 is estimated at Rs. 43.64 lakh crore (US\$ 524 billion), against the First Revised Estimates (FRE) of GDP for the year Q1 2023-24 of Rs. 40.91 lakh crore (US\$ 491 billion). The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time periods. India's current account deficit (CAD) narrowed to 0.7% of GDP in FY24. The CAD stood at US\$ 9.7 billion for the Q1 2024-25 from US\$ 8.9 billion in Q1 2023-24 or 1.1% of GDP. This was largely due to decrease in merchandise trade deficit.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US\$ 1 trillion by 2030.

## Recent Developments

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19

pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- As of October 11, 2024, India's foreign exchange reserves stood at US\$ 690.43 billion.
- In 1H 2024, India saw a total of US\$ 31.5 billion in PE-VC investments.
- India secured 39th position out of 133 economies in the Global Innovation Index 2024. India rose from 81st position in 2015 to 39th position in 2024. India ranks 3rd position in the global number of scientific publications.
- In September 2024, the gross Goods and Services Tax (GST) stood at highest monthly revenue collection at Rs. 1.73 lakh crore (US\$ 20.83 billion).
- Between April 2000–June 2024, cumulative FDI equity inflows to India stood at US\$ 1,013.45 billion.
- In August 2024, the overall IIP (Index of Industrial Production) stood at 145.6. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 125.1, 147.1 and 219.3, respectively.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.49% (Provisional) for September 2024.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 13.89 billion) in India during January- (up to 15th July) 2024.
- The wheat procurement during Rabi Marketing Season (RMS) 2024-25 (till May) was estimated to be 266 lakh metric tonnes (LMT) and the rice procured in Kharif Marketing Season (KMS) 2024-25 was 400 LMT.

### **Government Initiatives**

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- In July 2024, the Ministry of Finance held the Union Budget and announced that for 2024-25, the total receipts other than borrowings and the total expenditure are estimated at Rs. 32.07 lakh crore (US\$ 383.93 billion) and Rs. 48.21 lakh crore (US\$ 577.16 billion), respectively.
- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'Aatmanirbhar Bharat' and 'Local goes Global'.
- To enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 crore (US\$ 182.35 million).
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antyodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1, 2023.

- The Amrit Bharat Station scheme for Indian Railways envisages the development of stations on a continuous basis with a long-term vision, formulated on December 29, 2022, by the Ministry of Railways.
- On October 7, 2022, the Department for Promotion of Industry, and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).
- Telecom Technology Development Fund (TTDF) Scheme was launched in October 2022 by the Universal Service Obligation Fund (USOF), a body under the Department of Telecommunications. The objective is to fund R&D in rural-specific communication technology applications and form synergies among academia, start-ups, research institutes, and the industry to build and develop the telecom ecosystem.
- Home & Cooperation Minister Mr. Amit Shah laid the foundation stone and performed Bhoomi Pujan of Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for IT companies and start-ups in both countries.
- India and Namibia entered a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (Rs.) to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- The Agnipath Scheme aims to develop a young and skilled armed force backed by an advanced warfare technology scheme by providing youth with an opportunity to serve Indian Army for a 4-year period. It is introduced by the Government of India on June 14, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on July 11, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow. The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of bio capsule, an encapsulation technology for bio-fertilization on June 30, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- 'Mission Shakti' was applicable with effect from April 1, 2022, aimed at strengthening interventions for women's safety, security, and empowerment.
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 trillion (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Strengthening of Pharmaceutical Industry (SPI) was launched in March 2022 by the Ministry of Chemicals & Fertilisers to provide credit linked capital and interest subsidy for Technology Upgradation of MSME units in pharmaceutical sector, as well as support of up to Rs. 20 crore (US\$ 2.4 million) each for common facilities including Research centre, testing labs and ETPs (Effluent Treatment Plant) in Pharma Clusters, to enhance the role of MSMEs.

- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, The Ministry of Social Justice & Empowerment launched the Scheme for Economic Empowerment of Denotified/Nomadic/SemiNomadic tribal communities (DNTs) (SEED) to provide basic facilities like good quality coaching, and health insurance. livelihoods initiative at a community level and financial assistance for the construction of houses.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of Aatmanirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 trillion (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2,500 crore (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production-linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 trillion (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 trillion (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system, help fuel liquidity, and boost the Indian economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4 trillion (US\$ 53.58 billion) in the next three years.
- By November 1, 2021, India, and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.

- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

## Road Ahead

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2024-25, capital expenditure took lead by steeply increasing the capital expenditure outlay by 17.1 % to Rs.11 lakh crore (US\$ 133.51 billion) over Rs. 9.48 lakh crore (US\$ 113.91 billion) in 2023-24. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

## INDIAN LOGISTICS INDUSTRY

### Nutraceutical Market Size

The logistics industry plays a vital role in the dynamic economic landscape of India by enabling the efficient movement of goods and services throughout the country's large territory. As India strives to realise its ambitious economic goals, including achieving a GDP of US\$ 5.5 trillion by 2027, the transformation of its logistics sector emerges as a pressing imperative. Given its pivotal role in supporting various industries, from manufacturing to agriculture and e-commerce, the logistics sector faces a myriad of challenges, and offers a number of opportunities. In this case study, we delve into India's logistics ecosystem, exploring the hurdles impeding its efficiency and growth, while also highlighting the pathways towards innovation and sustainable development. Through a comprehensive analysis of the sector's dynamics, we aim to uncover actionable insights that can inform strategic interventions and nurture the emergence of a more agile, resilient, and competitive logistics infrastructure in India.

### Growing significance of the Indian logistics sector

The Indian economy, which ranks fifth in the world with a GDP of approximately US\$ 3.7 trillion in 2023, grew rapidly between 2015 and 2019, averaging more than 7% annually. However, because of stringent COVID-induced lockdown, GDP shrank 7.3% in 2020. The service sector's comeback, manufacturing sector's revival and agricultural growth propelled strong recovery in 2021 and 2022, resulting in a remarkable 15.3% growth over 2020-22. The manufacturing sector, which accounted for 15.3% of GDP in FY22, stands to gain further given the government's focus on promoting 'Make in India' and transforming India into a 'global manufacturing hub.' India is poised to benefit from the shift in manufacturing bases, reaping significant benefits as new global trends offer the country a unique chance to build top-notch infrastructure, attracting companies to set up operations and become a leading global manufacturing centre.

Growth in manufacturing would need efficient and technology-enabled supply chain solutions to support global companies. India has the capabilities to become a trusted supply chain partner to domestic and global trade by offering efficient and complex supply chain solutions. With technological advancements, the country is also revamping its logistics sector by



integrating technological solutions to automate and optimise the process. Over the last five years, India has consistently improved its ranking on various global manufacturing performance indicators, logistics and ease of business, while rising six places to 38th among 139 countries on the Logistics Performance Index.

### **Overview of India's logistics landscape**

The Indian logistics sector is one of the largest in the world and presents a huge addressable opportunity. The sector is critical for the country's economic growth as it connects various elements of the economy and consists of transportation, warehousing and other supply chain solutions ranging from suppliers to end customers.

The Department of Commerce set up a logistics division in July 2017 to oversee the integrated development of the sector. Led by the Special Secretary to the Government of India, the division aims to enhance the sector by devising action plans for policy reforms and process enhancements, addressing challenges, and embracing technology.

The industry is characterised by dynamism, undergoing rapid evolution to meet escalating demands. Technological advancements, infrastructure enhancements and governmental initiatives, including GST implementation and the National Logistics Policy (NLP), are precipitating substantial transformations within the sector. Digitalisation, augmented connectivity, and the adoption of cutting-edge innovations such as Radio Frequency Identification (RFID) and Global Positioning System (GPS) are bolstering operational efficiency while mitigating costs. Furthermore, the surge in e-commerce activities and international trade is propelling demand for streamlined logistics solutions. Despite persistent challenges such as infrastructural deficits and regulatory intricacies, the industry stands poised for significant expansion, presenting domestic and international entities with opportunities to flourish within India's burgeoning market.

### **Key advantages of efficient logistics infrastructure**

**Supply chain efficiency:** Logistics ensures a smooth and efficient supply chain, minimising delays and reducing lead times. This efficiency is vital for businesses to meet consumer demand promptly and optimise production processes.

**Connectivity and accessibility:** Logistics networks enhance connectivity and accessibility, linking various regions and markets. This connectivity contributes to economic integration by enabling businesses to reach a wider customer base and fostering trade between states and regions.

**Cost reduction and competitiveness:** Efficient logistics operations contribute to cost reduction in transportation, storage, and distribution. This, in turn, enhances the competitiveness of businesses as they can offer products at competitive prices in the market.

**Job creation:** The logistics sector is a significant source of employment, providing jobs in transportation, warehousing, distribution, and related services. Job creation contributes to income generation and economic empowerment. Logistics and warehousing exhibition platform LogiMAT stated that the logistics industry in India, which is one of the largest employment sectors, currently provides livelihoods to over 22 million people. The sector is projected to add 1 crore jobs by 2027.

**Technology adoption:** The industry's embrace of technology (such as GPS tracking, RFID, and advanced analytics) improves operational efficiency, reduces costs, and enhances overall productivity. This technological advancement positively influences the broader economic landscape.

**Economic integration:** A well-developed logistics sector facilitates economic integration by connecting various economic zones and promoting a seamless flow of goods and services. This integration is essential for fostering a more robust and interconnected national economy.

### **Contribution of Logistics Industry to Economic Advancement**

With the pivotal role in driving economic progress by facilitating the efficient movement of goods and services across the supply chain, the logistics sector contributes around 13-14% to GDP and provides livelihood for more than 22 million people. It enables timely delivery, decreases costs, and enhances competitiveness, crucial for thriving businesses. Logistics boosts productivity and trade by improving connectivity infrastructure and adopting innovative technologies, thereby stimulating economic growth. Moreover, it fosters investment and supports various sectors, contributing significantly to GDP expansion. As a key enabler of trade and commerce, the logistics sector underpins economic development, enabling nations like India to harness their full potential and achieve sustainable progress.

According to an EY report titled 'India@100', India's GDP is estimated to be around US\$ 26 trillion in market exchange rate terms by 2047-48. The transportation and logistics sector are expected to play a crucial role in supporting the country's ambitious growth targets. As India aims to reach this milestone over the next 25 years, the transportation and logistics industry would be essential for enabling this growth as logistics cost as a % of GDP accounts for currently. The considerable expenses in the logistics industry can be ascribed to the fact that most freight movement in India depends on road transportation, which constitutes 66% of cargo in ton-kilometres. Rail transportation comes next with a share of 31%, whereas shipping and air transportation comprise only 3% and 1%, respectively. However, the distribution of freight transportation varies across sectors.

### **Government measures targeting India's logistics and supply chain industry**

India's logistics and supply chain industry is experiencing a major transformation, led by several government initiatives aimed at boosting the sector. Notably, implementing GST and recognising logistics as infrastructure status are two critical moves that have been instrumental in driving this change. Initiatives that have been implemented to streamline goods movement and reduce turnaround times are listed below.

**Dedicated freight corridors:** To facilitate the seamless transportation of goods and commodities across India, high-speed, large-capacity railway corridors – known as dedicated freight corridors – have been established. These corridors integrate state-of-the-art technology and improved infrastructure, promising enhanced efficiency, and effectiveness in logistics operations. As of January 2023, 1,724 kilometres of dedicated freight corridors have been completed. These corridors connect Delhi, Mumbai, Chennai, and Howrah, which are already part of the Indian Railways Network.

**Multi-modal logistics parks:** The development of multi-modal logistics parks is a strategic step towards providing comprehensive freight-handling facilities. Spread across at least 100 acres, these parks offer access to various modes of transportation, including road, rail, and air. They also provide advanced storage solutions such as mechanised warehouses, cold storage facilities, and essential services like customs clearance and quarantine zones. These parks aim to optimise logistics operations and enhance overall supply chain efficiency by lowering freight costs, warehouse expenses and vehicle congestion. Multi-modal logistics parks have been established at 35 important strategic sites, with a total investment of Rs. 50,000 crores. These parks facilitate smooth transportation of goods using various modes of transport.

**Parivahan portal:** To standardise processes and promote seamless information sharing across locations, the government has introduced the Parivahan portal. This digital platform encompasses 'SARATHI' for driving license processes and 'VAHAN' for vehicle registrations. Both functionalities are consolidated within a user-friendly mobile application, 'mParivahan.' This initiative streamlines administrative procedures and provides easy access to information related to registration cards and driver's licenses, facilitating smoother logistics operations.

**Introduction of e-way bill:** Implementing the e-way bill system mandates using electronic documentation for truckloads valued above Rs. 50,000. This digital documentation eliminates the need for physical paperwork and state boundary check posts, simplifying inter-state vehicle movement. The e-way bill initiative enhances logistics efficiency and expedites overall supply chain movement by shortening turnaround time and bureaucratic hurdles.

**GatiShakti:** PM GatiShakti, launched by the Prime Minister in October 2021, aims to improve logistics efficiency, and reduce costs by coordinating planning among different agencies. This initiative emphasizes breaking down barriers between departments, and integrating infrastructure and logistics networks. PM GatiShakti seeks to minimise disruptions and enhance efficiency by focusing on multi-modal connectivity and timely project completion. Through a National Master Plan, it intends to create an integrated transportation and logistics network, fostering value addition and generating job opportunities. The Prime Minister noted a capital expenditure of Rs. 7.5 lakh crore (USD 90.26 billion) in 2022-23 by the central government.

**National Logistics Policy:** The Indian government released the National Logistics Policy 2022 (NLP). NLP aims to boost economic growth by making the logistics sector more seamless and integrated. It plans to create a single-window e-logistics market and make MSMEs more competitive. This would lower logistics costs as a percentage of GDP.

**Logistics Efficiency Enhancement Programme (LEEP):** LEEP is designed to improve freight transport efficiency. Associated cost, transportation time, and logistics practices like goods transferring and tracking through infrastructure technology and process interventions.

**Trade facilitation:** The logistics industry plays a pivotal role in facilitating domestic and international trade. Efficient logistics networks enable the smooth movement of goods across borders, fostering trade relationships and contributing to economic growth.

## **To enhance trade facilitation and improve trade for logistics, the following steps have been taken:**

An Export-Import (EXIM) Logistics Group has been created.

The Ministry of Ports, Shipping and Waterways has developed a comprehensive plan for port connectivity. It aims to address infrastructure gaps at the first and last mile, ensuring smooth goods movement. Additionally, 60 projects by the Ministry of Road Transport and Highways (MORTH) and 47 by Indian Railways have been approved to strengthen port connectivity.

The Logistics Data Bank app monitors EXIM cargo, enhancing predictability, transparency, and reliability. This lowers logistics costs and reduces waste in the supply chain.

## **Navigating Growth: Outlook for Logistics Market's Steady Expansion Over Next Five Years**

The Indian logistics sector stands as one of the world's largest and plays a crucial role in driving economic growth. Following a 2% contraction in FY21, the market experienced a robust post-COVID recovery in FY22, witnessing a remarkable 14% growth and reaching a value of US\$435 billion. As per the projections from EY, a leading global consulting firm, the logistics market in India is poised to expand further, reaching US\$591 billion by FY27.

The report further states that in FY22, organised players represented only 5.5-6% of the logistics market segments, encompassing road transportation, warehousing, and supply chain services. However, organised players are anticipated to exhibit a notable CAGR of approximately 32% between 2022 and 2027. Consequently, their market share is expected to reach 12-15% by FY27. This transformation is expected to be led by organised players' capacity to provide integrated services, leverage network- and scale-driven efficiencies, and make substantial investments in technology and engineering. These efforts are projected to promote their market competitiveness and capture a larger share of customer business.

(Source: <https://www.ibef.org/research/case-study/transforming-india-s-logistics-sector-challenges-and-opportunities> )

## **INDIAN TRANSPORTATION INDUSTRY**

A good transportation system improves connectivity and contributes to a country's ongoing development. In India, the transportation system has been showing consistent improvement over the last few years. This blog looks at the improvements in public transportation across India and examines the government's initiatives aimed at advancing nationwide connectivity.

### **Public transportation in India**

#### **Railway Network**

As of FY22, Indian Railway network spans over 68,103 kilometres, up from 65,810 km in FY14. Indian Railways is the largest rail network in Asia and the world's second-largest network managed by a single administration. The Interim Budget 2024-25 allocated US\$ 30.8 billion (Rs. 2.55 lakh crore) to Indian Railways with focus on investing in the modernization of the railways. Further, the government plans to launch three railway corridor programs. These are:

- Energy, mineral, and cement corridor;
- Port connectivity corridor; and
- Busy railway routes corridors.

We expect these to further enhance the economic growth in the country.

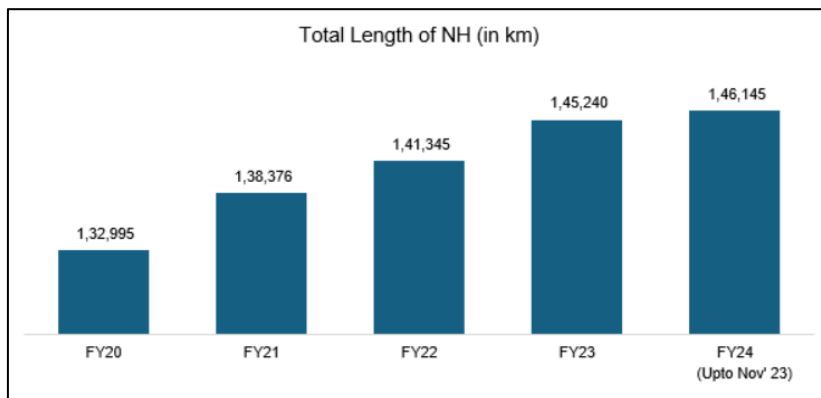
#### **Road Network**

The length of the road network in India is approximately 66.71 lakh km, second largest road connectivity in the world. India's road network is broadly classified into following three categories:

- National Highways: 1,46,145 km
- State Highways: 1,79,535 km
- Other Roads: 63,45,403 km

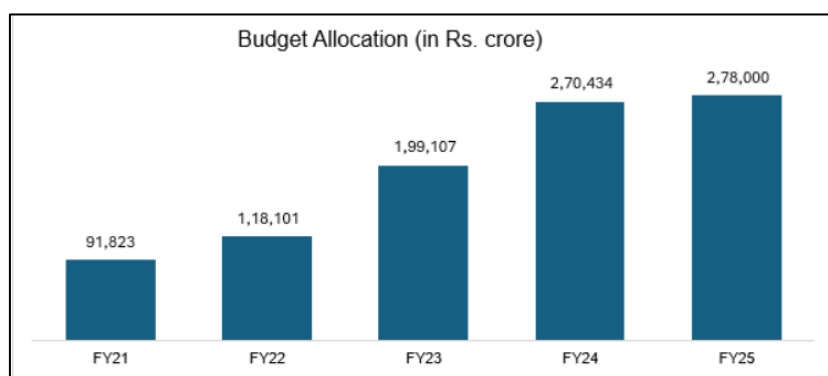
Indian government's corridor-based approach for developing highways led to a steady pace of National Highway (NH) construction between 2014-15 and 2023-24. During this period, the NH network increased by 60% to 1,46,145 km in 2023 from 91,287 km in 2014.

The length of NHs in the last five years evolved as follows.



The Interim Budget 2024-25 set aside US\$ 33.6 billion (Rs. 2,78,000 crore) for the Ministry of Road Transport and Highways (MoRTH) versus US\$ 32.7 billion (Rs. 2,70,434 crore) allocated in FY24.

### MoRTH: Five-year Budget Allocation

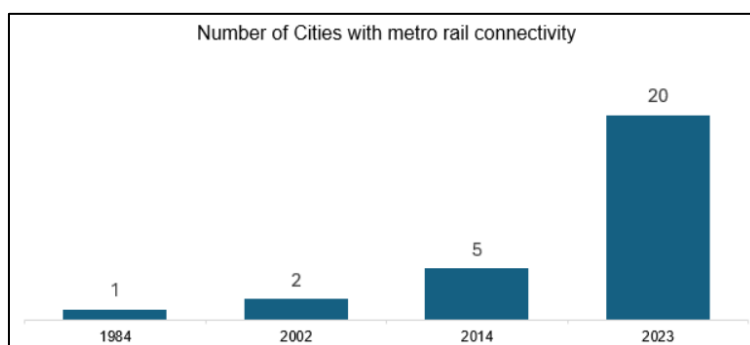


### Tolling Overview

The increasing road infrastructure means need for intelligent transportation systems, such as toll management systems and advanced traffic management systems. India is making progress in ensuring tolling systems are efficient, effective, and transparent. India is also following the global trend of using smart transportation systems. The establishment of Indian Highway Management Company Limited (IHMCL) and mandating of National Electronic Toll Collection (NETC) FASTag are making it easier to pay tolls digitally.

### Metro Network

Union Minister Shri Hardeep Singh Puri informed that as of 2023, ~874 km of metro rail is operational in 20 cities nationwide and about ~986 km is under construction in various cities. He further stated that India is moving closer to having the second-largest metro network in the world.



## **Government initiatives**

### **Bharatmala Pariyojana**

The Bharatmala Pariyojana was initiated with the primary objective of improving the efficiency of both goods and passenger transportation across the country. Phase 1 of the project was approved in October 2017 with the objective of fixing important road problems by building about 34,800 kilometres of national highways. This initiative focuses on improving highways to make sure they're all good quality and give people the same experience wherever they travel. Targeted roads under phase 1 are spread across 31 states and union territories. Among these, 27,384 km have been awarded for construction, with 15,045 km already completed. Phase I is expected to be completed by 2027-28.

The main elements of the Bharatmala pariyojana includes:

- Development of economic corridors
- Improvement of National Corridors' efficiency
- Construction of border and international connectivity roads
- Inter-corridor and feeder routes
- Coastal and port connectivity roads, and expressways.

### **Kochi Water Metro Project**

Kochi City, known as the commercial hub of Kerala and home to a major port, is encircled by 10 inhabited islands. The residents of these islands rely heavily on Kochi City for their livelihoods as well as for trade, commerce, healthcare, and education. Despite the availability of boat services connecting the city with many of the islands, these have irregular schedules and are unreliable. Hence, there is a proposal to establish a Metro Rail-like system to link the islands with the city, ensuring consistent and reliable transportation for islanders.

The objective is to enhance socio-economic conditions and encourage infrastructural development in the islands by providing a fixed-headway water metro service. The proposed project entails the deployment of 78 air-conditioned boats and the construction of 38 jetties, termed as water metro terminals, spread across 10 islands, and covering a 76-km route in the Vembanadu Lake (backwaters of Kochi). These state-of-the-art boats will offer safety, comfort, reliability, punctuality, and affordability, mirroring the standards set by the Kochi Metro Rail system. Moreover, the project aims to facilitate intermodal connectivity by linking water metro terminals with bus terminals, metro networks, railways, and other modes of transportation, thereby enhancing overall accessibility and convenience for commuters.

### **Vande Bharat**

There are 82 Vande Bharat train services as of January 31, 2024, operating throughout the Indian Railways system, linking states with broad gauge (BG) electrified networks. In addition, the inclusion of new train services, including Vande Bharat, and provision for stoppage of existing services are underway within the Indian Railways, contingent upon factors such as traffic demand, operational viability, and resource availability. Detailed records of revenue generated by specific trains or states are not systematically maintained.

### **Metro Neo Project**

Metro Neo, an innovative transportation system, is set to debut in India. It would be first implemented in Nasik by Maha Metro. The Detailed Project Report (DPR), compiled by Maha Metro, is pending clearance from the Union Cabinet. Promising a seamless experience with speed, reliability and cost-effectiveness, Metro Neo aims to deliver an international level experience like traditional metro systems.

This articulated/bi-articulated trolley bus system operates with overhead electric traction and features air-conditioned buses equipped with automatic door-closing mechanisms, level boarding facilities, comfortable seating, passenger announcement systems and electronic information displays. Phase I of the project encompasses 36 stations, covering 40 km, at a cost exceeding US\$ 1 billion (Rs. 8,650 crore), as per officials. Phase II, projected at over US\$ 810 million (Rs. 6,700 crore), will have 32 stations.

### **Ropeway Project**

Ropeways are becoming a popular way to travel, especially in hilly or hard-to-reach places. They're seen as safe and easy, especially for short trips. These can help ease traffic jams in urban centres also. Against this backdrop, the central

government is actively promoting ropeway development nationwide. The MoRTH oversees highway development and regulates the road transport sector throughout the country.

Several ropeway projects are under construction, including the Varanasi (Uttar Pradesh) route spanning 3.85 km. Bids have been invited for nine projects of around 36 km in length, including routes such as Gaurikund–Kedarnath (Uttarakhand), Govindghat–Ghangaria–Hemkund Sahib (Uttarakhand), Bijli Mahadev (Himachal Pradesh), Mahakal Temple in Ujjain (Madhya Pradesh), Dhosi Hill (Haryana) and Sangam (Prayagraj, Uttar Pradesh). Also, detailed feasibility studies are underway for another five projects covering approximately 22 km in length, including destinations such as Tawang (Arunachal Pradesh), Kamakhya Temple (Assam) and Kathgodam–Nainital (Uttarakhand).

### **Amrit Bharat Station Scheme**

The scheme aims to upgrade stations in a planned way, focusing on improving station infrastructure and making facilities better for passengers. These facilities include improving accessibility, installation of lifts/escalators as needed, cleanliness of waiting halls and restroom, provision of free Wi-Fi, promotion of local products through initiatives like 'One Station One Product', launch of executive lounges, establishment spaces for business meetings, landscaping and other necessary amenities personalized to the requirements of each station.

### **Prime Minister-eBus Sewa**

In August 2023, the central government launched the Prime Minister-eBus Sewa with the purpose of integrating electric buses into city bus operations. The scheme's estimated outlay is US\$ 6.9 billion (Rs. 57,613 crore). A total of 169 cities with populations of 3 lakh and above (based on the 2011 census) are eligible to participate in the scheme. The goal is to deploy 10,000 e-buses for city operations under a Public-Private Partnership (PPP) model, which includes support for developing the e-bus ecosystem to enhance last-mile connectivity.

### **Future of transport in India**

In India, different types of public transportation are important as the country has many different landscapes. As more people move to urban areas in India, it's expected that by 2030, over 600 million people will live in Indian cities. This shows how important city transportation is. The Vision 2025 plan aims to bring fast transportation systems to more than 50 cities by 2025.

Exploring the opportunity presented by the National Infrastructure Pipeline (NIP), the government is directing a substantial US\$ 6.93 billion into 50 innovative Urban Transport and Mass Rapid Transit System (MRTS) projects. With a steadfast commitment to achieving India's developed nation status by 2047, the government has allocated a substantial US\$ 26 billion for metro expansion and a notable US\$ 1.5 trillion for comprehensive infrastructure, including a resilient public bus network.

In the Interim Union Budget 2024-25, the Union Minister emphasized the creation of extra capacity through three key corridors. First, the focus is on developing energy, mineral and cement corridors, aimed at mitigating road pollution and reducing the cost of logistics. Second, there is a significant push from the authorities to enhance port connectivity, ensuring seamless access to ports via railways in a multimodal approach termed as 'Gati Shakti'. Third 'Amrit Chaturbhuj' initiative which is for busy train routes, kind of like the Golden Quadrilateral for roads. This project will add about 40,000 kilometres of new tracks, making trains more efficient and increasing capacity also reducing pollution. Railways have the potential to cut down on CO2 emissions by up to 90%, which will help the environment to a great level. These projects will make a big difference in India's economy by making things work better, faster, and in a way that's good for the environment.

(Source: <https://www.ibef.org/blogs/enhancing-public-transport-steps-taken-by-the-indian-government-to-strengthen-nationwide-connectivity> )

## OUR BUSINESS

*Some of the information in this section, including information with respect to our business plans and strategies, contains forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” on page 20 for a discussion of the risks and uncertainties related to those statements, the section “Risk Factors” on page 29 for a discussion of the risks that may affect our business, financial condition, or results of operations, and “Restated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Result of Operations” on pages 180 and 215 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 Company was originally formed as a partnership firm under the name and style of “Blue Water Logistics” on April 16, 2010. Thereafter, our firm was converted into a Private Limited Company “Blue Water Logistics Private Limited” on August 22, 2022, pursuant to the provisions of Chapter XXI of the Companies Act and a fresh Certificate of Incorporation dated August 22, 2022. Subsequently, our Company was converted into Public Limited Company and name of the Company was changed from “Blue Water Logistics Private Limited” to “Blue Water Logistics Limited” vide a fresh Certificate of Incorporation dated July 25, 2024. Hence, the figures, amounts, ratios and financial information of the Company wherever presented only for the financial year 2022-23 includes the combined amount pertaining to erstwhile partnership firm i.e., Blue Water Logistics from April 01, 2022 till August 31, 2022 and pertaining to Blue Water Logistics Private Limited for the period from September 01, 2022 till March 31, 2023. For further information, please refer section titled “Financial Information” on page 180 of this Draft Red Herring Prospectus.*

*Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements for the period ended on September 30, 2024 and for the Financial Years ended on March 31, 2024, 2023 and 2022 included in this Draft Red Herring Prospectus. For further information, see “Restated Financial Statements” beginning on page 180 of this Draft Red Herring Prospectus.*

### OVERVIEW

Our Company is engaged in the business of providing logistics and supply chain solutions to our customers. Our key services include freight forwarding, custom clearance and transportation handling services. We are a Multimodal Transport Operator registered under the Multimodal transportation of Goods Act 1993 to carry on the business of multimodal transportation.

We operate from our registered office situated in the city of Hyderabad and through 5 branch offices situated in the city of Chennai, Delhi, Jaipur, Visakhapatnam and Thane, respectively. For more details of our properties, please see ‘*Our Properties*’ as mentioned below in this chapter of the Draft Red Herring Prospectus. We majorly provide services to our customers who are engaged in imports and exports of different commodities. Over the years, we have served our customers in different industries including confectionary products, chemicals, crockery, natural stones, textile, electronics and fitness equipments.

In the course of our business operations, we arrange various goods transportation services, including arranging commercial vehicles, air freight space, rail transport, and, when necessary, warehouse/ custom freight station facilities for the storage and handling of goods. As of December 01, 2024, we own 20 commercial vehicles used for diverse transportation purposes. Further, we also intend to purchase 20 commercial vehicles as one of the Objects of this Issue. For further details on the costs and commercial vehicles details, please see chapter titled “*Objects of the Issue*” on page 86 of this Draft Red Herring Prospectus. Access to such large vehicle network enables us to scale our business as the demand increases and also cater to various business opportunities.

We started the business of freight forwarding and logistics in the year 2010 in the form of a partnership firm i.e., Blue Water Logistics. Our promoter directors, Mr. Laxmi Narayan Mishra and Mr. Lalit Panda, founded the partnership firm in the year 2010. Later in the year 2017, our business was led by our other promoter directors, Ms. Madhusmita Mohanty and Ms. Supriya Mishra. Since our inception, we have enhanced our capabilities and expanded our presence in India. For the period ended September 30, 2024 and for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022, we have provided our services in different regions of India including Telangana, Gujarat, Maharashtra, Rajasthan, Andhra Pradesh, Tamil Nadu, Delhi, Punjab, Karnataka, Uttar Pradesh, Madhya Pradesh, Odisha also including services in foreign countries like Africa, Singapore and UAE. For further details on the country-wise and state-wise revenue generated by our Company, please see ‘*Revenue Break-up*’ as mentioned below in this chapter of the Draft Red Herring Prospectus. The consistent growth of our Company can largely be attributed to the expertise and the experience of our promoter directors. With their understanding of the logistics industry and strong business ability, they have successfully led the Company to expand both its market presence and revenue streams. We believe their leadership and focus on operational

matters have been instrumental in the growth of our Company. For further details on the complete profile of our promoter directors, please see the chapter titled “Our Management” on page 157 of this Draft Red Herring Prospectus.

We have also associated with different international logistics network platforms like JCTrans and Global Logistics Alliance to facilitate international logistics. Further, we can issue house bill of lading for the consignments moving as per customers’ requirements or as per our planning through such agency arrangements which provides an additional layer of security to our customers for their goods moving from India to other countries or vice-versa.

We are a valid participant under FIATA Group Bond Programme. FIATA Group Bond Programme is partnered by M/s. Avalon and the International Federation of Freight Forwarders Associations (FIATA) to provide a group Non-Vessel Operating Common Carrier (NVOCC) bond. The Federal Maritime Commission (FMC) requires that all unlicensed and non-US based NVOCCs obtain proof of financial responsibility in the amount of \$150,000/-. Through this programme, the bond is underwritten by Southwest Marine and General Insurance as surety which meets the FMC’s financial responsibility requirement of all NVOCCs. We are also an allied member of Federation of Freight Forwarders’ Associations in India. We have been accredited with ISO 9001:2015, a quality management system certificate for providing all kind of logistics services. We have also received certificate of accreditation from International Air Transport Association (IATA) certifying our commitment to meet their professional standards to promote, sell and handle international air cargo transportation.

### Key Performance Indicators of our Company

(₹ in Lakhs, otherwise mentioned)

| Key Financial Performance                   | For the Period ended September 30, 2024 | For the Year Ended March 31, 2024 | For the Period September 1, 2022 to March 31, 2023* | For the Period Ended August 31, 2022 | For the Year Ended March 31, 2022 |
|---|---|-----------------------------------|---|--------------------------------------|-----------------------------------|
| Revenue from Operations <sup>(1)</sup>      | 8,129.47                                | 13,867.37                         | 9,798.24  | 8,466.90                             | 15,840.90                         |
| EBITDA <sup>(2)</sup>                       | 638.03                                  | 1,049.96                          | 382.95  | 235.01                               | 450.29                            |
| EBITDA Margin (%) <sup>(3)</sup>            | 7.85%                                   | 7.57%                             | 3.91%   | 2.78%                                | 2.84%                             |
| PAT   | 342.59                                  | 594.05                            | 154.06  | 104.31                               | 243.77                            |
| PAT Margin (%) <sup>(4)</sup>               | 4.21%                                   | 4.28%                             | 1.57%   | 1.23%                                | 1.54%                             |
| Return on Equity (%) <sup>(5)</sup>         | 26.54%                                  | 62.66%                            | 43.51%  | 19.84%                               | 27.70%                            |
| Debt to Equity Ratio (times) <sup>(6)</sup> | 2.24                                    | 1.82                              | 5.31  | 3.35                                 | 1.99                              |
| Current Ratio (times) <sup>(7)</sup>        | 1.67                                    | 1.45                              | 1.38  | 1.33                                 | 1.55                              |

\*Figures for Financial Year 2022-23 have been bifurcated for presentation purpose.

Notes: As certified by our Statutory Auditors by their certificate dated January 10, 2025.

#### Explanation of KPIs:

- (1) Revenue from operations means the revenue from operations as appearing in the restated financial information.
- (2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses – Other Income.
- (3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.
- (4) PAT Margin is calculated as PAT for the year divided by revenue from operations.
- (5) Return on Equity is calculated by comparing the proportion of net income against the amount of average shareholder equity.
- (6) Debt to Equity ratio is calculated as Long Term Debt + Short Term Debt divided by equity.
- (7) Current Ratio is calculated by dividing Current Assets to Current Liabilities.



## OUR KEY SERVICES



### 1. Ocean Freight

Ocean freight is a tested mode of bulk transport across international waters, as it is generally cheaper than air freight and reliable mode of transporting goods. We understand the customer's requirement and accordingly our team provides them logistics solutions which best suits their business needs and meets their schedules. By leveraging our network with liners and shipping companies, we are able to secure cargo space and command reasonable prices for the movement of cargo from one country to another. This helps us in offering flexible ocean freight forwarding solutions built as per our customer's requirements.

Every single booking of ocean transport has its own pricing structure according to the size and need of the customer. This also depends on different shipment commodities and shipment regions. Our scope of services under this segment includes:

- Full Container Load (FCL) <sup>(1)</sup>
- Less Container Load (LCL) <sup>(2)</sup>
- Delivered Duty Paid (DDP) <sup>(3)</sup>
- Delivered at Place (DAP) <sup>(4)</sup>
- Cargo pick-up from customer warehouses
- Foreign to Foreign freight services

<sup>(1)</sup> When a single shipper uses an entire container for their cargo.

<sup>(2)</sup> A shipping method that allows shippers to transport small shipments by sharing a portion of a shipping container with other shippers.

<sup>(3)</sup> Delivered Duty Paid (DDP) means the seller is responsible for delivering the goods to the agreed-upon location, and paying all import duties and taxes. The buyer is not responsible for any additional costs beyond the agreed-upon price.

<sup>(4)</sup> Delivered-at-place (DAP) means the seller is responsible for delivering the goods to the agreed-upon location, but the buyer is responsible for paying import duties and taxes, and unloading the goods.

### 2. Surface Freight & Railway Freight

We provide competitive goods transport service using both our own fleet of vehicles and also by arranging through our connections with entities with required vehicles for goods transporting thereby providing our customers with door-to-door transport solution for their cargo. As of December 01, 2024, we own 20 commercial vehicles used for diverse transportation purposes. For further details on the commercial vehicles model and its chassis number, please see disclosure 'Our Equipments' as mentioned below in this chapter of the Draft Red Herring Prospectus.

Rail freight is another reliable and efficient mode of transport for the speedy movement of valuable cargo. We provide rail freight services exclusively for customs-bound goods, which are transported directly to ports. Typically, when a customer has goods designated for export, the necessary customs documentation for these goods is processed first. Once the customs clearance is completed, if required, we facilitate the transportation of these goods to the designated port via railway, ensuring a secure and timely delivery for onward shipment.

### **3. Air Freight**

We also offer air freight solutions to our customers. Usually time-sensitive goods, high-value products or perishable items are dealt in air freight services. We provide air freight rates for both export and import shipments from and to India. We do not have any direct agreement with any airlines for space bookings, although we carry our services through our network of alliances which ultimately include companies who regularly deals with airlines on day-to-day basis which adds to our capabilities to handle consignments ranging from small and large shipments to different destinations. Our scope of services under this segment includes:

- Delivered Duty Paid (DDP)
- Delivered at Place (DAP)
- Cargo pick-up from customer warehouse
- Foreign to Foreign freight services

### **4. Custom House Clearance**

Our scope of services in customs clearance work involves preparation and submission of documentations required to facilitate exports from the country or imports into the country, representing client during customs examination, assessment, payment of duty and taking care of the delivery of cargo from customs after clearance along with documents. We have over the years made mutual beneficial relationships with Customs House Agents (CHA's) to undertake the custom clearance on our behalf.

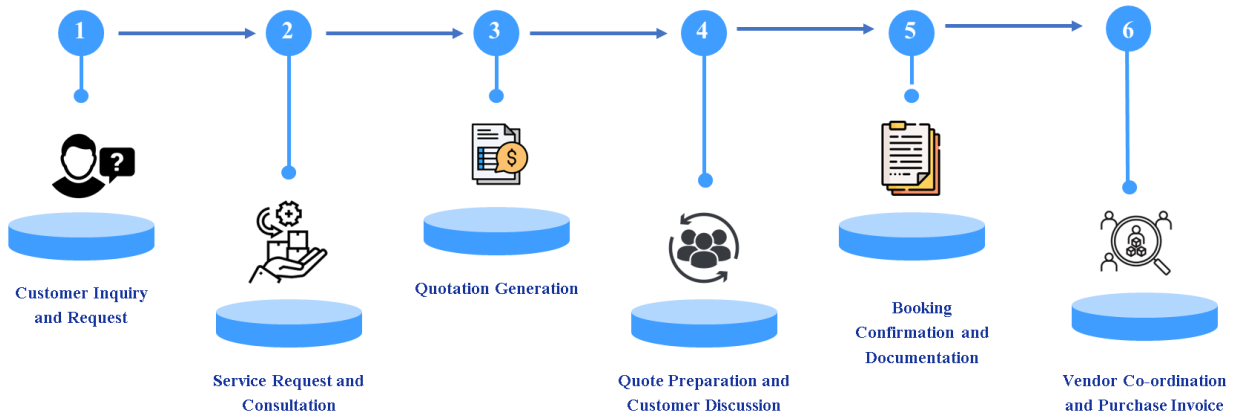
Our detailed scope of services under this segment includes:

- Preparing documentation for custom clearance
- Receiving / movement of goods
- Examination of shipments
- Custom clearance of the import cargo at the port of entry through CHA
- Port handling and arranging bonded warehouse as and when required by the customer
- Reconciliation of the contract after completion of import
- Providing appropriate suggestion to the customer on documentation of purchase order, contract, invoice and packing list to make the document compatible with the Indian customs authorities for easy clearance
- Handling of stuffing and de-stuffing at ports

### **5. Other Value-Added Services**

Over the years, our Company has evolved by adding value-added services to our portfolio, ensuring to meet our customers' needs more effectively. One of such services includes container handling, where our personnel oversee the entire process, including loading, unloading, stacking, unstacking, storing, and maintaining containers at customs ports. We also arrange the necessary labour to carry out these tasks efficiently based on specific requirements. In the year 2024, we also started to include fumigation for containers and vehicles used for transportation purposes. This service ensures the thorough cleaning and treatment of containers to meet regulatory standards, maintaining the safety and hygiene of the logistics process.

## PROCESS DESCRIPTION FOR WORK ORDERS



### 1. Customer inquiry and request

Customers from various industries approach us to transport their goods either from India to a foreign country or import goods into India from another country. These customers typically reach out with specific transport requirements based on their industry needs.

### 2. Service request and consultation

Upon receiving an inquiry, a service request is raised by the customer. The sales team then reviews the request and suggests the most suitable solutions based on the nature of the goods, the destination, and the customer's requirements. These services include sea export/ import, air export/ import or multimodal transportation.

### 3. Quotation generation

Once the type of service is identified, the sales manager works closely with the pricing team to obtain a quote for the requested services. The pricing team provides detailed information regarding the purchase cost of services, including the rate list for the services, the estimated duration for transport, and other relevant details regarding the transport process.

### 4. Quote preparation and customer discussion

After receiving the purchase quotes, the sales manager adds a margin percentage to the base cost and prepares a final quotation for the customer. This quote includes the total cost, expected timelines, and a breakdown of services offered. The sales manager discusses this quote with the customer, and once mutually agreed upon, the final price is confirmed via official communication.

### 5. Booking confirmation and documentation

Upon receiving customer confirmation for the booked services, the necessary documentation is prepared. This includes:

- List of services being provided
- Port of delivery
- Tonnage of the shipment
- Estimated duration of delivery
- Time of delivery
- Required documentation

After finalizing all the details, a sales invoice is raised to formalize the transaction and ensure proper record-keeping.

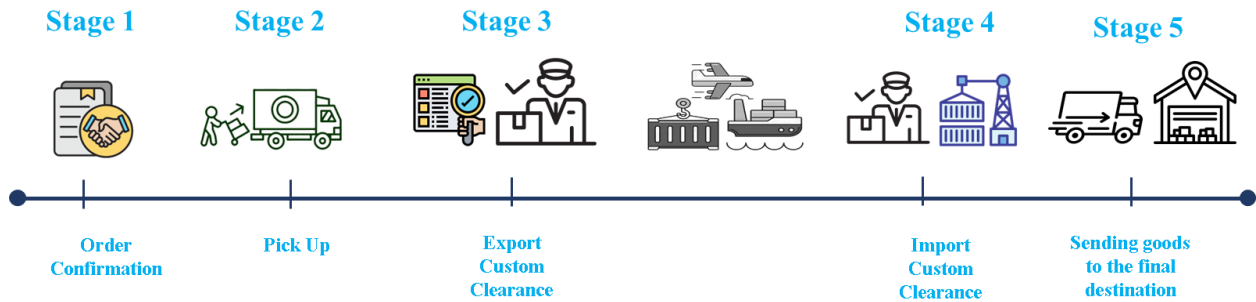
### 6. Vendor co-ordination and purchase invoice

Following the customer's confirmation, the purchase department takes charge of finalizing the logistics process. They confirm the following details with the relevant vendors:

- Port of delivery
- Tonnage of the shipment
- Estimated duration
- Time of delivery

Once confirmed, a purchase invoice is generated in the company's system, ensuring costs and services are accurately recorded for both customer and vendor transactions.

## PROCESS DESCRIPTION FOR FREIGHT FORWARDING



### 1. Pick-up of goods

The process begins with the order confirmation. Upon confirmation the containers are arranged and loaded on trucks for pick-up, based on the volume and nature of the cargo. These containers are then sent to the customer-designated location, with delivery scheduled according to the customer's convenience. At the customer's facility, the goods are prepared for shipment, and in cases where clients have obtained self-sealing permissions from customs offices, the sealing process occurs directly on-site. This sealing is conducted under the supervision of a customs officer to ensure compliance with all relevant regulations. The goods are securely sealed in containers to prevent tampering or loss during transit, ensuring their safety until delivery.

### 2. Custom verification

Once the goods are sealed, they are taken to the customs office for verification. Customs authorities inspect the goods to ensure they comply with relevant import/export regulations. This verification process includes reviewing documents such as invoices, shipping declarations, and permits. Once approved, the goods are cleared for shipment, and customs documentation is processed.

### 3. Loading/unloading

After customs clearance, the containers are transported to the loading docks, where the goods are either loaded onto the appropriate transportation (e.g., trucks, trains, ships, etc.) for delivery or unloaded for storage, depending on the next stage of their journey. This step involves careful handling to ensure the goods are not damaged and are securely packed for the next phase of transportation.

### 4. Sending goods to the final destination

Once the goods are loaded onto the transportation vehicle, they are sent on their way to the customer's destination. The route is chosen based on the customer's specified delivery location to ensure timely and safe delivery. Upon arrival, the goods are unloaded at the customer's facility, completing the freight process.

**REVENUE BREAK-UP\***

a) Following is our revenue bifurcation on the basis of our services for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022, respectively:

(₹ in lakhs)

| Particulars                       | For the period ended on September 30, 2024 |               | FY 2023-24              |               | FY 2022-23              |               | FY 2021-22              |               |
|-----------------------------------|--|---------------|-------------------------|---------------|-------------------------|---------------|-------------------------|---------------|
|                                   | Revenue from Operations                    | %             | Revenue from Operations | %             | Revenue from Operations | %             | Revenue from Operations | %             |
| Ocean Freight                     | 6808.90                                    | 83.76         | 10574.78                | 76.26         | 15400.42                | 84.32         | 12826.96                | 80.97         |
| Surface Freight & Railway Freight | 508.63                                     | 6.26          | 1665.68                 | 12.01         | 1182.60                 | 6.47          | 1014.30                 | 6.40          |
| Air Freight                       | 75.37                                      | 0.93          | 153.34                  | 1.11          | 772.38                  | 4.23          | 1162.73                 | 7.34          |
| Custom House Clearance            | 736.57                                     | 9.06          | 1473.57                 | 10.63         | 909.75                  | 4.98          | 836.91                  | 5.28          |
| <b>Total</b>                      | <b>8129.47</b>                             | <b>100.00</b> | <b>13867.37</b>         | <b>100.00</b> | <b>18265.14</b>         | <b>100.00</b> | <b>15840.90</b>         | <b>100.00</b> |

b) Following is our industry-wise revenue bifurcation for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022, respectively:

(₹ in lakhs)

| Particulars        | For the period ended on September 30, 2024 |               | FY 2023-24              |               | FY 2022-23              |            | FY 2021-22              |               |
|--------------------|--|---------------|-------------------------|---------------|-------------------------|------------|-------------------------|---------------|
|                    | Revenue from Operations                    | %             | Revenue from Operations | %             | Revenue from Operations | %          | Revenue from Operations | %             |
| Freight Forwarding | 2853.84                                    | 35.10         | 4760.79                 | 34.33         | 4275.99                 | 23.41      | 4092.20                 | 25.83         |
| Confectionery      | 2015.22                                    | 24.79         | 2589.59                 | 18.67         | 3169.25                 | 17.35      | 2285.25                 | 14.43         |
| Crockery           | 632.68                                     | 7.78          | 1044.73                 | 7.53          | 1690.03                 | 9.25       | 657.91                  | 4.15          |
| Manufacturing      | 515.09                                     | 6.34          | 2212.99                 | 15.96         | 1595.49                 | 8.74       | 1087.26                 | 6.86          |
| Chemicals          | 472.20                                     | 5.81          | 763.46                  | 5.51          | 2109.17                 | 11.55      | 1272.91                 | 8.04          |
| Pharma             | 463.86                                     | 5.71          | 527.16                  | 3.80          | 1276.01                 | 6.99       | 1537.83                 | 9.71          |
| Pulp & Paper       | 371.47                                     | 4.57          | 552.22                  | 3.98          | 907.86                  | 4.97       | 1629.90                 | 10.29         |
| Natural Stone      | 231.18                                     | 2.84          | 446.11                  | 3.22          | 1262.72                 | 6.91       | 771.66                  | 4.87          |
| Lubricants         | 168.51                                     | 2.07          | 14.90                   | 0.11          | 54.00                   | 0.30       | 75.86                   | 0.48          |
| Textile            | 140.20                                     | 1.72          | 423.25                  | 3.05          | 420.64                  | 2.30       | 962.65                  | 6.08          |
| Automobile         | 120.05                                     | 1.48          | 218.08                  | 1.57          | 1078.74                 | 5.91       | 817.19                  | 5.16          |
| Fitness Equipment  | 75.28                                      | 0.93          | 135.55                  | 0.98          | 158.66                  | 0.87       | 254.17                  | 1.60          |
| Electronics        | 62.79                                      | 0.77          | 172.36                  | 1.24          | 240.39                  | 1.32       | 359.22                  | 2.27          |
| Diary Product      | 3.73                                       | 0.05          | 0.00                    | -             | 0.00                    | -          | 0.00                    | -             |
| Agri Products      | 3.37                                       | 0.04          | 6.18                    | 0.04          | 26.17                   | 0.14       | 36.89                   | 0.23          |
| <b>Total</b>       | <b>8129.47</b>                             | <b>100.00</b> | <b>13867.37</b>         | <b>100.00</b> | <b>18265.14</b>         | <b>100</b> | <b>15840.90</b>         | <b>100.00</b> |

c) Following is our country-wise revenue bifurcation for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022, respectively:

(₹ in lakhs)

| Particulars | For the period ended on September 30, 2024 | FY 2023-24 | FY 2022-23 | FY 2021-22 |
|-------------|--|------------|------------|------------|
|-------------|--|------------|------------|------------|

|              | Revenue from Operations | %             | Revenue from Operations | %             | Revenue from Operations | %             | Revenue from Operations | %             |
|--------------|-------------------------|---------------|-------------------------|---------------|-------------------------|---------------|-------------------------|---------------|
| India        | 7987.69                 | 98.26         | 13668.08                | 98.56         | 16460.19                | 90.12         | 15451.96                | 97.54         |
| Hong Kong    | 25.75                   | 0.32          | 14.72                   | 0.11          | 83.50                   | 0.46          | -                       | -             |
| Mexico       | 79.81                   | 0.98          | -                       | -             | -                       | -             | -                       | -             |
| Singapore    | 16.32                   | 0.20          | -                       | -             | 88.43                   | 0.48          | 85.97                   | 0.54          |
| UAE          | 15.43                   | 0.19          | 55.47                   | 0.40          | 148.48                  | 0.81          | 60.53                   | 0.38          |
| Others*      | 4.47                    | 0.05          | 129.10                  | 0.93          | 1484.54                 | 8.13          | 242.44                  | 1.53          |
| <b>Total</b> | <b>8129.47</b>          | <b>100.00</b> | <b>13867.37</b>         | <b>100.00</b> | <b>18265.14</b>         | <b>100.00</b> | <b>15840.90</b>         | <b>100.00</b> |

\*These include regions like Africa, Bahrain, United Kingdom, USA, Canada, China, Denmark, France, Sri Lanka, Spain.

d) Following is our state-wise revenue bifurcation for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022, respectively:

(₹ in lakhs)

| Particulars                                       | For the period ended on September 30, 2024 |               | FY 2023-24              |               | FY 2022-23              |               | FY 2021-22              |               |
|---|--|---------------|-------------------------|---------------|-------------------------|---------------|-------------------------|---------------|
|   | Revenue from Operations                    | %             | Revenue from Operations | %             | Revenue from Operations | %             | Revenue from Operations | %             |
| Telangana   | 3365.29                                    | 42.13         | 6551.52                 | 47.93         | 8903.76                 | 54.09         | 9875.02                 | 63.91         |
| Gujarat   | 2411.79                                    | 30.19         | 3939.30                 | 28.82         | 3093.62                 | 18.79         | 2587.74                 | 16.75         |
| Maharashtra                                       | 878.04                                     | 10.99         | 1419.09                 | 10.38         | 1324.94                 | 8.05          | 649.54                  | 4.20          |
| Rajasthan   | 421.74                                     | 5.28          | 432.30                  | 3.16          | 819.97                  | 4.98          | 608.16                  | 3.94          |
| Andhra Pradesh                                    | 282.16                                     | 3.53          | 248.33                  | 1.82          | 766.14                  | 4.65          | 594.16                  | 3.85          |
| Uttar Pradesh                                     | 244.29                                     | 3.06          | 266.40                  | 1.95          | 212.73                  | 1.29          | 79.03                   | 0.51          |
| Uttarakhand                                       | 215.84                                     | 2.70          | 215.18                  | 1.57          | 0.92                    | 0.01          | 0.00                    | -             |
| Delhi   | 71.44                                      | 0.89          | 119.35                  | 0.87          | 208.14                  | 1.26          | 239.53                  | 1.55          |
| Karnataka   | 30.79                                      | 0.39          | 113.78                  | 0.83          | 635.64                  | 3.86          | 184.96                  | 1.20          |
| Madhya Pradesh                                    | 23.19                                      | 0.29          | 104.66                  | 0.77          | 63.64                   | 0.39          | 23.09                   | 0.15          |
| Tamil Nadu  | 15.14                                      | 0.19          | 55.95                   | 0.41          | 246.23                  | 1.50          | 306.14                  | 1.98          |
| Punjab  | 12.65                                      | 0.16          | 29.52                   | 0.22          | 37.57                   | 0.23          | 194.06                  | 1.26          |
| Chattisgarh                                       | 8.28                                       | 0.10          | 14.16                   | 0.10          | 2.49                    | 0.02          | 7.03                    | 0.05          |
| Odisha  | 3.58                                       | 0.04          | 69.61                   | 0.51          | 17.84                   | 0.11          | 36.96                   | 0.24          |
| Haryana   | 2.52                                       | 0.03          | 35.28                   | 0.26          | 65.25                   | 0.40          | 37.60                   | 0.24          |
| Jharkhand   | 0.48                                       | 0.01          | 35.74                   | 0.26          | 0.00                    | -             | 0.00                    | -             |
| West Bengal                                       | 0.48                                       | 0.01          | 12.67                   | 0.09          | 24.23                   | 0.15          | 3.37                    | 0.02          |
| Bihar   | 0.00                                       | -             | 2.83                    | 0.02          | 0.00                    | -             | 0.00                    | -             |
| Chandigarh  | 0.00                                       | -             | 0.37                    | 0.00          | 0.00                    | -             | 0.00                    | -             |
| Goa   | 0.00                                       | -             | 1.97                    | 0.01          | 0.00                    | -             | 0.00                    | -             |
| Himachal Pradesh                                  | 0.00                                       | -             | 0.00                    | -             | 0.00                    | -             | 0.15                    | 0.00          |
| Kerala  | 0.00                                       | -             | 0.05                    | 0.00          | 12.35                   | 0.08          | 4.96                    | 0.03          |
| Sikkim  | 0.00                                       | -             | 0.00                    | -             | 24.72                   | 0.15          | 20.47                   | 0.13          |
| <b>Total (Revenue from operations from India)</b> | <b>7987.69</b>                             | <b>100.00</b> | <b>13668.08</b>         | <b>100.00</b> | <b>16460.19</b>         | <b>100.00</b> | <b>15451.96</b>         | <b>100.00</b> |

e) Following is our bifurcation of revenue generated by different business models we cater to, for the period ended on September, 2024 and for the financial years ending March 31, 2024, 2023 and 2022:

(₹ in lakhs)

| Particulars  | For the period ended on September 30, 2024 |               | FY 2023-24              |               | FY 2022-23              |               | FY 2021-22              |               |
|--------------|--|---------------|-------------------------|---------------|-------------------------|---------------|-------------------------|---------------|
|              | Revenue from Operations                    | %             | Revenue from Operations | %             | Revenue from Operations | %             | Revenue from Operations | %             |
| B2C          | 4846.06                                    | 59.61         | 8223.50                 | 59.30         | 13712.45                | 75.07         | 12319.51                | 77.77         |
| B2B          | 3283.42                                    | 40.39         | 5643.88                 | 40.70         | 4552.69                 | 24.93         | 3521.40                 | 22.23         |
| <b>Total</b> | <b>8129.47</b>                             | <b>100.00</b> | <b>13867.37</b>         | <b>100.00</b> | <b>18265.14</b>         | <b>100.00</b> | <b>15840.90</b>         | <b>100.00</b> |

\*As certified by our Statutory Auditors pursuant to their certificate dated January 10, 2025.

## OUR STRENGTHS

We believe that the following competitive strengths have contributed to our business growth and will continue to drive our success.

### 1. Well established relationship with clients

Our Company through regular communication and flexible logistics solutions, have a client base who provide us repeated business for their different logistics needs. The revenue generated from such repeated customers as a percentage of total revenue from operations for the ended on September 30, 2024 and for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022, respectively are 91.68%, 93.27%, 91.66%, and 87.63% of the total revenue from operations. This relationship with clients has been important for us to sustain competition in the industry. By regularly meeting with our clients, we gain a deep understanding of their requirements and provide tailored solutions, whether through multimodal transport or other efficient methods. Our priority is to ensure that goods reach their destinations on time and in optimal condition. The repetition of orders is basically owing to the quality of the service we provide and also the healthy relationship we maintain. We understand that our industry is highly competitive and maintaining healthy relationship with our clients will help us to be in the competition.

### 2. Leveraging the experience of our Promoters and Directors

Our Promoters, Chairman and Whole-Time Director, Mr. Laxmi Narayan Mishra and our Managing Director, Mr. Lalit Panda have over 13 years and 7 years of experience each in the logistics industry. Their experience helps to give us an advantage of industry knowledge, maintaining good relationship with clients and suppliers and making better decisions. The vision and growth strategies of our company have been shaped by their expertise, which has guided our approach to navigating market challenges and seizing new opportunities. We believe their expertise lies in strategic planning, team management, business development, business strategy, sales management and competitive analysis. We believe that our team is well-equipped to understand the market dynamics, customer needs, shifts in supply and demand and emerging trends in the industry.

### 3. Wide customers portfolio across different industry verticals

As of September 30, 2024, we have successfully served a diverse range of customers spanning across various industries, including chemicals, confectionery, crockery, pharma, paper, automobile, textile, electronics, fitness equipment and agricultural products. Each of these sectors presents unique challenges, and our ability to cater to such varied industries demonstrates our operational efficiency and versatility in addressing their specific logistics needs. Furthermore, during the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022, respectively, we have welcomed 92, 209, 143 and 164 new customers and the revenue generated as a percentage of total revenue from operations from such customers accounted for 8.32%, 6.73%, 8.34% and 12.37 of our total revenue from operations. We believe that effective relationship management has played a crucial role in not only attracting new clients but also in fostering our existing relationships with customers and has contributed to the growth and sustainability of our business.

### 4. Wide range of logistics services

As a multimodal transport operator, we are equipped to offer a comprehensive range of logistics services, customized to meet the varied and evolving needs of our clients. Our service offerings encompass ocean freight forwarding, customs

clearance, transportation, and other value-added services such as fumigation services, container handling services, all designed to optimize service levels, reduce operational costs, and enhance the quality of our clients' supply chains. With a robust logistics and transportation network, coupled with a diversified service portfolio, we are able to provide end-to-end solutions that ensure the seamless movement of goods across borders and regions. This integrated approach enables us to offer flexibility and efficiency, helping our clients navigate the complexities of their supply chains.

## **5. Domestic and Global Network**

Since we operate in a globalized economy, it is essential for businesses to expand their reach and customer base across countries and sometimes across borders to compete in the market. Thus, to transport their products to these different markets whether within countries or across borders, they need to hire logistics services to assist them. We operate through different agents for providing our services in overseas locations. We take advantage of these opportunities as we provide the services to our customer base which are diversified across India and around the globe and we also provide cross country logistic services. This ensures an opportunity to expand our customer base in the future. For further details regarding our country-wise and state wise revenue generated during the period ended September 30, 2024 and for the financial years ended on March 31, 2024, March 31, 2023, March 31, 2022, respectively, please see the revenue break-up table as disclosed below in this chapter of the Draft Red Herring Prospectus.

## **OUR STRATEGIES**

The following are the key strategies of our Company for its business:

### **1. Enhance operational controls to ensure timely delivery**

We continue to focus on enhancing operational controls and cost efficiencies through optimal freight mix and cost management. To meet these objectives, we proposed to utilize part of the Net Proceeds amounting to Rs. 1,051.73 Lakhs towards purchase of 20 commercial vehicles and its body building which will add to our own fleet of vehicles. We believe that operating our owned vehicles enables us to reduce hiring and operational costs. In addition, availability of outsourced vehicles may be uncertain during periods of high demand. Our fleet of owned vehicles therefore allows us to reduce dependence on outsourced vehicles, improve our service quality and maintain our reputation for reliable and timely delivery of consignments. Our Company will also obtain all required national permits for the passage of such commercial vehicles.

### **2. Enhance connections with our suppliers and customers**

We believe that maintaining strong relationships with both our suppliers and customers is essential for the growth and success of our Company. Our focus on open communication, trust, and reliability has helped us build lasting partnerships over the years. Through a dedicated approach and efficient, timely service delivery, we have established reliable connections that are vital to our business. Creating mutually beneficial, long-term relationships with strategic suppliers is key to improving performance across the supply chain. By collaborating closely with our suppliers, we ensure the consistent quality and timely availability of resources, which enhances our ability to serve customers effectively. Relationship management is critical in driving cost efficiency, improving operations, and meeting the needs of the market. The growth of our business is a direct result of these relationships, and we are committed to nurturing them to support future expansion.

### **3. Focus on quality**

Our Company intends to focus on adhering to the quality of our services. We have been accredited with ISO 9001:2015, a quality management system certificate for providing all kind of logistics services. This is necessary to make sure that we maintain high-quality standards for our services and get repeat orders from our customers and we can create a long-term relationship with them. This will also aid us in enhancing our brand value and further increase our business.

### **4. Focus on increase in volume of sales**

As a part of our growth strategy our focus is on increasing sales volume through business expansion. We believe that our growth in local market can fetch us new business expansion and opportunities. We primarily provide our services to several domestic clients involved in import and export activities. Our focus is on expanding our operations into new markets, which will present valuable opportunities to grow our client base and increase revenues. This will offer our clients greater flexibility and scalability in their operations, while also improving cost efficiencies. We expect that focusing on a few clients will allow us to manage and allocate our resources efficiently and enhance our ability to provide customized solutions. We also believe that this approach will result in increased revenues which will allow us to continue to grow our business.



## OUR MAJOR CUSTOMERS & SUPPLIERS\*

The following is the breakup of the top one, five and top ten customers/suppliers of our Company for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022, respectively:

### Top Customers:

(₹ in lakhs)

| Particulars      | For the period ended on September 30, 2024 |       | FY 2023-24              |       | FY 2022-23              |       | FY 2021-22              |       |
|------------------|--|-------|-------------------------|-------|-------------------------|-------|-------------------------|-------|
|                  | Revenue from Operations                    | %     | Revenue from Operations | %     | Revenue from Operations | %     | Revenue from Operations | %     |
| Top 1 Customer   | 1933.61                                    | 23.79 | 3209.46                 | 23.14 | 1379.47                 | 7.55  | 1555.60                 | 9.82  |
| Top 5 Customers  | 3418.87                                    | 42.06 | 5585.69                 | 40.28 | 5337.94                 | 29.22 | 5366.67                 | 33.88 |
| Top 10 Customers | 4457.76                                    | 54.83 | 7146.93                 | 51.54 | 7978.74                 | 43.68 | 7996.77                 | 50.48 |

Our top 10 customers in terms of amount for the period ended September 30, 2024 and for the financial years ending March 31, 2024 and the preceding two fiscals are as under:

| For the period ended September 30, 2024 |                 |                     |              |
|---|-----------------|---------------------|--------------|
| Sr. No.                                 | Name            | Amount (₹ in lakhs) | % to Total   |
| 1.                                      | Top Customer 1  | 1,933.61            | 23.79        |
| 2.                                      | Top Customer 2  | 562.02              | 6.91         |
| 3.                                      | Top Customer 3  | 334.01              | 4.11         |
| 4.                                      | Top Customer 4  | 328.12              | 4.04         |
| 5.                                      | Top Customer 5  | 261.12              | 3.21         |
| 6.                                      | Top Customer 6  | 253.53              | 3.12         |
| 7.                                      | Top Customer 7  | 232.13              | 2.86         |
| 8.                                      | Top Customer 8  | 205.75              | 2.53         |
| 9.                                      | Top Customer 9  | 178.96              | 2.20         |
| 10.                                     | Top Customer 10 | 168.51              | 2.07         |
|   | <b>Total</b>    | <b>4,457.76</b>     | <b>54.83</b> |

| For the Financial Year ended March 31, 2024 |                 |                     |              |
|---|-----------------|---------------------|--------------|
| Sr. No.                                     | Name            | Amount (₹ in lakhs) | % to Total   |
| 1.  | Top Customer 1  | 3,209.46            | 23.14        |
| 2.  | Top Customer 2  | 738.84              | 5.33         |
| 3.  | Top Customer 3  | 638.19              | 4.60         |
| 4.  | Top Customer 4  | 589.66              | 4.25         |
| 5.  | Top Customer 5  | 409.53              | 2.95         |
| 6.  | Top Customer 6  | 389.33              | 2.81         |
| 7.  | Top Customer 7  | 312.93              | 2.26         |
| 8.  | Top Customer 8  | 305.59              | 2.20         |
| 9.  | Top Customer 9  | 277.54              | 2.00         |
| 10.   | Top Customer 10 | 275.85              | 1.99         |
|   | <b>Total</b>    | <b>7,146.93</b>     | <b>51.54</b> |

| For the Financial Year ended March 31, 2023 |                |                     |            |
|---|----------------|---------------------|------------|
| Sr. No.                                     | Name           | Amount (₹ in lakhs) | % to Total |
| 1.  | Top Customer 1 | 1,379.47            | 7.55       |
| 2.  | Top Customer 2 | 1,320.60            | 7.23       |
| 3.  | Top Customer 3 | 1,050.31            | 5.75       |

| For the Financial Year ended March 31, 2023 |                 |                     |              |
|---|-----------------|---------------------|--------------|
| Sr. No.                                     | Name            | Amount (₹ in lakhs) | % to Total   |
| 4.  | Top Customer 4  | 822.27              | 4.50         |
| 5.  | Top Customer 5  | 765.29              | 4.19         |
| 6.  | Top Customer 6  | 629.64              | 3.45         |
| 7.  | Top Customer 7  | 540.74              | 2.96         |
| 8.  | Top Customer 8  | 495.06              | 2.71         |
| 9.  | Top Customer 9  | 490.61              | 2.69         |
| 10.   | Top Customer 10 | 484.75              | 2.65         |
|   | <b>Total</b>    | <b>7,978.74</b>     | <b>43.68</b> |

| For the Financial Year ended March 31, 2022 |                 |                     |              |
|---|-----------------|---------------------|--------------|
| Sr. No.                                     | Name            | Amount (₹ in lakhs) | % to Total   |
| 1.  | Top Customer 1  | 1,555.60            | 9.82         |
| 2.  | Top Customer 2  | 1,214.14            | 7.66         |
| 3.  | Top Customer 3  | 1,133.66            | 7.16         |
| 4.  | Top Customer 4  | 773.84              | 4.89         |
| 5.  | Top Customer 5  | 689.43              | 4.35         |
| 6.  | Top Customer 6  | 602.22              | 3.80         |
| 7.  | Top Customer 7  | 542.40              | 3.42         |
| 8.  | Top Customer 8  | 540.95              | 3.41         |
| 9.  | Top Customer 9  | 482.93              | 3.05         |
| 10.   | Top Customer 10 | 461.60              | 2.91         |
|   | <b>Total</b>    | <b>7,996.77</b>     | <b>50.48</b> |

Please note that the % as shown in the tables above has been derived by dividing the total amount of sales received from the said customer with the total Revenue from operations of our Company in the relevant year as mentioned in the Profit and Loss Statement as given in restated financial statements of our Company.

#### Top Suppliers:

(₹ in lakhs)

| Particulars      | For the period ended on September 30, 2024 |       | FY 2023-24 |       | FY 2022-23 |       | FY 2021-22 |       |
|------------------|--|-------|------------|-------|------------|-------|------------|-------|
|                  | Purchases                                  | %     | Purchases  | %     | Purchases  | %     | Purchases  | %     |
| Top 1 Supplier   | 3,022.84                                   | 45.88 | 5,846.03   | 49.43 | 8,538.78   | 52.40 | 5,578.18   | 39.00 |
| Top 5 Suppliers  | 4,474.32                                   | 67.90 | 8,680.26   | 73.40 | 12,644.06  | 77.60 | 9,576.10   | 66.94 |
| Top 10 Suppliers | 4,977.97                                   | 75.54 | 9,377.16   | 79.28 | 13,524.25  | 83.00 | 11,305.10  | 79.03 |

Our top 10 suppliers in terms of amount for the period ended September 30, 2024 and for the financial years ending March 31, 2024 and the preceding two fiscals are as under:

| For the period ended September 30, 2024 |                |                     |            |
|---|----------------|---------------------|------------|
| Sr. No.                                 | Name           | Amount (₹ in lakhs) | % to Total |
| 1.                                      | Top Supplier 1 | 3,022.84            | 45.88      |
| 2.                                      | Top Supplier 2 | 628.08              | 9.53       |
| 3.                                      | Top Supplier 3 | 570.86              | 8.66       |
| 4.                                      | Top Supplier 4 | 127.82              | 1.94       |
| 5.                                      | Top Supplier 5 | 124.72              | 1.89       |
| 6.                                      | Top Supplier 6 | 108.02              | 1.64       |
| 7.                                      | Top Supplier 7 | 107.68              | 1.63       |
| 8.                                      | Top Supplier 8 | 99.39               | 1.51       |

| <b>For the period ended September 30, 2024</b> |                 |                            |                   |
|--|-----------------|----------------------------|-------------------|
| <b>Sr. No.</b>                                 | <b>Name</b>     | <b>Amount (₹ in lakhs)</b> | <b>% to Total</b> |
| 9.   | Top Supplier 9  | 94.54                      | 1.43              |
| 10.  | Top Supplier 10 | 94.02                      | 1.43              |
|  | <b>Total</b>    | <b>4977.97</b>             | <b>75.54</b>      |

| <b>For the Financial Year ended March 31, 2024</b> |                 |                            |                   |
|--|-----------------|----------------------------|-------------------|
| <b>Sr. No.</b>                                     | <b>Name</b>     | <b>Amount (₹ in lakhs)</b> | <b>% to Total</b> |
| 1.   | Top Supplier 1  | 5,846.03                   | 49.43             |
| 2.   | Top Supplier 2  | 1,201.33                   | 10.16             |
| 3.   | Top Supplier 3  | 903.16                     | 7.64              |
| 4.   | Top Supplier 4  | 419.30                     | 3.55              |
| 5.   | Top Supplier 5  | 310.44                     | 2.62              |
| 6.   | Top Supplier 6  | 233.82                     | 1.98              |
| 7.   | Top Supplier 7  | 129.39                     | 1.09              |
| 8.   | Top Supplier 8  | 125.82                     | 1.06              |
| 9.   | Top Supplier 9  | 121.02                     | 1.02              |
| 10.  | Top Supplier 10 | 86.85                      | 0.73              |
|  | <b>Total</b>    | <b>9377.16</b>             | <b>79.28</b>      |

| <b>For the Financial Year ended March 31, 2023</b> |                 |                            |                   |
|--|-----------------|----------------------------|-------------------|
| <b>Sr. No.</b>                                     | <b>Name</b>     | <b>Amount (₹ in lakhs)</b> | <b>% to Total</b> |
| 1.   | Top Supplier 1  | 8,538.78                   | 52.40             |
| 2.   | Top Supplier 2  | 2,429.32                   | 14.91             |
| 3.   | Top Supplier 3  | 1,043.07                   | 6.40              |
| 4.   | Top Supplier 4  | 325.56                     | 2.00              |
| 5.   | Top Supplier 5  | 307.33                     | 1.89              |
| 6.   | Top Supplier 6  | 215.46                     | 1.32              |
| 7.   | Top Supplier 7  | 208.18                     | 1.28              |
| 8.   | Top Supplier 8  | 171.93                     | 1.06              |
| 9.   | Top Supplier 9  | 168.47                     | 1.03              |
| 10.  | Top Supplier 10 | 116.15                     | 0.71              |
|  | <b>Total</b>    | <b>13524.25</b>            | <b>83.00</b>      |

| <b>For the Financial Year ended March 31, 2022</b> |                 |                            |                   |
|--|-----------------|----------------------------|-------------------|
| <b>Sr. No.</b>                                     | <b>Name</b>     | <b>Amount (₹ in lakhs)</b> | <b>% to Total</b> |
| 1.   | Top Supplier 1  | 5,578.18                   | 39.00             |
| 2.   | Top Supplier 2  | 1,456.85                   | 10.18             |
| 3.   | Top Supplier 3  | 1,086.08                   | 7.59              |
| 4.   | Top Supplier 4  | 882.51                     | 6.17              |
| 5.   | Top Supplier 5  | 572.48                     | 4.00              |
| 6.   | Top Supplier 6  | 513.60                     | 3.59              |
| 7.   | Top Supplier 7  | 443.56                     | 3.10              |
| 8.   | Top Supplier 8  | 353.50                     | 2.47              |
| 9.   | Top Supplier 9  | 213.06                     | 1.49              |
| 10.  | Top Supplier 10 | 205.28                     | 1.44              |
|  | <b>Total</b>    | <b>11,305.10</b>           | <b>79.03</b>      |

Please note that the % as shown in the tables above has been derived by dividing the total amount of purchased from the said supplier with the Purchases of Raw Material of our Company in the relevant year as mentioned in the Profit and Loss Statement as given in restated financial statements of our Company.

\*As certified by our Statutory Auditors pursuant to their certificate dated January 10, 2025.

## OUR EQUIPMENTS

The details of our owned commercial vehicles and other necessary equipments used for our business operations as of December 01, 2024 is provided below:



### Commercial Vehicles:

| Sr. No. | Commercial Vehicles Model              | Chassis No.       | Vehicle No. |
|---------|--|-------------------|-------------|
| 1       | TATA 4018 BSIII                        | MAT447225G3F15771 | AP39UN0305  |
| 2       | TATA SIGNA 4625.S BSVI                 | MAT447311N2E10729 | TS09UD7720  |
| 3       | TATA SIGNA 4625.S BSVI                 | MAT447311N2E09903 | TS09UD7721  |
| 4       | TATA SIGNA 4625.S BSVI                 | MAT447311N2E10044 | TS09UD7723  |
| 5       | TATA SIGNA 4023.S BSVI                 | MAT503091P2P31903 | TS09UE3869  |
| 6       | ASHOK LEYLAND UA4620/34 TT CC BSVI-PH2 | MB1TSKHD1RRKW3772 | TG09T1903   |
| 7       | ASHOK LEYLAND UA4620/34 TT CC BSVI-PH2 | MB1TSKHD5RRKW3773 | TG09T1904   |
| 8       | ASHOK LEYLAND UA4620/34 TT CC BSVI-PH2 | MB1TSKHD5RRKW3774 | TG09T1905   |
| 9       | ASHOK LEYLAND UA4620/34 TT CC BSVI-PH2 | MB1TSKHD0RRKW4105 | TG09T1906   |
| 10      | ASHOK LEYLAND UA4620/34 TT CC BSVI-PH2 | MB1TSKHDXRRKW3771 | TG09T1907   |

| Sr. No. | Commercial Vehicles Model    | Chassis No.       | Vehicle No. |
|---------|------------------------------|-------------------|-------------|
| 11      | TATA SIGNA 4023.S BSVI       | MAT503091P2P31877 | AP39VE1760  |
| 12      | TATA SIGNA 4023.S BSVI       | MAT503091P2P31910 | AP39VE1761  |
| 13      | TATA SIGNA 4023.S BSVI       | MAT503091P2P31953 | AP39VE1762  |
| 14      | TATA SIGNA 4023.S BSVI       | MAT503091P2P31795 | AP39VE1763  |
| 15      | TATA SIGNA 4023.S BSVI       | MAT503091P2P31887 | AP39VE1765  |
| 16      | ASHOK LEYLAND UM4220/66 H CC | MB1NGKHD5RRDZ7441 | TN04BE1801  |
| 17      | ASHOK LEYLAND UM4220/66 H CC | MB1NGKHD5RRDZ7438 | TN04BE1804  |
| 18      | ASHOK LEYLAND UM4220/66 H CC | MB1NGKHD1RRDZ7436 | TN04BE1805  |
| 19      | ASHOK LEYLAND UM4220/66 H CC | MB1NGKHD3RRDZ7437 | TN04BE1854  |
| 20      | ASHOK LEYLAND UM4220/66 H CC | MB1NGKHD7RRDZ7439 | TN04BE1874  |

We also procure hired vehicle services from various vendors in accordance with the needs of our customers.

#### Other Equipments:

| Sr. No. | Equipment              | Quantity | Usage                       |
|---------|------------------------|----------|-----------------------------|
| 1.      | Fumigation Power Spray | 6        | For fumigation services     |
| 2.      | Computers & Printers   | 52       | For administration purposes |

#### CAPACITY UTILIZATION

Capacity and capacity utilization is not applicable to our Company since our business is not in the nature of a manufacturing concern with specified installed capacity.

#### UTILITIES

Our registered office and other offices are well equipped with adequate facilities like computer systems, internet connectivity, other communication equipment which are required for our business operations to function smoothly.

**Power:** Power requirements for our offices are very limited and is met through state electricity board.

**Water:** Since we are integrated logistics services and solutions provider our water requirement is minimum. Our offices have adequate water supply arrangements for human consumption purpose.

**Material:** We are engaged in the business of freight forwarding, providing logistics services and solutions. Being a part of service sector, we don't have any specific material requirements.

#### ENVIRONMENT, HEALTH & SAFETY

We are subject to extensive, evolving and increasingly stringent occupational safety, health and environmental laws and regulations governing our operations. Our safety, health and environmental practices are robust and are continuously updated to adapt to the safety, health and environmental practices, rules, and regulations of the geography we operate in.

We prioritize the cleanliness and hygiene of our fleet, ensuring that our commercial vehicles are regularly cleaned to meet our hygiene standards. We also have PUC (Pollution Under Control) registrations for our commercial vehicles to ensure that we are operating in line with local environmental laws. Additionally, we have been accredited with ISO 9001:2015 certification, a quality management system certificate for providing all kind of logistics services. We continue to ensure compliance with applicable and safety regulations and other requirements in our operations. For further information, please see the chapters titled "*Key Industry Regulations and Policies*" and "*Government and other Statutory Approvals*" beginning on page 143 & 235215 of this Draft Red Herring Prospectus.

#### CORPORATE SOCIAL RESPONSIBILITY

Our company falls in the criteria specified in Section 135 of Companies Act, 2013 as per the financial statements ended on March 31, 2024, therefore our Company has constituted a corporate social responsibility Committee in compliance with the requirements of the Companies Act and the relevant rules. Applicability of CSR expenditure will be applicable and

spent by the company from F.Y 2024-25. For further details, please see “*Our Management*” on page 157 of this Draft Red Herring Prospectus.

## HUMAN RESOURCE

Human resource is an asset to any industry. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our kind of business. As of December 01, 2024, our Company has a strength of 70 employees (including executive directors) on its payroll, distributed across various locations which looks after the different aspects of our business like sales and marketing, finance, logistics, customer support and legal. The department classification of the employees is as follows:

| Department/Function                                       | Number of Employees |
|---|---------------------|
| Finance Department  | 10                  |
| Customer Service Department / Pricing Department          | 6                   |
| Documentation Processing Department / Purchase Department | 8                   |
| Fumigation Department                                     | 7                   |
| Sales & Marketing Department                              | 16                  |
| Operations Department                                     | 10                  |
| Transport Department                                      | 5                   |
| House Keeping & Office Administration Department          | 8                   |
| Human Resource Department                                 | 1                   |
| Legal & Compliance Department                             | 1                   |
| <b>Total</b>  | <b>72</b>           |

We also hire part-time employees and temporary staff to meet our business operations relating to loading and unloading of goods. Our employees are not unionised into any labour or workers’ unions and have not experienced any major work stoppages due to labour disputes or cessation of work in the last three financial years.

## INFORMATION TECHNOLOGY

We believe that an appropriate information technology infrastructure is important in order to support the growth of our business. Our offices consists of adequate information technology infrastructure to support the business operations which includes taking third-party business software, firewalls for protection of data and confidentiality.

## COMPETITION

We operate in a very competitive environment. The industry in which we operate is unorganized and fragmented with many small and medium-sized companies. Logistics being a global industry, we face competition from various domestic and international players. We also face competition from our peers who have similar one or more division of our business. Our competition is based on numerous factors, more importantly, the quality of service, price and reliability are key factors in client decisions among competitors. We believe that the scale and scope of our operations allow us to meet our customers’ requirements.

## EXPORT OBLIGATIONS

As on the date of this Draft Red Herring Prospectus, our Company does not have any export obligation.

## SALES & MARKETING STRATEGY

The efficiency of the marketing and sales network is a critical success factor of our Company. Our marketing team of 16 members is dedicated to driving business growth. We use a variety of both offline and online tools to engage with prospective clients, including one-on-one meetings, trade fairs, and exhibitions. Additionally, we have attended global industry conferences like the GLA (Global Logistics Alliance), where we meet business members from around the world and facilitate cross-border business exchanges.

To retain our clients, Mr. Lalit Panda, the promoter and Managing Director of our Company works closely with our marketing team to understand their evolving needs and explore additional business opportunities. Our marketing strategy

focuses on identifying target audiences, developing a strong brand image, utilizing multi-channel marketing, and leveraging customer feedback to improve services and solutions. The different strategies adopted by us are as detailed below:



### 11<sup>TH</sup> GLA GLOBAL LOGISTICS CONFERENCE – THAILAND

#### **a) Target Audience Identification**

We focus on identifying key target audiences to tailor our services for specific market segments, including retail, corporate, healthcare and other sectors. For retail, we provide order fulfilment solutions, while for corporate clients, we offer end-to-end supply chain optimization and global shipping. Our healthcare services include logistics of medicines and other medical equipment transport, while e-commerce businesses benefit from flexible, scalable logistics solutions for last-mile delivery and cross-border shipping. By customizing our offerings to meet the unique needs of each sector, we strengthen relationships, optimize operations, and maintain business growth across diverse industries.

#### **b) Multi-Channel Marketing**

Our Company adopts a comprehensive multi-channel marketing strategy to maximize reach, engagement, and lead generation. This approach leverages both online and offline channels to effectively engage with our target audience.

##### **Online Marketing:**

We maintain an informative and user-friendly website that showcases our services, investor corner, blogs. Prospective clients can easily obtain quotations for cargo assignments directly through our website. We utilize targeted advertising and content marketing to capture the attention of decision-makers in various sectors.

##### **Offline Marketing:**

Marketing under this part includes regular meetings with the clients, participations in conferences. We have participated in the 11<sup>th</sup> GLA Global Logistics Conference held in Thailand in the year 2024. Such engagement in industry conferences offers valuable opportunities to network with potential partners and clients, thereby expanding our industry connections.

Both online and offline touchpoints help foster strong partnerships with clients, gain thorough understanding of their requirements and helps us maintain competitive edge in the market.

## COLLABORATION

In the normal course of our business, we have not entered into any collaborations/tie ups/ joint ventures. However, we are members of global agency networks like JCtrans and Global Logistics Alliance which connects business and agents around the globe.

We have also entered into agency and business arrangements with logistics service providers in countries like China, Hong Kong and Vietnam for inward and outward movement of the consignment and performing required operations and documentation work related to such consignments.

Additionally, where no formal agreement has been entered into, services are provided on mutual benefit terms, as part of the ordinary course of business.

## INSURANCE

Our operations in the logistics and supply chain industry are inherently exposed to a wide range of hazards and risks that could significantly impact our ability to deliver services efficiently and safely. These risks are not limited to, but include, physical accidents that could occur during the transportation and handling of goods, which may lead to personal injuries or even fatalities. In addition, cyber-attacks, disrupt digital systems, or result in unauthorized access, environmental and natural disasters such as fires, floods, and other extreme weather events can damage infrastructure, delay shipments, and lead to operational disruption. Civil unrest, including riots, political disturbances, and strikes, also poses a threat to the continuity of our services, particularly in regions where social or political instability is prevalent. Moreover, force majeure events, such as acts of terrorism, explosions, or other unexpected and catastrophic events, can cause severe harm to our physical assets, disrupt supply chains, and halt business operations.

Our Company has obtained insurance for the vehicles used in the business operations. For instance, we have taken goods carrying vehicles package policy, commercial vehicle insurance policy package, auto secure – liability only policy from different insurance companies which covers the liability in case of death or injury to driver or any other harm to the vehicles, subject to the terms and conditions of such policies. We have obtained burglary insurance policies for the furniture and electrical equipments at the Registered Office of the Company. For our freight services, the Bill of Lading includes insurance coverage during shipment, while customers are responsible for obtaining cargo insurance for their respective consignments transported through our logistics services and solutions. Following are the details of insurance policies obtained by our Company as on the date of this Draft Red Herring Prospectus:

| Sr. No. | Name of the Insurance Company         | Type of Policy                         | Policy No.       | Validity Period (DD/MM/YY)    | Details  | Sum Insured (in ₹) | Premium p.a. (in ₹) |
|---------|---------------------------------------|--|------------------|-------------------------------|--|--------------------|---------------------|
| 1.      | SBI General Insurance Company Limited | Commercial Motor Goods Carrying Policy | P031109241807615 | From 14/09/2024 to 13/09/2025 | Tata Motors, Signa - 4625.S<br><br>Chassis No. MAT447311N2E10729 | 40,50,000          | 61,884              |
| 2.      | SBI General Insurance Company Limited | Commercial Motor Goods Carrying Policy | P031109241807655 | From 14/09/2024 to 13/09/2025 | Tata Motors, Signa - 4625.S<br><br>Chassis No. MAT447311N2E09903 | 40,50,000          | 61,884              |
| 3.      | SBI General Insurance Company Limited | Commercial Motor Goods Carrying Policy | P031109241807733 | From 14/09/2024 to 13/09/2025 | Tata Motors, Signa - 4625.S<br><br>Chassis No. MAT447311N2E10044 | 40,50,000          | 62,695              |
| 4.      | SBI General Insurance Company Limited | Commercial Vehicle Goods Carrying      | 0000000040722246 | From 17/09/2024 to 16/09/2025 | Tata Motors, LPS (Long Platform Truck) 4018                      | 7,50,000           | 49,551              |



| Sr. No. | Name of the Insurance Company                | Type of Policy                      | Policy No.            | Validity Period (DD/MM/YY)    | Details  | Sum Insured (in ₹) | Premium p.a. (in ₹) |
|---------|--|-------------------------------------|-----------------------|-------------------------------|--|--------------------|---------------------|
|         |  | – Liability Policy                  |                       |                               | Chassis No. MAT447225G3F1 5771   |                    |                     |
| 5.      | The New India Assurance Company Limited      | Commercial Vehicle Package Policy   | 613602312403 00001559 | From 18/07/2024 to 17/07/2025 | Ashok Leyland 4620<br><br>Chassis No. MB1TSKHD1RR KW3772               | 48,30,640          | 80,075              |
| 6.      | The New India Assurance Company Limited      | Commercial Vehicle Package Policy   | 613602312403 00001561 | From 18/07/2024 to 17/07/2025 | Ashok Leyland 4620<br><br>Chassis No. MB1TSKHD3RR KW3773               | 48,30,640          | 80,075              |
| 7.      | The New India Assurance Company Limited      | Commercial Vehicle Package Policy   | 613602312403 00001562 | From 18/07/2024 to 17/07/2025 | Ashok Leyland 4620<br><br>Chassis No. MB1TSKHD3RR KW3774               | 48,30,640          | 80,075              |
| 8.      | The New India Assurance Company Limited      | Commercial Vehicle Package Policy   | 613602312403 00001560 | From 18/07/2024 to 17/07/2025 | Ashok Leyland 4620<br><br>Chassis No. MB1TSKHD0RR KW4105               | 48,30,640          | 80,075              |
| 9.      | The New India Assurance Company Limited      | Commercial Vehicle Package Policy   | 613602312403 00001563 | From 18/07/2024 to 17/07/2025 | Ashok Leyland 4620<br><br>Chassis No. MB1TSKHDXRR KW3771               | 48,30,640          | 80,075              |
| 10.     | Tata AIG General Insurance Company Limited   | Auto Secure – Liability only Policy | 0162929300 02 00      | From 04/02/2024 to 03/02/2025 | Ashok Leyland 4023/XP/Open Truck<br><br>Chassis No. MB1TRDJB0BA AC4295 | 7,50,000           | 49,669              |
| 11.     | Royal Sundaram General Insurance Co. Limited | Car Insurance                       | VPC13300030 00103     | From 15/07/2024 to 14/07/2025 | Hyundai i20 Magna executive 1.2<br><br>Chassis No. MALBM51BLJM 531383C | 3,05,294           | 10,734              |
| 12.     | Go Digit General Insurance Limited           | Car Insurance                       | D165221056 / 24122024 | From 31/12/2024 to 30/12/2025 | Audi Q5<br><br>Chassis No. AUZKJFY8JY70 0787                           | 29,47,418          | 87,460              |
| 13.     | Future Generali India Insurance              | Car Insurance                       | VC667451              | From 08/03/2024 to 07/03/2025 | Maruti Baleno Alpha<br><br>Chassis No.                                 | 4,50,000           | 9,624               |

| Sr. No. | Name of the Insurance Company                   | Type of Policy                    | Policy No.                   | Validity Period (DD/MM/YY)       | Details   | Sum Insured (in ₹)                                    | Premium p.a. (in ₹) |
|---------|---|-----------------------------------|------------------------------|----------------------------------|---|---|---------------------|
|         | Company Limited                                 |                                   |                              |                                  | MBHEWB22SKB<br>252521   |   |                     |
| 14      | Liberty General Insurance Limited               | Car Insurance                     | 201150010123<br>704508202000 | From 16/03/2024 to<br>15/03/2025 | Volkswagen Polo<br>1.2 GT<br><br>Chassis No.<br>MEXB15601FT0<br>72513 | 3,16,427  | 5,820               |
| 15      | ICICI Lombard General Insurance Company Limited | ICICI Lombard SME Suraksha Kavach | 1021/33788398<br>0/00/000    | From 21/03/2024 to<br>20/03/2025 | For Registered Office   | 4,48,65,997   | 15,708              |
| 16      | ManipalCigna Health Insurance Company Limited   | ProHealth Group Insurance Policy  | 108400000284/<br>03/00       | From 14/05/2024 to<br>13/05/2025 | Employees and their family  | Up to 5,50,000/- per person coverage for 97 employees | 5,31,094            |
| 17      | ICICI Lombard General Insurance Company Limited | Burglary Insurance Policy         | 4002/33788399<br>8/00/000    | From 21/03/2024 to<br>20/03/2025 | For furniture and electrical equipments at the Registered Office      | 14,86,59,97   | 1,180               |

These insurance policies are generally valid for a year and are renewed annually. Additionally, in the course of our services, we are required to comply with various contractual obligations. Failure to meet these customer terms can expose us to legal liabilities and claims for damages. However, we cannot assure you that our current insurance policies will insure us fully against all risks and losses that may arise in future. Even if such losses are insured, we may be required to pay a significant deductible on any claim for recovery of such a loss, or the amount of the loss may exceed our coverage for the loss. In addition, we cannot assure you that we will be able to renew these policies on similar or otherwise acceptable terms, or at all. Please see 'Risk Factors –Our insurance coverage may not adequately protect us against all losses or the insurance coverage may not be available for all the losses as per the insurance policy, which could adversely affect business, financial condition and results of operations' on page 29.

## PROPERTIES

The details of the immovable properties taken on lease / license basis by our Company are given here below:


| Sr. No | Address   | Name of Owner                            | Area of the Property^ | Period of Agreement                           | Rent details (In ₹)        | Purpose           |
|--------|---|--|-----------------------|---|----------------------------|-------------------|
| 1.     | H No. 8-2-270/B/1/2, Block-3, 4 <sup>th</sup> Floor Uptown Banjara, Road No.3, Banjara Hills, Hyderabad-500034, Telangana, India. | Ms. Madhusmita Mohanty^                  | 3,580 square feet     | 11 months with effect from April 01, 2024.    | Rs. 1,50,000/- per month.  | Registered Office |
| 2.     | S-1, RBS Towers, Old No. 73, New no. 147 Thambu Chetty Street, Chennai-600001, India.   | Ms. S. Rathnabai and Ms. S. Bhuvaneswari | 820 square feet       | 11 months with effect from September 17, 2024 | Rs. 34,000/- per month.    | Branch Office     |
| 3.     | Flat no. 510, 5 <sup>th</sup> floor, Mansarover Building,   | Ms. Sakshi Agarwal                       | 608 square feet       | 60 months with effect from                    | Rs. 63,000/- per month for | Branch Office     |

| Sr. No | Address   | Name of Owner                                   | Area of the Property <sup>^</sup> | Period of Agreement                           | Rent details (In ₹)  | Purpose       |
|--------|---|---|-----------------------------------|---|--|---------------|
|        | 90, Nehru Place, New Delhi-110019, India.   |   |                                   | October 17, 2024                              | the first 12 months and subject to 5% increase for every completion of 12 months thereafter. |               |
| 4.     | Unit no. T-318, 3 <sup>rd</sup> Floor of Orbit, Arcade International, Madrampura, Ajmer Road, Jaipur - 302006, India.                           | Ms. Abode Builders & Developers Private Limited | 324 square feet                   | 11 months with effect from December 11, 2024. | Rs. 16,275/- per month.  | Branch Office |
| 5.     | Door no. 50-48-17/A, PT Colony, Seethammadhara, Visakhapatnam – 530013, India.  | Mr. Dantham Prasad                              | 882 square feet                   | 11 months with effect from December 01, 2024. | Rs. 18,900/- per month.  | Branch Office |
| 6.     | Unit No.302, 3 <sup>rd</sup> Floor Pratibha Building, Village-Panchpakhadi, Opposite Three Petrol Pump, LBS Marg, Thane (West) – 400601, India. | Mr. Ratilal Meghji Pokar                        | 450 square feet                   | 36 months with effect from January 16, 2025.  | Rs. 48,620/- per month.  | Branch Office |

<sup>^</sup> Ms. Madhusmita Mohanty is a related party. For more details, please see “**Restated Financial Statements – Annexure 35 - Restated Statement of Related Party Transactions**” beginning on page 180 of this Draft Red Herring Prospectus.

## INTELLECTUAL PROPERTY

The details of intellectual property registered are as follows:

| Sr. No | Brand Name/Logo Trademark  | Class | Registration number | Owner                    | Date of Application                            | Authority                    | Status     |
|--------|--|-------|---------------------|--------------------------|--|------------------------------|------------|
| 1.     | Device “Blue Water Logistics”<br> | 39    | 4130227             | M/s Blue Water Logistics | March 27, 2019<br>Noc Dated September 01, 2022 | Trade Mark Registry, Chennai | Registered |

## DOMAIN DETAILS

| Sr. No | Domain Name   | Sponsoring Registrar | Registrant Name and ID          | Creation Date  | Registry Expiry Date |
|--------|---------------|----------------------|---------------------------------|----------------|----------------------|
| 1.     | www.bwl.co.in | D7226031-IN          | GoDaddy.com, LLC<br>IANA ID:146 | April 15, 2013 | April 15, 2026       |

## KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the chapter titled “*Government and Other Statutory Approvals*” on page 235 of this Draft Red Herring Prospectus.

### THE COMPANIES ACT

The Companies Act primarily regulates the formation, financing, functioning and restructuring of Companies as separate legal entities. 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 laid 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.

### SEBI REGULATIONS

Securities and Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules, 1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

### TAX RELATED REGULATIONS

#### Income Tax Act, 1961

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

#### Goods and Service Tax Act, 2017

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for respective states. Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the Central and State Governments. This method allows GST registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called as intra-state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter-state transactions and IGST will be collected. Exports are considered as zero-rated supply and imports are levied the same taxes as domestic goods and services adhering to the destination principle in addition to the Customs Duty which has not been subsumed in the GST.

#### Customs Act, 1962

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

### **State Tax on Profession, Trades, Callings and Employment Rules, 1975**

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

### **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.

## **BUSINESS/TRADE RELATED LAWS/REGULATIONS**

### **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 CBC 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 transhipment of imported goods by a motor vehicle, pursuant to the Goods Imported (Conditions of Transhipment) Regulations, 1995.

### **Uniform Customs and Practice for Documentary Credits ("UCP")**

This revision of the Uniform Customs and Practice for Documentary Credits (commonly called "UCP") is the sixth revision of the rules since they were first promulgated in 1933. The UCP. 2007 Revision. ICC Publication no. 600 are rules that apply to any documentary credit ("credit") (including, to the extent to which they may be applicable, any standby letter of credit) when the text of the credit expressly indicates that it is subject to these rules. They are binding on all parties thereto unless expressly modified or excluded by the credit.

### **The National Logistics Policy 2022**

The National Logistics Policy was introduced in September 2022 with a vision to drive economic growth and enhance the country's business competitiveness by developing an integrated, efficient, green and sustainable logistics network with the

help of technology, optimised processes and skilled workforce. The policy aims to lower the cost of logistics from the existing 13-14% and lead it to par with other developed countries. This will increase the competitiveness of Indian products in both the Indian home market and the international market. Moreover, the reduced cost will also increase efficiency efforts cutting across all sectors of the economy, which encourages value addition and enterprise. The goal of the Prime Minister is to create a modern infrastructure of a world-class standard by including all relevant stakeholders in the process of holistic planning and implementation. This will allow for greater efficiency and synergy during the project's execution.

### **The Major Port Trusts Act, 1963**

The Act aims to make provision for the constitution of port authorities for certain major ports in India and to vest the administration, control and management of such ports in such authorities and for matters connected therewith. There are 12 Major Ports, viz., Major Ports of Chennai, Cochin, Deendayal (Kandla), Jawaharlal Nehru (Nhava Sheva), Kolkata, Mormugao, Mumbai, New Mangalore, Paradip, V. O. Chidambaranar (Tuticorin), Visakhapatnam, and Kamarajar Port Limited, under the Government of India (Ministry of Ports, Shipping and Waterways). The Act governs constitution of port trusts to be appointed by that Government from amongst persons who are in its opinion capable of representing any one or more of such of the following interests as may be specified in the notification, namely:— (1) labour employed in the port; (2) the Mercantile Marine Department; (3) the Customs Department; (4) the Government of the State in which the port is situated; (5) the Defence Services; (6) the Indian Railways; and (7) such other interests as, in the opinion of the Central Government, ought to be represented on the Board.

### **Warehousing Regulations**

Public Warehouse Licensing Regulations, 2016, the Special Warehouse (Custody and Handling of Goods) Regulations, 2016 and the Private Warehouse Licensing Regulations, 2016 (collectively, the “Warehousing Regulations”) govern the issue of public, private and special warehouse licenses to different categories of applicants. The Warehousing Regulations stipulate the conditions for grant of warehouse licenses and also set out other requirements in relation to validity, surrender and transferability of the said licenses.

### **Warehousing Development & Regulating Authority (Warehousing Accreditation) (WDRA) Regulations, 2011**

The Warehousing (Development and Regulation) Act, 2007 (the “Warehousing Act”) was notified and came into effect on September 19, 2007. The Warehousing Act prescribes, among other things, the form and manner of registration, development and regulation of warehouses. The Warehousing Act also provides for setting up of a Warehousing Development and Regulatory Authority (the “WDRA”) which comprises a chairman and not more than two other members. The WDRA has the duty to regulate and ensure implementation of the provisions of the Warehousing Act and promote orderly growth of the warehousing business. The powers and functions of the WDRA include, amongst others, (i) to regulate the process of pledge, creation of charges and enforcement thereof in respect of goods deposited with the warehouses; (ii) to promote efficiency while conducting the warehouse business; (iii) to promote professional organizations connected with the warehousing business; (iv) to maintain a panel of arbitrators and to nominate arbitrators from such a panel in disputes between warehouses and warehouse receipt holders; and (v) to determine the rate of, and levy, the fee and other charges for carrying out the provisions of the Warehousing Act.

### **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 indiscriminately 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. As per the Carriage by Road Rules, 2011, the liability of a common carrier for loss or damage to any consignment is limited to 10 times of the freight paid, or payable, provided such amount shall not exceed the value of the goods declared in the goods forwarding note.

### **Motor Vehicles Act, 1988 (the “Motor Vehicles Act”)**

The Motor Vehicles Act and the rules prescribed thereunder regulate all aspects of motor vehicles in India, including licensing of drivers, registration of motor vehicles, control of motor vehicles through permits, special provisions relating to

state transport undertakings, insurance, liabilities, offences and penalties. Accordingly, the Motor Vehicles Act places a liability on every owner of, or person responsible for, a motor vehicle to ensure that every person who drives a motor vehicle holds an effective driving license. Further, the Motor Vehicles Act requires that an owner of a motor vehicle bear the responsibility of ensuring that the vehicle is registered in accordance with the provisions of the Motor Vehicles Act and that the certificate of registration of the vehicle has not been suspended or cancelled. Further, the Motor Vehicles Act prohibits a motor vehicle from being used as a transport vehicle unless the owner of the vehicle has obtained the required permits authorizing him/her to use the vehicle for transportation purposes.

The Central Motor Vehicles Rules, 1989, is a set of rules prescribed under the Motor Vehicles Act, which lay down the procedures for licensing of drivers, driving schools, registration of motor vehicles and control of transport vehicles through issue of tourist and national permits. It also lays down rules concerning the construction, equipment and maintenance of motor vehicles and insurance of motor vehicles against third party risks.

### **The Motor Vehicle (Amendment) Act, 2019**

An Act further to amend the Motor Vehicles Act, 1988. The Motor Vehicle Act was passed in the year 1988 and regulates almost all aspect of road transport vehicles. It provides detailed guidelines on licensing of the drivers and conductors, registration of motor vehicles, the provision on controlling their permits, traffic regulations, related insurances liabilities, and penalties. The motor vehicle act makes it mandatory for any drive to have a valid driving licence and no vehicle can be driven without being registered under the motor vehicle act.

### **Motor Transport Workers Act, 1961 (“MTWA”)**

The MTWA provides for the welfare of motor transport workers and to regulate the conditions of their work. It applies to every motor transport undertaking employing five or more motor transport workers. A ‘motor transport worker’ means a person who is employed in a motor transport undertaking directly or through an agency, whether for wages or not, to work in a professional capacity on a transport vehicle or to attend to duties in connection with the arrival, departure, loading or unloading of such transport vehicle and includes a driver, conductor, cleaner, station staff, line checking staff, booking clerk, cash clerk, depot clerk, time-keeper, watchman or attendant.

### **International Commercial Terms (“Incoterms”)**

Incoterms are standard trade definitions most commonly used in international sales contracts. Devised and published by the International Chamber of Commerce (“ICC”), they are at the heart of world trade. ICC introduced the first version of Incoterms in 1936. Most contracts made after January 01, 2000 will refer to the latest edition of Incoterms, which came into force on that date. The correct reference is "Incoterms 2000". Unless the parties decide otherwise, earlier versions of Incoterms - like Incoterms 1990 - are still binding if incorporated in contracts that are unfulfilled and are dated before January 01, 2000. The latest version of Incoterms is designed to bring Incoterms in line with the latest developments in commercial practice. Correct use of Incoterms goes a long way to providing the legal certainty upon which mutual confidence between business partners must be based. Among the best-known Incoterms are EXW(Ex works), FOB (Free on Board), CIF (Cost, Insurance and Freight), DDU (Delivered Duty Unpaid), and CPT (Carriage Paid To).

### **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.

### **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 Carriage by Air Act, 1972 (the “Air Carriage Act”)**

The Act came into force on 15th May, 1973 and shall extend to whole of India. The Air Carriage Act, and the rules framed thereunder, were enacted to regulate domestic and international carriage of passengers and goods by air. The Air Carriage Act inter alia sets out the liability of a consignor for all damages suffered by the carrier or the cargo freight on account of misstatements relating to the freight made by the consignor. The Air Carriage Act requires every consignor to provide accurate statements relating to the weight, dimensions, and packaging of goods while transporting a consignment by air.

### **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.

### **Customs House Agents Licensing Regulations, 2004**

The regulations provide for licensing and other regulating norms for the Custom House Agents. The Customs House Agent" as defined herein means a person licensed under these regulations to the Customs Act as agent for the transaction of any business relating to the entry or departure of conveyances or the import or export of goods at any Customs Station. The Regulation provides for licensing requirement of any person carrying on the business as Custom House Agent. The License is granted by the Commissioner of Customs on an application made to it. Before grant of such license, the applicant is required to clear an examination conducted by the Director General of Inspection at specified dates.

### **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.

### **The Indian Carriage of Goods by Sea Act, 1925 (“COGSA”)**

The Indian Carriage of Goods by Sea Act, 1925 came into force on September 21, 1925 and extends to the whole of India. The Act provides the rules set out under the Schedule to the Act("Rules") in relation to and in connection with the carriage of goods by sea in ships carrying goods from any port in India to any port whether in or outside India. It also provides that every bill of lading, issued in India which contains or is evidence of any contract to which the Rules apply, shall contain an express statement that it is to have effect subject to the provisions of the said Rules. The Rules also set out the responsibilities, liabilities and the rights and immunities of the carrier.

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

The MTG Act came into force with effect from April 02, 1993 and is one of the principal legislation for the purpose of governing the regulation of multimodal transportation of goods, from any place in India to a place outside India, on the basis of a multimodal transport contract (which is a contract under which a multimodal transport operator undertakes to perform or procure the performance of multimodal transportation against payment of freight) and for matters connected therewith or incidental thereto. The said Act deals in carriage of goods, by at least two different modes of transport under a multimodal transport contract, from the place of acceptance of goods in India to a place of delivery of the goods outside India. Under the MTG Act, business in multimodal transportation can commence only upon obtaining registration by the Competent Authority as defined in the Act. If the competent authority is satisfied that all the conditions under the MTG Act are satisfied it may grant a certificate to the applicant which shall be valid for a period of 3 years and which may be renewed from time to time for a further period of 3 years.

### **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, nonflammable, 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.

### **Fatal Accidents Act, 1855 (“Fatal Accidents Act”)**

The Fatal Accidents Act came into force in India with effect from March 27, 1855. The Act provides that whenever the death of a person is caused by a wrongful act, neglect or default, such that, if death had not ensued, the act would have entitled the injured party to maintain an action and recover damages in respect thereof, the party who would have been liable if death had not ensued, shall be liable to an action or suit for damages, notwithstanding the death of the person injured.

### **The Food Safety and Standards Act, 2006 (the “FSS Act”)<sup>1</sup>**

The FSSA is an integrated food law that lays down standards and guidelines for consumer safety, protection of consumer health and regulation of the food sector. It consolidates the laws relating to food and provides for establishment of the Food Safety and Standards Authority of India (“FSSAI”). The FSSAI is responsible for laying down science-based standards for articles of food and to regulate their manufacture, packaging, storage, distribution, sale, and import, to ensure availability of safe and wholesome food for human consumption and for matters connected therewith or incidental thereto. The FSSA also lays down general provisions for food additives and processing of articles as well.

### **Indian Contract Act, 1872 (“Contract Act”)**

The Contract Act codifies the way in which a contract is entered, executed and implemented and the implications of a breach of a contract. The Contract 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 a promise made by the parties to a contract shall be legally binding on them. Each contract creates some rights and duties upon the contracting parties. The

Contract Act deals with the enforcement of these rights and duties upon the parties. The Contract Act also lays down provisions of indemnity, guarantee, bailment and agency. Provisions relating to the sale of goods and partnerships which were originally in the Act are now the subject matter of separate enactments viz., the Sale of Goods Act, 1930 and the Indian Partnership Act 1932. The objective of the Contract Act is to ensure that the rights and obligations arising out of a contract are honoured and that legal remedies are made available to those who are affected.

## **ENVIRONMENT LAWS**

### **National Environmental Policy, 2006**

The Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of National Environmental Policy:

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation
- Environmental Legislations

The Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”), Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”), and the Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2016 (“Hazardous Waste Rules”) aim to prevent, control and abate pollution. The Air Act stipulates that no person shall, without prior written consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area, as notified by the state pollution control board. The Water Act aims to prevent and control water pollution and to maintain or restore water purity and any person intending to establish any industry, operation or process or any treatment and disposal system which is likely to discharge sewage or other pollution into a water body is required to obtain prior consent of the relevant state pollution control board.

## **REGULATIONS RELATED TO FOREIGN TRADE AND INVESTMENT**

### **The Foreign Direct Investment**

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry, Government of India makes policy pronouncements on FDI through Consolidated FDI Policy Circular/Press Notes/Press Releases which are notified by the Department of Economic Affairs (DEA), Ministry of Finance, Government of India as amendments to the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 under the Foreign Exchange Management Act, 1999 (42 of 1999) (FEMA). DPIIT has issued consolidated FDI Policy Circular of 2020 (“FDI Policy 2020”), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until an updated circular is issued.

The reporting requirements for any investment in India by a person resident outside India under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 are specified by the RBI. Regulation 4 of the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 vide notification No. FEMA. 395/2019-RB dated 17.10.2019 issued by the RBI stipulates the reporting requirement for any investment in India by a person resident outside India. All the reporting is required to be done through the Single Master Form (SMF) available on the Foreign Investment Reporting and Management System (FIRMS) platform at <https://firms.rbi.org.in>.

Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations.

## **Foreign Exchange Management Act, 1999 (“FEMA”) and Regulations framed thereunder**

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIF and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 for regulation on exports of goods and services.

### **Ownership restrictions of FIIs**

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company.

### **Laws related to Overseas Investment by Indian Entities**

Overseas investment by Indian Entities are governed under Foreign Exchange Management Act, 1999 under which the central Government of India have notified Foreign Exchange Management (Overseas Investment) Rules, 2022 in suppression of Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property Outside India) Regulations, 2015. Followed by the rules, RBI have vide notification no. RBI/2022-2023/110, A.P. (DIR Series) Circular No.12 dated August 22, 2022 have issued Foreign Exchange Management (Overseas Investment) Directions, 2022 and Foreign Exchange Management (Overseas Investment) Regulations, 2022. These legislations frame the investment fields, mode and cap for various sectors and regions, by any person resident in India and the reporting requirements.

## **LAWS RELATED TO EMPLOYMENT OF MANPOWER**

### **The Code on Social Security, 2020**

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

### **The Industrial Relations Code, 2020 (“Industrial Code”)**

The Ministry of Law and Justice, with an intent to consolidate and amend laws relating to trade unions, conditions of employment in industrial establishment or undertaking, investigation and settlement of industrial dispute, has introduced the Industrial Code. The Code provides that the Central Government may repeal the provisions of the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946, and the Industrial Disputes Act, 1947 and may supersede them with the applicability of any provision of the Industrial Code. The Industrial Code is a central legislation and extends to the whole of India. The Industrial Code empowers the Central Government to require an establishment in which one hundred or more workers are employed or have been employed on any day in the preceding twelve months to constitute a works committee consisting of representatives of employer and workers engaged in the establishment. The code further requires every establishment with twenty or more workers to have grievance redressal committees for resolution of disputes arising out of individual grievances. The code bars the jurisdiction of civil courts to any matter to which the provisions of the Industrial Code apply, and provides for establishment of industrial tribunals for adjudication of such matters. The Industrial Code provides for provisions pertaining to lay-off and retrenchment of employees and closure of establishments and compensation

provisions in relation thereto. The Industrial Code provides for monetary fines, penalties and imprisonment in case of contravention of the provisions of the code.

### **Employees Provident Fund and Miscellaneous Provisions Act, 1952**

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. 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, as amended (the "ESI Act")**

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

### **Payment of Gratuity Act, 1972, as amended (the "Gratuity Act")**

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed 1 million.

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Industrial (Development and Regulation) Act, 1951 ("IDRA")
- Industrial Disputes Act, 1947 ("ID Act")
- Payment of Bonus Act, 1965 ("POB Act")
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act")
- Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition)
- Central Rules, 1971 (Contract Labour Rules)
- Workmen Compensation Act, 1923 ("WCA")
- Maternity Benefit Act, 1961 ("Maternity Act")
- Industrial Employment Standing Orders Act, 1946

## **LAWS RELATED TO THE STATE**

### **State Laws**

We own and operate in logistics industry and custom clearance activities. Accordingly, legislations passed by the state governments are applicable to us which include legislations relating to, among others, classification of fire prevention and safety measures and legislations dealing with license for transport and clearance of alcohol. Further, we require several approvals from local authorities such as municipal bodies, approval under State Shops and establishment Act and like. The approvals required may vary depending on the state and the local area.

### **Shops & Commercial Establishments Act of the respective States in which the Company has an established place of business/ office ("Shops Act")**

The Shops Act provides for the regulation of conditions of work in shops, commercial establishments, restaurants, theatres and other establishments. The Act is enforced by the Chief Inspector of Shops (CIS) and various inspectors under the supervision and control of Deputy/Assistant Labour Commissioners of the concerned District, who in turn functions under the supervision of Labour Commissioner. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

### **Municipality Laws**

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade license for several business and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

## **OTHER GENERAL RULES AND REGULATIONS**

### **Intellectual Property Laws**

The Trade Marks Act, 1999 (“Trade Marks Act”) and rules made thereunder provides for application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying trademarks.

### **The Patents Act, 1970**

The Patents Act, 1970 as amended from time to time, in India has been enacted to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent.

### **Consumer Protection Act, 2019 (the “Consumer Protection Act”) and the rules made there under**

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of “consumer” under the Consumer Protection Act also includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs.

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

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

### **The 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 Code establish an Insolvency Regulator (The Insolvency and

Bankruptcy Board of India) to exercise regulatory oversight over (a) Insolvency Professionals, (b) Insolvency Professional Agencies and (c) Information Utilities. Any creditor in the nature of financial or operational, in case of nonpayment of its debt within the due date have the right to file an insolvency and bankruptcy against the debtor under the Code with the appropriate authority. The Code has established fast track insolvency resolution process for all companies and other business entities. The process will have to be completed within 90 days, which may be extended up to 45 more days if 75% of financial creditors agree. Extension shall not be given more than once.

### **Competition Act, 2002 (“Competition Act”)**

The Competition Act is an act for the establishment of a commission to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect the interests of consumers and to ensure freedom of trade in India. The act deals with prohibition of (i) certain agreements such as anti-competitive agreements and (ii) abuse of dominant position and regulation of combinations. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act.

The prima facie duty of the Competition Commission of India (“CCI”) is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interests of consumers and ensure freedom of trade. The CCI shall issue a notice to show cause to the parties to combination calling upon them to respond within 15 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the CCI and Director General (as appointed under Section 16(1) of the Competition Act), he shall be punishable with a fine which may exceed to ₹100,000 for each day during such failure subject to maximum of ₹100,000,000, as the CCI may determine.

The Competition (Amendment) Act, 2023 introduces significant changes to the Competition Act in India. It introduces a deal value threshold of ₹. 2000 crores for reporting merger and acquisition transactions to the CCI. The time limit for CCI's assessment of mergers and acquisitions is reduced from 210 days to 150 days. The scope of anti-competitive agreements is broadened by replacing "exclusive supply agreement" with "exclusive dealing agreement" and now covers the acquiring or the selling side of such agreements. The definition of cartel is expanded to include hubs and spoke arrangements involving trade associates, consultants, or intermediaries. Additionally, the Amendment Act provides the CCI the power to appoint a Director General for more effective enforcement, however the same shall require prior approval of the Central Government.

### **Other regulations**

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930, Competition Act, 2002 and The Arbitration & Conciliation Act, 1996 are also applicable to the company.

## **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.

## HISTORY AND CERTAIN CORPORATE MATTERS

### BRIEF HISTORY OF OUR COMPANY

Our Company was originally formed as a partnership firm in the name and style of “Blue Water Logistics”, pursuant to deed of partnership dated April 16, 2010. Blue Water Logistics was thereafter converted from a Partnership Firm to Private Limited company under Part I chapter XXI of the Companies Act, 2013 with the name and style of “Blue Water Logistics Private Limited” and received a certificate of incorporation from the Registrar of Companies, Central Registration Centre dated August 22, 2022. Subsequently, our Company was converted into Public Limited Company and name of Company was changed from “Blue Water Logistics Private Limited” to “Blue Water Logistics Limited” pursuant to a special resolution passed at the Extra-Ordinary General Meeting of our Company held on May 30, 2024 and a fresh certificate of incorporation dated July 25, 2024 was issued by the Registrar of Companies, Central Processing Centre. The Corporate Identity Number of our Company is U63030TG2022PLC165815.

Mr. Laxmi Narayan Mishra, Mr. Lalit Panda, Ms. Madhusmita Mohanty and Ms. Supriya Mishra are the current Promoters of our Company. For further details of our promoters please refer the chapter titled “*Our Promoters and Promoter Group*” beginning on page 173 of this Draft Red Herring Prospectus.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer the chapter titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages, 122, 108, 157, 180 and 215 respectively of this Draft Red Herring Prospectus.

Our Company has 14 (Fourteen) Shareholders as on the date of filing of this Draft Red Herring Prospectus.

### CHANGES IN THE REGISTERED OFFICE OF OUR COMPANY

No changes were made in the location of our Registered Office.

### MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

| Year | Key Events/Milestones/Achievements   |
|------|--|
| 2010 | Constituted as a Partnership Firm in the name and style of “M/s. Blue Water Logistics”.  |
| 2022 | Partnership Firm converted to Private Limited Company and Name changed to “Blue Water Logistics Private Limited”.  |
| 2022 | Got membership as an allied member of Federation of Freight Forwarders' Associations in India  |
| 2023 | Granted Certificate of Registration for Multimodal Transport Operator under the Multimodal transportation of Goods Act 1993 from Ministry of Ports, Shipping and Waterways.                      |
| 2024 | Converted to Public Limited Company and consequent name change to “Blue Water Logistics Limited”.  |
| 2024 | Awarded ISO 9001:2015 for the Quality Management System.   |
| 2024 | Received Certificate of Accreditation from International Air Transport Association (IATA) for meeting professional standards to promote, sell and handle international air cargo transportation. |
| 2024 | Got Certificate of Participation from FIATA Group Bond Programme.  |

### MAIN OBJECTS OF OUR COMPANY

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To carry on in India and abroad the business 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, goods, articles or things on behalf of customers from one place to another place in any part of the world.

### AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY SINCE INCORPORATION

The following changes have been made in the Memorandum of Association of our Company in last ten (10) years:

| <b>Date of Meeting</b> | <b>Type</b> | <b>Nature of Amendment</b>  |
|------------------------|-------------|---|
| May 06, 2024           | EOGM        | <b>Alteration in Capital Clause:</b><br><br>The Authorized Share Capital was increased from ₹ 200.00 Lakhs divided into 20,00,000 Equity Shares of ₹10/- each to ₹12.50 Lakhs divided into 1,25,00,000 Equity Shares of ₹10/- each. |
| May 30, 2024           | EOGM        | <b>Alteration in Name Clause:</b><br><br>Change in Name Clause from “Blue Water Logistics Private Limited” to “Blue Water Logistics Limited”.   |

#### **OUR HOLDING COMPANY**

As on the date of this Draft Red Herring Prospectus, our Company does not have any Holding Company.

#### **OUR SUBSIDIARY COMPANY**

As on the date of this Draft Red Herring Prospectus, our Company does not have any Subsidiary Company.

#### **OUR ASSOCIATE COMPANY**

As on the date of this Draft Red Herring Prospectus, our Company does not have any Associate Company.

#### **ACQUISITION OF BUSINESSES/UNDERTAKINGS, MERGER, AMALGAMATION OR REVALUATION OF ASSETS IN LAST 10 YEARS**

Our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last ten years except as mentioned under the Major Events table forming part of this chapter.

#### **SIGNIFICANT FINANCIAL OR STRATEGIC PARTNERSHIPS**

We do not have any financial or strategic partnerships as on the date of this Draft Red Herring Prospectus.

#### **SHAREHOLDERS' AGREEMENT**

Our Company has not entered into any Shareholders Agreement as on the date of this Draft Red Herring Prospectus.

#### **LOCK OUTS AND STRIKES**

There have been no lock outs or strikes at any of the location of our Company as on the date of this Draft Red Herring Prospectus.

#### **TIME/COST OVERRUN IN SETTING UP PROJECTS**

There has been no time and cost overruns in the Company as on date of this Draft Red Herring Prospectus.

#### **LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY OR EXIT IN NEW GEOGRAPHIES**

For details of launch of key services, entry in new geographies or exit from existing markets, capacity or facility creation and the locations, please see chapter titled “*Our Business*” beginning on page 122122 of this Draft Red Herring Prospectus.

#### **CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE YEARS**

There have been no changes in the activities of our Company during the last five years which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

#### **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS**

Our Company has not made any defaults / re-scheduling of its borrowings as on date of this Draft Red Herring Prospectus.



## **JOINT VENTURES**

As on the date of this Draft Red Herring Prospectus, there are no joint ventures of our Company.

## **AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT, DIRECTOR, PROMOTERS OR ANY OTHER EMPLOYEE**

Neither our Promoters, nor any of the Key Managerial Personnel, Senior Management, Directors or employees of our Company have entered into an agreement, 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 the dealings of the securities of our Company.

## **GUARANTEES GIVEN BY OUR PROMOTERS**

For details of guarantees given by our Promoters in relation to the credit facilities availed by our Company, see “*Financial Indebtedness*” on page 212.

## **MATERIAL AGREEMENTS**

Except the contracts / agreements entered in the ordinary course of the business carried on or intended to be carried on by our Company, we have not entered into any material agreement / contract as on the date of this Draft Red Herring Prospectus.

## **STRATEGIC PARTNERS**

As of the date of this Draft Red Herring Prospectus, our Company does not have any Strategic Partners.

## **FINANCIAL PARTNERS**

As on the date of this Draft Red Herring Prospectus, our Company does not have any other financial partners.

## OUR MANAGEMENT

### BOARD OF DIRECTORS

Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and not be more than 15 (Fifteen), subject to the applicable provisions of the Companies Act, 2013.

As of the date of this Draft Red Herring Prospectus, our Company has 7 (Seven) Directors, comprising 1 (one) Chairman and Whole-Time Director, 1 (one) Managing Director, 1 (one) Whole Time Director, 1 (one) Non-Executive Non-Independent Director and 3 (three) Non-Executive Independent Directors. There are 3 (Three) Women Directors on our Board.

The details of the Directors are as mentioned in the below table:

| Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN   | Date of Appointment/ Re appointment  | Other Directorships   |
|---|--|---|
| <p><b>Name:</b> Mr. Laxmi Narayan Mishra</p> <p><b>Age:</b> 52 years</p> <p><b>Date of Birth:</b> January 01, 1974</p> <p><b>Designation:</b> Chairman and Whole Time Director</p> <p><b>Address:</b> 29-1405/1 Plot No. 206, Deendayal Anagar Road No.4, Near Nagendra High School, Neredmet, Ramakrishna Puram, Hyderabad Telegana-500056, India.</p> <p><b>Occupation:</b> Salaried</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> 5 (Five) years with effect from July 26, 2024.</p> <p><b>DIN:</b> 05358706</p> | <p>Initially appointed as an Additional Director with effect from April 08, 2024.</p> <p>Re-designated as Whole Time Director with effect from May 06,2024.</p> <p>Re-designated as Chairman and Whole Time Director with effect from July 26, 2024 for a period of 5 years.</p> | <ul style="list-style-type: none"> <li>• BWL Express Cargo Limited</li> </ul> |
| <p><b>Name:</b> Mr. Lalit Panda</p> <p><b>Age:</b> 41 years</p> <p><b>Date of Birth:</b> August 12, 1983</p> <p><b>Designation:</b> Managing Director</p> <p><b>Address:</b> Kompally, Ashoka Ala Maison, Villa No -136, Near St Martin Engineering College, Kompally, Hyderabad, Dollapally, Medchal - Malkajiri, Telegana-500100, India.</p> <p><b>Occupation:</b> Salaried</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> 5 (Five) years with effect from July 26, 2024.</p> <p><b>DIN:</b> 05358709</p>          | <p>Initially appointed as an Additional Director with effect from April 08, 2024.</p> <p>Re-designated as Whole Time Director with effect from May 06,2024.</p> <p>Re-designated as Managing Director with effect from July 26, 2024 for a period of 5 years.</p>                | <ul style="list-style-type: none"> <li>• BWL Express Cargo Limited</li> </ul> |

| Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN  | Date of Appointment/ Re appointment   | Other Directorships  |
|--|---|--|
| <p><b>Name:</b> Ms. Madhusmita Mohanty</p> <p><b>Age:</b> 41 years</p> <p><b>Date of Birth:</b> July 01, 1983</p> <p><b>Designation:</b> Whole-Time Director</p> <p><b>Address:</b> Kompally, Ashoka Ala Maison, Villa No -136, Near St Martin Engineering College, Kompally, Hyderabad, Dollapally, Medchal - Malkajiri, Telegana-500100, India.</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> 5 (Five) years with effect from July 26, 2024.</p> <p><b>DIN:</b> 06575521</p>  | <p>Appointed as Director of the Company with effect from August 22, 2022.</p> <p>Re-designated as Whole-Time Director with effect from July 26, 2024 for a period of 5 (five) years.</p>                                      | <ul style="list-style-type: none"> <li>• BWL Express Cargo Limited</li> </ul>  |
| <p><b>Name:</b> Ms. Supriya Mishra</p> <p><b>Age:</b> 47 years</p> <p><b>Date of Birth:</b> February 25, 1977</p> <p><b>Designation:</b> Non-Executive Non-Independent Director</p> <p><b>Address:</b> 29-1405/1 Plot No. 206, Deendayal Anagar Road No.4, Near Nagendra High School, Neredmet, Ramakrishna Puram, Hyderabad Telegana-500056, India.</p> <p><b>Occupation:</b> Salaried</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Appointed as a Non- Executive Non-Independent Director with effect from July 26, 2024.</p> <p><b>DIN:</b> 06681803</p> | <p>Appointed as Director of the Company with effect from August 22, 2022.</p> <p>Re-Designated as Non-Executive Non-Independent Director with effect from July 26, 2024.</p>  | <ul style="list-style-type: none"> <li>• BWL Express Cargo Limited</li> </ul>  |
| <p><b>Name:</b> Mr. Sugoto Ghosh</p> <p><b>Age:</b> 47 years</p> <p><b>Date of Birth:</b> December 23, 1977</p> <p><b>Designation:</b> Non-Executive Independent Director</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>Occupation:</b> Professional</p>   | <p>Appointed as Additional (Non-Executive Independent) Director of the Company with effect from July 25, 2024.</p> <p>Regularisation as Non-Executive Independent Director of the Company with effect from July 26, 2024.</p> | <ul style="list-style-type: none"> <li>• Silkflex Polymers (India) Limited</li> <li>• Amserve Hospitality Services Private Limited</li> <li>• Amserve International Inc</li> </ul> |

| Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN   | Date of Appointment/ Re appointment  | Other Directorships   |
|---|--|---|
| <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> 5 (Five) years with effect from July 26, 2024, not liable to retire by rotation.</p> <p><b>DIN:</b> 03227177</p>  |  |   |
| <p><b>Name:</b> Ms. Falguniben Khodabhai Prajapati</p> <p><b>Age:</b> 36 years</p> <p><b>Date of Birth:</b> June 24, 1988</p> <p><b>Designation:</b> Non-Executive Independent Director</p> <p><b>Address:</b> 26, Ashirvad Society, Radhanpur Road, Near Omkareshwar Mahadev, Mahesana, Gujarat-384002.</p> <p><b>Occupation:</b> Salaried</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> 5 (Five) years with effect from July 26, 2024, not liable to retire by rotation.</p> <p><b>DIN:</b> 10735011</p>  | <p>Appointed as Additional (Non-Executive Independent) Director of the Company with effect from July 25, 2024.</p> <p>Regularisation as Non-Executive Independent Director of the Company with effect from July 26, 2024.</p>        | NIL   |
| <p><b>Name:</b> Mr. Nikhar Ami Agarwal</p> <p><b>Age:</b> 32 years</p> <p><b>Date of Birth:</b> August 07, 1992</p> <p><b>Designation:</b> Non-Executive Independent Director</p> <p><b>Address:</b> H/302 Karnavati Apartment-3, Near Mansi Society, Bhairavnath Isanpur Road, Maninagar, Ahmedabad City, PO: Maninagar, Ahmedabad, Gujarat-380008, India.</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> 5 (Five) years with effect from December 09, 2024, not liable to retire by rotation.</p> <p><b>DIN:</b> 09781591</p> | <p>Appointed as Additional (Non-Executive Independent) Director of the Company with effect from December 06, 2024.</p> <p>Re-Designated as Non-Executive Independent Director of the Company with effect from December 09, 2024.</p> | <ul style="list-style-type: none"> <li>• Phix Technologies India Private Limited</li> </ul> |

## BRIEF PROFILE OF OUR DIRECTORS

**Mr. Laxmi Narayan Mishra**, aged 51 years, is one of the Promoters, Chairman and Whole Time Director of our Company. He completed his Bachelor of Commerce degree from M/s. Utkal University in the year 1994. He worked as a Senior Executive in the Accounts Department at GAC Shipping (India) Pvt. Ltd. from February 16, 2004, to May 15, 2006. He then joined Marinetrans India Private Limited as General Manager – South Region, where he worked for over three years. He also co-founded our partnership firm i.e., M/s Blue Water Logistics along with Mr. Lalit Panda in the year 2010. Over the years, he has utilized his business knowledge and experience to establish our Company and offer logistics and supply chain solutions to our customers through sea and air freight services. He was appointed as a director of our Company on

April 08, 2024 and was redesignated as the Chairman and Whole Time Director with effect from July 26, 2024 for a period of 5 years. He has over 13 years of experience in logistics industry, drawing on his past roles and experiences. He is actively involved in managing the financial operations of our Company, including its branch offices, day-to-day operations, budget planning, and ensuring the effective implementation of the same.

**Mr. Lalit Panda**, aged 41 years, is one of the Promoters and the Managing Director of our Company. He holds minimal educational qualifications having completed his secondary education from CBSE Board in the year 1998. He co-founded our partnership firm i.e., M/s Blue Water Logistics along with Mr. Laxmi Narayan Mishra in the year 2010. He handled the responsibility of executing sales and marketing plans for our Company. He possesses over 7 years of experience in logistics industry through our partnership firm. He was appointed as a director of our Company on April 08, 2024 and was redesignated as the Managing Director with effect from July 26, 2024 for a period of 5 years. He is currently responsible for the creation and implementation of business strategies, management of the marketing system including execution of marketing plans, supervision, direction and control of the sales operations of our Company.

**Ms. Madhusmita Mohanty**, aged 41 years, is one of the Promoters and Whole- Time Director of our Company. She holds a Bachelor of Science degree and a Diploma in Master of Science in Zoology, both from M/s. North Orissa University, completed in the year 2005 and 2006, respectively. In the year 2017, she became one of the partners in our partnership firm i.e., M/s. Blue Water Logistics, where she was responsible for financial planning and management functions. She is also one of the first directors of our Company and has over 7 years of cumulative work experience in the logistics industry. She was re-designated as Whole-Time Director of our Company with effect from July 26, 2024 and is responsible for managing human resources, overseeing the administration of branch offices and managing day-to day operational affairs of our Company.

**Ms. Supriya Mishra**, aged 47 years, is one of the Promoters and Non-Executive Non-Independent Director of our Company. She has passed the Bachelor of Arts examination from M/s. Utkal University in the year 1997. In the year 2017, she became one of the partners in our partnership firm i.e., M/s. Blue Water Logistics, where she was responsible for business administration and human resources functions. She is one of the first directors of our Company and has over 7 years of cumulative work experience in the logistics industry. She was re-designated as Non- Executive Non-Independent Director with effect from July 26, 2024 and is required to provide her expertise and guidance to enhance Company's capabilities.

**Mr. Sugoto Ghosh**, aged 47 years, is the Non-Executive Independent Director of our Company with effect from July 26, 2024. He has completed his Master of Business Administration (MBA) from ICAI University in the year 2004. He is engaged as Partner in a partnership firm, M/s. Amserve International Inc since September 2018. He is also a Independent Director on the board of Silkflex Polymers (India) Limited since July 26, 2024. He has a work experience of 6 years in the field of business development, consulting and financial services.

**Ms. Falguni Khodabhai Prajapati**, aged 36 years, is the Non-Executive Independent Director of our Company with effect from July 26, 2024. She has obtained her provisional certificate for completing MBA in Finance from M/s. Gujarat Technological University in the year 2011. She has also completed Doctor of Philosophy (Ph.D) (Management) from M/s. Hemchandracharya North Gujarat University in the year 2023. She has been associated with several educational institutions, including M/s. Shree Saraswati Education Sansthan's Group of Institutions, Ahmedabad and Shree Akhil Anjana Kelvani Mandal Institution, Gandhinagar, where she provided lectures and insights on different finance related topics. She is currently serving as an Assistant Professor in the Finance Department at M/s. Sal Institute of Management, Ahmedabad and possesses more than 10 years of overall experience in teaching finance-related topics.

**Mr. Nikhar Ami Agarwal**, aged 32 years, is Non-Executive Independent Director of our Company with effect from December 09, 2024. He is a Chartered Accountant by profession, having passed in the year 2014. He currently runs a proprietorship firm under the name M/s. Nikhar Agarwal & Co providing financial, GST and tax consultation and other related services. He is also serving as a director in M/s. Phix Technologies India Private Limited since December 30, 2022. He possesses over 10 years of experience in providing various accounting and taxation related services.

#### **DETAILS OF DIRECTORSHIP IN COMPANIES SUSPENDED OR DELISTED**

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Draft Red Herring Prospectus, during the term of their directorship in such company.

Further, none of our directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

## RELATIONSHIP BETWEEN OUR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

Except as disclosed below none of our Directors, Key Managerial Personnel and Senior Management are related to each other:

| Name of Director         | Relation with            | Nature of Relationship |
|--------------------------|--------------------------|------------------------|
| Mr. Laxmi Narayan Mishra | Ms. Supriya Mishra       | Spouse                 |
| Ms. Supriya Mishra       | Mr. Laxmi Narayan Mishra | Spouse                 |
| Mr. Lalit Panda          | Ms. Madhusmita Mohanty   | Spouse                 |
| Ms. Madhusmita Mohanty   | Mr. Lalit Panda          | Spouse                 |

## ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS

There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors were selected as a director or member of senior management.

## SERVICE CONTRACTS WITH DIRECTORS

The directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.

## DETAILS OF BORROWING POWERS

Pursuant to a Special Resolution passed at an Extraordinary General Meeting of our Company held on July 26, 2024 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, (including any amendment thereto or re-enactment thereof) the Board of Directors of the Company are authorized to borrow any sum or sums of money from time-to-time, from banks, financial institutions, bodies corporate, firms or such other persons whether in India or abroad and by issue of convertible/non-convertible securities (including fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants or any other debt instruments) and/or otherwise as it may deem fit, at its discretion, and by the issue of any instrument, commercial paper or otherwise as the Board may deem fit, any sum or sums of monies which, together with the monies already borrowed by the Company, whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge on the Company's assets, licences and properties, whether immovable or movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertaking of the Company, notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid-up share capital of the Company and its free reserves, so that the aggregate amount borrowed by the Board of Directors and outstanding at any point in time shall not exceed the sum of ₹ 1,00,000 Lakhs (Rupees One Thousand Crores Only).

## REMUNERATION OF OUR DIRECTORS

The compensation package payable to our Managing Director and Whole time Directors w.e.f. July 26, 2024 as resolved in the Extra Ordinary General Meeting held on July 26, 2024 is stated hereunder:

### Mr. Laxmi Narayan Mishra

The total remuneration payable to Mr. Laxmi Narayan Mishra, Chairman and Whole time Director, shall be a sum of up to ₹4.00 Lakhs per month (inclusive of salary, perquisites, benefits, incentives and allowances).

### Mr. Lalit Panda

The total remuneration payable to Mr. Lalit Panda, Managing Director, shall be a sum of up to ₹4.00 Lakhs per month (inclusive of salary, perquisites, benefits, incentives and allowances).

### Ms. Madhusmita Mohanty

The total remuneration payable to Ms. Madhusmita Mohanty, Whole time Director, shall be a sum of up to ₹4.00 Lakhs per month (inclusive of salary, perquisites, benefits, incentives and allowances).

## SITTING FEES

Non-Executive Independent Directors of our Company would be entitled to a payment of sitting fee for attending every meeting of Board of Directors and committees thereof as follows:

| Sr. No. | Name                               | Sitting fees approved  |
|---------|------------------------------------|--|
| 1.      | Ms. Falguniben Khodabhai Prajapati | Sitting fee of ₹15,000/- per meeting for attending meetings of the Board of Directors and its committee thereof <sup>(1)</sup> . |
| 2.      | Mr. Sugoto Ghosh                   |  |
| 3.      | Mr. Nikhar Ami Agarwal             | Sitting fee of ₹15,000/- per meeting for attending meetings of the Board of Directors and its committee thereof <sup>(2)</sup> . |

(1) Sitting fee as approved in the Extra Ordinary General Meeting held on July 26, 2024.

(2) Sitting fee as approved in the Extra Ordinary General Meeting held on December 09, 2024.

## PAYMENTS OR BENEFITS TO OUR DIRECTORS

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 2(94), Section 188, Section 196, Section 197, Section 198 and Section 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 (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, for the time being in force). The remuneration / sitting fees paid to the directors during the last F.Y. 2023 - 24 is as follows:

(₹ in Lakhs)

| Sr. No. | Name                     | Designation                            | Remuneration paid |
|---------|--------------------------|--|-------------------|
| 1.      | Mr. Laxmi Narayan Mishra | Chairman and Whole Time- Director      | 19.18             |
| 2.      | Mr. Lalit Panda          | Managing Director                      | 18.00             |
| 3.      | Ms. Madhusmita Mohanty   | Whole-Time Director                    | 18.00             |
| 4.      | Ms. Supriya Mishra       | Non-Executive Non-Independent Director | 18.00             |

## REMUNERATION PAID OR PAYABLE TO OUR DIRECTORS BY OUR SUBSIDIARIES OR ASSOCIATES

As on date of this Draft Red Heering Prospectus, our company do not have any subsidiaries or associates.

## CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS

There is no contingent or deferred compensation payable to our directors, which does not form part of their remuneration.

## BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS

None of the Directors are party to any bonus or profit-sharing plan of our Company.

## SHAREHOLDING OF OUR DIRECTORS

Our Articles of Association do not require our directors to hold any qualification shares.

The details of the shareholding of our directors as on the date of this Draft Red Herring Prospectus are as follows:

| Sr. No. | Name of the Director     | Designation                            | No. of Shares    | % of pre-Issue paid up capital |
|---------|--------------------------|--|------------------|--------------------------------|
| 1.      | Ms. Madhusmita Mohanty   | Whole-Time Director                    | 38,24,580        | 47.81%                         |
| 2.      | Ms. Supriya Mishra       | Non-Executive Non-Independent Director | 38,24,580        | 47.81%                         |
| 3.      | Mr. Lalit Panda          | Managing Director                      | 400              | 0.01%                          |
| 4.      | Mr. Laxmi Narayan Mishra | Chairman and Whole Time- Director      | 360              | Negligible                     |
|         |                          | <b>Total</b>                           | <b>76,49,920</b> | <b>95.62%</b>                  |

## INTEREST OF OUR DIRECTORS

All our directors may be deemed to be interested to the extent of remuneration, Compensation and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees, if any, payable to them for attending meetings of our Board or Committees thereof payable to them.

Further our directors may be deemed to be interested to the extent of shareholding held by them in our Company or held by the entities in which they are associated as directors or partners, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue and any dividend and other distributions payable in respect of such Equity Shares. For the shareholding of the Directors, please refer chapter titled “*Our Management*” on page 157 of this Draft Red Herring Prospectus.

Further, relatives of certain of our directors are also shareholders and / or employees of our Company and may be deemed to be interested to the extent of the payment of remuneration made by our Company and dividends declared on the Equity Shares held by them, if any. For the payments that are made by our Company to such relatives of the Directors, see “*Restated Financial Statements – Annexure 35 - Restated Statement of Related Party Transactions*” on page 180 and “*Our Promoters and Promoter Group*” on page 173 of this Draft Red Herring Prospectus. Except mentioned in the Restated Financial Statements, no loans have been availed or extended by our directors from or to, our Company.

Except as stated in the heading titled “*Properties*” under the chapter titled “*Our Business*”, beginning on page 122 of this Draft Red Herring Prospectus, none of our directors have interest in any property acquired or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Except as stated in the chapter titled “*Our Business*” and “*Restated Financial Statements*” beginning on page 122 and 180 respectively and to the extent of shareholding in our Company, if any, our directors do not have any other business interest in our Company.

Except Mr. Laxmi Narayan Mishra, Mr. Lalit Panda, Ms. Madhusmita Mohanty and Ms. Supriya Mishra, who are the Promoters of our Company, none of the other Directors are interested in the promotion of our Company.

#### **Other Confirmations**

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce such Director to become or to help such Director qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

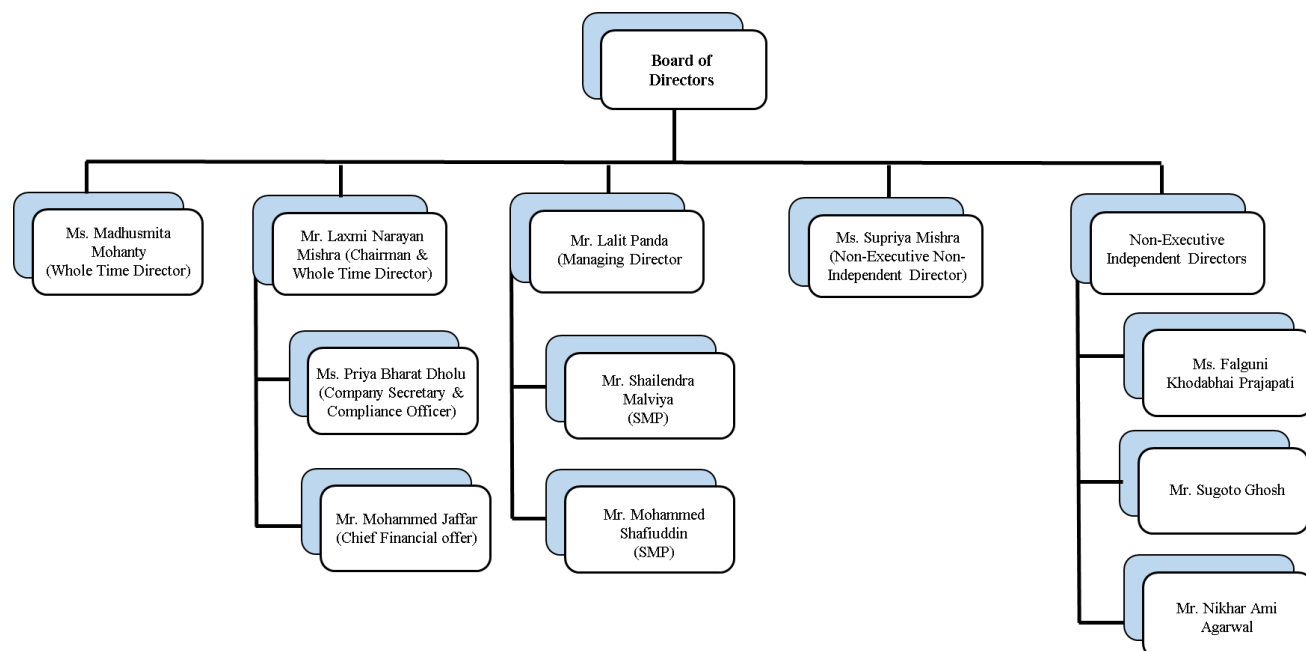
#### **CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS**

| <b>Sr. No.</b> | <b>Name of the Director</b>        | <b>Date of Appointment /Change in designation</b> | <b>Reason for Change</b>  |
|----------------|------------------------------------|---|---|
| 1.             | Mr. Ketan Gamanlal Desai           | December 06,2024                                  | Resignation as Non-Executive Independent Director due to personal reasons |
| 2.             | Mr. Nikhar Ami Agarwal             | December 06,2024                                  | Appointment as Additional Non-Executive Independent Director              |
| 3.             | Mr. Nikhar Ami Agarwal             | December 09,2024                                  | Regularisation as Non-Executive Independent Director                      |
| 4.             | Mr. Sugoto Ghosh                   | July 25,2024                                      | Appointment as Additional Non-Executive Independent Director              |
| 5.             | Mr. Sugoto Ghosh                   | July 26, 2024                                     | Regularisation as Non-Executive Independent Director                      |
| 6.             | Ms. Falguniben Khodabhai Prajapati | July 25,2024                                      | Appointment as Additional Non-Executive Independent Director              |
| 7.             | Ms. Falguniben Khodabhai Prajapati | July 26, 2024                                     | Regularisation as Non-Executive Independent Director                      |
| 8.             | Mr. Ketan Gamanlal Desai           | July 25,2024                                      | Appointment as Additional Non-Executive Independent Director              |
| 9.             | Mr. Ketan Gamanlal Desai           | July 26, 2024                                     | Regularisation as Non-Executive Independent Director                      |
| 10.            | Mr. Lalit Panda                    | July 26, 2024                                     | Change in designation as a Managing Director                              |
| 11.            | Mr. Laxmi Narayan Mishra           | July 26, 2024                                     | Change in designation as a Chairman & Whole-Time Director                 |
| 12.            | Ms. Madhusmita Mohanty             | July 26, 2024                                     | Change in designation as a Whole-Time Director                            |
| 13.            | Ms. Supriya Mishra                 | July 26, 2024                                     | Change in designation as a Non-Executive Non-Independent Director         |
| 14.            | Mr. Laxmi Narayan Mishra           | April 08, 2024                                    | Appointment as Additional Director  |



| Sr. No. | Name of the Director     | Date of Appointment /Change in designation | Reason for Change                              |
|---------|--------------------------|--|--|
| 15.     | Mr. Laxmi Narayan Mishra | May 06,2024                                | Change in designation as a Whole-Time Director |
| 16.     | Mr. Lalit Panda          | April 08, 2024                             | Appointment as Additional Director             |
| 17.     | Mr. Lalit Panda          | May 06,2024                                | Change in designation as a Whole-Time Director |

## ORGANIZATIONAL STRUCTURE



## CORPORATE GOVERNANCE

We are in compliance with the requirements of the Companies Act in respect of corporate governance including constitution of the Board and committees thereof. Further, conditions of corporate governance as stipulated in Regulation 17 to 27 of the SEBI LODR Regulations is not applicable to our company in terms of the Regulation 15(2)(b) of the SEBI LODR Regulations. Our Board has been constituted in compliance with the Companies Act. The Board functions either as a full board or through various committees constituted to oversee specific functions.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report.

Our Board functions either as a full Board or through the various committees constituted to oversee specific operational areas. As on the date of this Draft Red Herring Prospectus, our Company has 7 (Seven) Directors, comprising 1 (one) Chairman and Whole-Time Director, 1 (one) Managing Director, 1 (one) Whole Time Director, 1 (one) Non-Executive Non-Independent Director and 3 (three) Non-Executive Independent Directors. There are 3 (Three) Women Director on our Board.

## COMMITTEES OF THE BOARD OF DIRECTORS

Our Board of Directors presently has four (4) committees which have been constituted in accordance with the relevant provisions of the Companies Act: (i) Audit Committee, (ii) Stakeholders' Relationship Committee, (iii) Nomination and Remuneration Committee, and (iv) Corporate Social Responsibility Committee.

### Audit Committee

Our Board has re-constituted the Audit Committee vide Board Resolution dated December 06, 2024 which was in accordance with Section 177 of the Companies Act, 2013. The audit committee comprises of:

| Name of the Directors              | Nature of Directorship             | Designation in Committee |
|------------------------------------|------------------------------------|--------------------------|
| Mr. Nikhar Ami Agarwal             | Non-Executive Independent Director | Chairperson              |
| Ms. Falguniben Khodabhai Prajapati | Non-Executive Independent Director | Member                   |

| <b>Name of the Directors</b> | <b>Nature of Directorship</b> | <b>Designation in Committee</b> |
|------------------------------|-------------------------------|---------------------------------|
| Ms. Madhusmita Mohanty       | Whole Time Director           | Member                          |

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee.

The role of Audit Committee shall include but shall not be restricted to the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. 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;
3. Approving payments to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - (i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - (ii) Changes, if any, in accounting policies and practices and reasons for the same;
  - (iii) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (iv) Significant adjustments made in the financial statements arising out of audit findings;
  - (v) Compliance with listing and other legal requirements relating to financial statements;
  - (vi) Disclosure of any related party transactions; g. Qualifications in the draft audit report;
  - (vii) Modified opinion(s) in the draft audit report;
5. Reviewing with the management the half yearly financial statements before submission to the board for approval;
6. 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/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
9. 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;
10. Discussion with internal auditors any significant findings and follow up there on;
11. 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;
12. 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;
13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
14. To review the functioning of the Whistle Blower mechanism;

15. Approval of appointment of CFO (or 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;
16. Approval or any subsequent modification of transactions of the company with related parties;
17. Scrutiny of inter-corporate loans and investments;
18. Valuation of undertakings or assets of the Company, whenever it is necessary;
19. Evaluation of internal financial controls and risk management systems;
20. Review of management discussion and analysis report, management letters issued by the statutory auditors, etc;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
22. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision; and
23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Explanation (i): The term “related party transactions” shall have the same meaning as contained in the Ind AS 24, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

The Audit Committee enjoys following powers:

- i) To investigate any activity within its terms of reference.
- ii) To seek information from any employee.
- iii) To obtain outside legal or other professional advice.
- iv) To secure attendance of outsiders with relevant expertise if it considers necessary.

The Audit Committee shall mandatorily review the following information:

- i) Management discussion and analysis of financial condition and results of operations;
- ii) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv) Internal audit reports relating to internal control weaknesses; and
- v) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.
- vi) statement of deviations: (a) half yearly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI LODR Regulations; and (b) 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 LODR Regulations.

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.

### **Meeting of Audit Committee and Relevant Quorum**

The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

### **Stakeholders' Relationship Committee**

Our Board has re-constituted the Stakeholders' Relationship Committee vide Board Resolution dated December 06, 2024 pursuant to Section 178 of the Companies Act, 2013.

The Stakeholder's Relationship Committee comprises of:

| <b>Name of the Directors</b> | <b>Nature of Directorship</b>      | <b>Designation in Committee</b> |
|------------------------------|------------------------------------|---------------------------------|
| Mr. Nikhar Ami Agarwal       | Non-Executive Independent Director | Chairperson                     |
| Mr. Lalit Panda              | Managing Director                  | Member                          |
| Mr. Laxmi Narayan Mishra     | Whole-Time Director                | Member                          |

The Company Secretary of the Company will act as the Secretary of the Committee.

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

1. Resolving the grievances of the security holders of the Company, 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;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services rendered by the registrar and share transfer agent;
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
5. Formulate procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
6. Approve, register, refuse to register transfer or transmission of shares and other securities;
7. Sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
8. Allotment and listing of shares;
9. Authorise affixation of common seal of the Company;
10. Issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
11. Approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
12. Dematerialize or rematerialize the issued shares;
13. Ensure proper and timely attendance and redressal of investor queries and grievances;
14. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities and Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time

15. Carry out any other functions contained in the Companies Act, 2013 (including Section 178) and/or equity listing agreements (if applicable), as and when amended from time to time; and
16. Further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

### **Meeting of Stakeholders' Relationship Committee and Relevant Quorum**

The stakeholders' Relationship committee shall meet at least four times in a year and shall report to the Board of Directors on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum for a meeting of the Stakeholder's Relationship Committee shall be two members present.

### **Nomination and Remuneration Committee**

Our Board has re-constituted the Nomination and Remuneration Committee vide Board Resolution dated December 06, 2024 pursuant to section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises of:

| <b>Name of the Directors</b>       | <b>Nature of Directorship</b>      | <b>Designation in Committee</b> |
|------------------------------------|------------------------------------|---------------------------------|
| Mr. Nikhar Ami Agarwal             | Non-Executive Independent Director | Chairperson                     |
| Ms. Falguniben Khodabhai Prajapati | Non-Executive Independent Director | Member                          |
| Mr. Sugoto Ghosh                   | Non-Executive Independent Director | Member                          |

The Company Secretary of our Company acts as the Secretary to the Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - i) use the services of an external agencies, if required;
  - ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - iii) consider the time commitments of the candidates.
3. formulation of criteria for evaluation of Independent Directors and the Board;
4. devising a policy on Board diversity;
5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
6. 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; and
7. recommend to the board, all remuneration, in whatever form, payable to senior management.
8. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.

### **Meeting of Nomination and Remuneration Committee and Relevant Quorum**

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members. The Committee shall meet as and when required.

### **Corporate Social Responsibility Committee**

Our Board has constituted the Corporate Social Responsibility Committee vide Board Resolution dated July 26, 2024 pursuant to section 135 of the Companies Act, 2013.

The Corporate Social Responsibility Committee comprises of:

| <b>Name of the Directors</b> | <b>Nature of Directorship</b>          | <b>Designation in Committee</b> |
|------------------------------|--|---------------------------------|
| Ms. Supriya Mishra           | Non-Executive Non-Independent Director | Chairperson                     |
| Mr. Lalit Panda              | Managing Director                      | Member                          |
| Mr. Sugoto Ghosh             | Non-Executive Independent Director     | Member                          |

The scope of Corporate Social Responsibility Committee shall include but shall not be restricted to the following:

1. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
2. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
3. To monitor the CSR policy of the Company from time to time; and
4. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

### **Meeting of Corporate Social Responsibility Committee and Relevant Quorum**

The quorum necessary for a meeting of the Corporate Social Responsibility Committee shall be two members or one third of the members of the committee whichever is greater. The Committee shall meet at least once in a year.

### **POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING**

The provisions of Regulation 9(1) of the SEBI PIT Regulations will be applicable to our Company immediately upon the listing of its Equity Shares on the NSE Emerge. We shall comply with the requirements of the SEBI PIT Regulations on listing of Equity Shares on stock exchange. Further, Board of Directors have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

### **KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel and Senior Management of our Company:

#### **Key Managerial Personnel of our Company:**

**Mr. Laxmi Narayan Mishra** is the Chairman, and Whole-Time Director in our Company. For detailed profile, see para, “*Brief Profile of our Directors*” on page 157 of this Draft Red Herring Prospectus.

**Mr. Lalit Panda** is the Managing Director of the Company. For detailed profile, see para, “*Brief Profile of our Directors*” on page 157 of this Draft Red Herring Prospectus.

**Ms. Madhusmita Mohanty** is the Whole-Time Director of the Company. For detailed profile, see para, “*Brief Profile of our Directors*” on page 157 of this Draft Red Herring Prospectus.

**Mr. Mohammed Jaffar** aged 37 years is the Chief Financial Officer of our Company. He holds a Bachelor of Commerce (B.Com) degree, which he completed in the year 2010 and a Master of Business Administration (MBA) degree, which he completed in the year 2014, both from M/s. Osmania University, Hyderabad. He has worked with M/s. Marinetrans India Private Limited as Assistant Manager (Accounts) in the Finance Department from January 01, 2012, to October 31, 2013. Later, he joined our Company on November 05, 2013 as an Assistant Manager (Accounts) in the finance department and was re-designated as the Chief Financial Officer of our Company with effect from July 25, 2024. He looks after various key accounting functions including financial analysis, financial reporting, budgeting and has been overseeing audit-related activities. He has an overall experience of over 11 years in accounts function. In our Company he is responsible for accounts and finance division. The Chief Financial Officer was paid a remuneration of Rs. 2.40 Lakhs for the period ended on September 30, 2024.

**Ms. Priya Bharat Dholu**, aged 33 years is the Company Secretary and Compliance Officer of our Company with effect from July 25, 2024. She has completed her Bachelors of Commerce (B.Com) from M/s. Neeldeep College of Commerce, Gujrat and was admitted as an Associate member of the Institute of Company Secretaries of India in the year 2015. Has previously worked with a SCS & Co. LLP, a Practicing Company Secretaries firm from April 01, 2021 till April 20, 2023 where she handled compliances relating to SEBI Listing regulations and Companies Act, 2013. Later, she joined M/s. Nextile Marbosys Private Limited as a Company Secretary w.e.f. May 01, 2023 till October 13, 2023. She has experience of 3 years in secretarial and compliance field. She is responsible for handling all company secretarial affairs and legal compliance in our Company. She was paid a remuneration of Rs. 0.75 Lakhs for the period ended on September 30, 2024.

#### **Senior Management Personnel of our Company:**

In addition to the above, the details of our other Senior Management Personnel in terms of the SEBI ICDR Regulations, as of the date of this Draft Red Herring Prospectus are set forth below:

**Mr. Shailendra Malviya**, aged 47 years, is the General Manager in Sales & Marketing Department of our Company. He has completed Master's Programme in International Business from Gitam Institute of Foreign Trade in the year 2005. He also holds a Bachelor of Commerce Degree completed in year 1997. He has been associated with us since September 06, 2021 and has experience of more than 3 years in our Company. He looks after sales and business operations, ensuring effective logistics and supply chain management. He was paid Rs. 16.80 Lakhs as remuneration in the Fiscal Year 2023-24.

**Mr. Mohammed Shafiuddin**, aged 45 years, is the Regional Manager in Sales & Marketing Department of our Company. He has completed his secondary education from Board of Secondary Education, Andhra Pradesh in the year 1994. He has previously worked as an Assistant Sales Manager at Marinetrans India Private Limited from April 01, 2011 till October 31, 2013. He was appointed in our Company from December 01, 2018 as a Regional Manager. He possesses over 7 years of experience in sales and marketing field. He is responsible for looking after strategic planning, sales growth, and customer relationship management in our company. He was paid Rs. 18.00 Lakhs as remuneration in the Fiscal Year 2023-24.

#### **SERVICE CONTRACTS WITH KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

Except for the terms set forth in the appointment letters, the Key Managerial Personnel or senior management have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

#### **RELATIONSHIP BETWEEN OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

Except as disclosed below none of our Key Managerial Personnel and Senior Management are related each other.

| <b>Name</b>              | <b>Relation with</b>     | <b>Nature of Relationship</b> |
|--------------------------|--------------------------|-------------------------------|
| Mr. Laxmi Narayan Mishra | Ms. Supriya Mishra       | Spouse                        |
| Ms. Supriya Mishra       | Mr. Laxmi Narayan Mishra | Spouse                        |
| Mr. Lalit Panda          | Ms. Madhusmita Mohanty   | Spouse                        |
| Ms. Madhusmita Mohanty   | Mr. Lalit Panda          | Spouse                        |

#### **ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS/ CUSTOMERS/ SUPPLIERS OR OTHERS**

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel or senior management have been selected as the Key Managerial Personnel or senior management of our Company.

## CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

There is no contingent or deferred compensation payable to our Key Managerial Personnel and senior management, which form part of their remuneration.

## BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT

None of our Key Managerial Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company.

## STATUS OF OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

All our Key Managerial Personnel and senior management are permanent employees of our Company.

## SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT

Except for the following, none of our KMPs or senior management hold any shares of our Company as on the date of this Draft Red Herring Prospectus.

| Sr. No. | Name of the Director     | Designation                      | No. of Shares    | Percentage of pre-Issue Capital (%) |
|---------|--------------------------|----------------------------------|------------------|-------------------------------------|
| 1.      | Ms. Madhusmita Mohanty   | Whole-Time Director              | 38,24,580        | 47.81%                              |
| 2.      | Mr. Lalit Panda          | Managing Director                | 400              | 0.01%                               |
| 3.      | Mr. Laxmi Narayan Mishra | Chairman and Whole-Time Director | 360              | Negligible                          |
| 4.      | Mr. Shailendra Malviya   | Senior Management Personnel      | 20               | Negligible                          |
|         |                          | Total                            | <b>38,25,360</b> | <b>47.82%</b>                       |

## CHANGES IN OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT IN THE LAST THREE YEARS

The changes in our Key Managerial Personnel and Senior Management during the three years immediately preceding the date of filing of this Draft Red Herring Prospectus are set forth below:

| Sr No. | Name                     | Date of Appointment/ Change in designation | Reason for Change                                       |
|--------|--------------------------|--|---|
| 1.     | Mr. Mohammed Jaffar      | July 25, 2024                              | Appointment as Chief Financial Officer                  |
| 2.     | Ms. Priya Bharat Dholu   | July 25, 2024                              | Appointment as Company Secretary & Compliance Officer   |
| 3.     | Mr. Lalit Panda          | July 26, 2024                              | Change in designation as Managing Director              |
| 4.     | Mr. Laxmi Narayan Mishra | July 26, 2024                              | Change in designation as Chairman & Whole-Time Director |
| 5.     | Ms. Madhusmita Mohanty   | July 26, 2024                              | Change in designation as a Whole-Time Director          |
| 6.     | Mr. Laxmi Narayan Mishra | May 06,2024                                | Change in designation as a Whole-Time Director          |
| 7.     | Mr. Lalit Panda          | May 06,2024                                | Change in designation as a Whole-Time Director          |
| 8.     | Mr. Shailendra Malviya   | December 06, 2024                          | Redesignation as Senior Management Personnel            |
| 9.     | Mr. Mohammed Shafiuddin  | December 06, 2024                          | Redesignation as Senior Management Personnel            |

## INTEREST OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

None of our Key Management Personnel or Senior Management has any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business. Our Key Managerial Personnel or Senior Management may also be interested to the extent of Equity Shares, if any, held by them and any dividend payable to them and other distributions in respect of such Equity Shares in future.

## ATTRITION OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

The attrition of Key Managerial Personnel and senior management is not high in our Company compared to the industry.



## **EMPLOYEE SHARE PURCHASE AND EMPLOYEE STOCK OPTION PLAN**

Our Company does not have an employee stock option scheme as on the date of this Draft Red Herring Prospectus.

## **PAYMENT OR BENEFIT TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**


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.

## OUR PROMOTERS AND PROMOTER GROUP

As on the date of this Draft Red Herring Prospectus, our Promoters hold 76,49,920 Equity Shares, representing 95.62% of the pre-issued, subscribed and paid-up Equity Share capital of our Company. For details of the build-up of our Promoters' shareholding in our Company, please see "Capital Structure" beginning on page 75 of this Draft Red Herring Prospectus.

The details of our Promoters are as under:

|   |  |
|---|--|
| <b>Mr. Laxmi Narayan Mishra</b>   |  |
|    | <p><b>Mr. Laxmi Narayan Mishra</b>, aged 52 years is one of the Promoter, Chairman and Whole Time Director of our Company. For his complete profile along with the details of his educational qualification, professional experience, positions/posts held in past, directorships held, special achievements and his business and financial activities, please refer to the chapter titled "Our Management" on page 157 of this Draft Red Herring Prospectus.</p> <p><b>Date of Birth:</b> January 01, 1974</p> <p><b>PAN:</b> BBSPM7740K</p> <p><b>Residential Address:</b> 29-1405/1 Plot No. 206, Deendayal Anagar Road No.4, Near Nagendra High School, Neredmet, Ramakrishna Puram, Hyderabad Telegana-500056, India.</p>   |
| <b>Mr. Lalit Panda</b>  |  |
|   | <p><b>Mr. Lalit Panda</b>, aged 41 years is one of the Promoter and Managing Director of our Company. For his complete profile along with the details of his educational qualification, professional experience, positions/posts held in past, directorships held, special achievements and his business and financial activities, please refer to the chapter titled "Our Management" on page 157 of this Draft Red Herring Prospectus.</p> <p><b>Date of Birth:</b> August 12, 1983</p> <p><b>PAN:</b> ARSPP1977G</p> <p><b>Residential Address:</b> Kompally, Ashoka Ala Maison, Villa No -136, Near St Martin Engineering College, Kompally, Hyderabad, Dollapally, Medchal - Malkajgiri, Telegana-500100, India.</p>        |
| <b>Ms. Madhusmita Mohanty</b>   |  |
|  | <p><b>Ms. Madhusmita Mohanty</b>, aged 41 years is one of the Promoter and Whole Time Director of our Company. For her complete profile along with the details of her educational qualification, professional experience, positions/posts held in past, directorships held, special achievements and her business and financial activities, please refer to the chapter titled "Our Management" on page 157 of this Draft Red Herring Prospectus.</p> <p><b>Date of Birth:</b> July 01, 1983</p> <p><b>PAN:</b> APYPM0140A</p> <p><b>Residential Address:</b> Kompally, Ashoka Ala Maison, Villa No -136, Near St Martin Engineering College, Kompally, Hyderabad, Dollapally, Medchal - Malkajgiri, Telegana-500100, India.</p> |

|   |  |
|---|--|
| <b>Ms. Supriya Mishra</b>   |  |
|  | <p><b>Ms. Supriya Mishra</b>, aged 47 years is one of the Promoter, and Non-Executive Non-Independent Director of our Company. For her complete profile along with the details of her educational qualification, professional experience, positions/posts held in past, directorships held, special achievements and her business and financial activities, please refer to the chapter titled “<i>Our Management</i>” on page 157 of this Draft Red Herring Prospectus.</p> <p><b>Date of Birth:</b> February 25, 1977</p> <p><b>PAN:</b> BIVPM4538H</p> <p><b>Residential Address:</b> 29-1405/1 Plot No. 206, Deendayal Anagar Road No.4, Near Nagendra High School, Neredmet, Ramakrishna Puram, Hyderabad Telegana-500056, India.</p> |

### Other ventures of our Promoters

Other than as disclosed in “Companies / Corporate Entities Forming Part of the Promoter Group” below and in section “*Our Management –Other Directorships*” on page 157 of this Draft Red Herring Prospectus, our Promoters are not involved in any other ventures.

### DECLARATION

Our Company confirms that the permanent account numbers, bank account numbers, Aadhar card numbers, passport numbers and driving license numbers of our Promoters shall be submitted to the Stock Exchange at the time of filing of the Draft Red Herring Prospectus.

### CHANGE IN CONTROL OF OUR COMPANY

There has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

### EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

Our Promoters have adequate experience in the business activities undertaken by our Company. For details in relation to experience of our Promoters in the business of our Company, please refer the chapter “*Our Management*” beginning on page 157 of this Draft Red Herring Prospectus.

### INTEREST OF OUR PROMOTERS

Our Promoters do not have any interest in our Company except to the extent of Remuneration payable / paid, commission, perquisites, rent paid and compensation paid to or their relatives or them and fees, if any, payable to them for attending meetings of the Board or a committee thereof as well as to the extent of expenses payable to them as the directors of our Company, rents on properties owned by them or their relatives but used by our company and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapters titled “*Capital Structure*”, “*Restated Financial Statements*” and “*Our Management*” beginning on pages 75, 180 and 157 of this Draft Red Herring Prospectus.

#### Interest of Promoters in the Promotion of our Company

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company. Our Promoters may also be deemed to be interested to the extent of Equity Shares held by them and their immediate relatives in our Company and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares in our Company. For details regarding the shareholding of our Promoters in our Company, see the chapter titled “*Capital Structure*” on page 75 of this Draft Red Herring Prospectus.

#### Interest of Promoters in the Property of our Company

Except as stated in the heading titled “*Properties*” under the chapter titled “*Our Business*” and “*Restated Financial Statements*” beginning on page 122 and 180 respectively, of this Draft Red Herring Prospectus, our Promoters have confirmed that they do not have any interest in any property acquired by our Company within three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements as on the date of this Draft Red Herring Prospectus.

Our Promoters are not interested as member of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director, or otherwise for services rendered by them or by such firm or company in connection with the promotion or formation of our Company.

#### **PAYMENT OF AMOUNTS OR BENEFITS TO THE PROMOTERS OR PROMOTER GROUP DURING THE LAST TWO YEARS**

Except as stated in the chapter titled “*Restated Financial Statements*” beginning on page 180 of this Draft Red Herring Prospectus, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoters or members of our Promoter Group.

#### **MATERIAL GUARANTEES GIVEN BY OUR PROMOTERS TO THIRD PARTY WITH RESPECT TO EQUITY SHARES**

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantees to any third party with respect to the Equity Shares.

#### **OUR PROMOTER GROUP**

Apart from our Promoters, as per Regulation 2(1)(pp) of the SEBI ICDR Regulations, the following individuals and entities shall form part of our Promoter Group:

##### **A. Natural Persons who are Part of the Promoter Group**

As per Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, the following individuals form part of our Promoter Group:

| <b>Name of the Promoter</b>     | <b>Name of the Relative</b> | <b>Relationship with the Promoter</b> |
|---------------------------------|-----------------------------|---------------------------------------|
| <b>Mr. Laxmi Narayan Mishra</b> | Mr. Radha Kanta Mishra      | Father                                |
|                                 | Ms. Sabita Mishra           | Mother                                |
|                                 | Ms. Supriya Mishra          | Spouse                                |
|                                 | Mr. Satya Narayan Mishra    | Brother                               |
|                                 | Ms. Induprava Panda         | Sister                                |
|                                 | --                          | Son                                   |
|                                 | Ms. Bhumika Mishra          | Daughter(s)                           |
|                                 | Ms. Ivanka Mishra           |                                       |
|                                 | Mr. Nikhilananda Dwivedy    | Spouse’s Father                       |
|                                 | Late. Sabitri Dwivedy       | Spouse’s Mother                       |
|                                 | Mr. Sandip Kumar Dwivedy    | Spouse’s Brother                      |
|                                 | Ms. Sudipta Kar             | Spouse’s Sister                       |
|                                 | <b>Mr. Lalit Panda</b>      | Late. Harendra Panda                  |
| Ms. Sarojini Panda              |                             | Mother                                |
| Ms. Madhusmita Mohanty          |                             | Spouse                                |
| --                              |                             | Brother                               |
| Ms. Gitanjali Panda             |                             | Sister                                |
| --                              |                             | Son                                   |
| Ms. Saanvi Panda                |                             | Daughter(s)                           |
| Ms. Sloka Panda                 |                             |                                       |
| Mr. Damodar Mahanty             |                             | Spouse’s Father                       |
| Ms. Premalata Mohanty           |                             | Spouse’s Mother                       |
| Mr. Satya Ranjan Mohanty        |                             | Spouse’s Brother                      |

| Name of the Promoter            | Name of the Relative       | Relationship with the Promoter |
|---------------------------------|----------------------------|--------------------------------|
| <b>Mr. Laxmi Narayan Mishra</b> | Mr. Radha Kanta Mishra     | Father                         |
|                                 | Ms. Sabita Mishra          | Mother                         |
|                                 | Ms. Supriya Mishra         | Spouse                         |
|                                 | Mr. Satya Narayan Mishra   | Brother                        |
|                                 | Ms. Induprava Panda        | Sister                         |
|                                 | --                         | Son                            |
|                                 | Ms. Bhumika Mishra         | Daughter(s)                    |
|                                 | Ms. Ivanka Mishra          |                                |
|                                 | Mr. Nikhilananda Dwivedy   | Spouse's Father                |
|                                 | Late. Sabitri Dwivedy      | Spouse's Mother                |
|                                 | Mr. Sandip Kumar Dwibedy   | Spouse's Brother               |
|                                 | Ms. Sudipta Kar            | Spouse's Sister                |
|                                 | Ms. Smita Mohanty          | Spouse's Sister(s)             |
|                                 | Ms. Sasmita Pattanayak     |                                |
| Ms. Itismita Sapan Mohanty      |                            |                                |
| <b>Ms. Madhusmita Mohanty</b>   | Mr. Damodar Mahanty        | Father                         |
|                                 | Ms. Premalata Mohanty      | Mother                         |
|                                 | Mr. Lalit Panda            | Spouse                         |
|                                 | Mr. Satya Ranjan Mohanty   | Brother                        |
|                                 | Ms. Smita Mohanty          | Sister(s)                      |
|                                 | Ms. Sasmita Pattanayak     |                                |
|                                 | Ms. Itismita Sapan Mohanty |                                |
|                                 | --                         | Son                            |
|                                 | Ms. Saanvi Panda           | Daughter(s)                    |
|                                 | Ms. Sloka Panda            |                                |
|                                 | Late. Harendra Panda       | Spouse's Father                |
|                                 | Ms. Sarojini Panda         | Spouse's Mother                |
|                                 | --                         | Spouse's Brother               |
|                                 | Ms. Gitanjali Panda        | Spouse's Sister                |
| <b>Ms. Supriya Mishra</b>       | Mr. Nikhilananda Dwivedy   | Father                         |
|                                 | Late. Sabitri Dwivedy      | Mother                         |
|                                 | Mr. Laxmi Narayan Mishra   | Spouse                         |
|                                 | Mr. Sandip Kumar Dwibedy   | Brother                        |
|                                 | Ms. Sudipta Kar            | Sister                         |
|                                 | --                         | Son                            |
|                                 | Ms. Bhumika Mishra         | Daughter(s)                    |
|                                 | Ms. Ivanka Mishra          |                                |
|                                 | Mr. Radha Kanta Mishra     | Spouse's Father                |
|                                 | Ms. Sabita Mishra          | Spouse's Mother                |
|                                 | Mr. Satya Narayan Mishra   | Spouse's Brother               |
|                                 | Ms. Induprava Panda        | Spouse's Sister                |

#As on the date of this Draft Red Herring Prospectus, Ms. Ivanka Mishra, Ms. Saanvi Panda and Ms. Sloka Panda are minors and are not holding PAN card.

#### B. Companies / Corporate Entities Forming Part of the Promoter Group

As per Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, the following Companies/Trusts/ Partnership firms/HUFs or Sole Proprietorships are forming part of our Promoter Group:

| Sr. No. | Name of Promoter Group Entity/Company                 |
|---------|---|
| 1.      | M/s. BWL Express Cargo Limited                        |
| 2.      | M/s. Moonglade Shipping and Logistics Private Limited |

#### COMPANIES WITH WHICH THE PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Draft Red Herring Prospectus.

## OUR GROUP COMPANY

In terms of SEBI ICDR Regulations, the term “Group Company” includes companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, any other companies as considered material by our Board.

In terms of the SEBI ICDR Regulations and in terms of the policy of materiality defined by the Board pursuant to its resolution dated July 26, 2024 our Group Company includes:

- (i) Those companies which are identified as companies, with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards;
- (ii) All companies which are considered material by the Board of Directors.

Accordingly, our Company has identified Moonglade Shipping and Logistics Private Limited as our Group Company for the purpose of this Draft Red Herring Prospectus (“**Group Company**”).

Our Company is providing links to such website solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information of the Group Company and other information provided on the website given below does not constitute a part of this Draft Red Herring Prospectus. Such information should not be considered as part of information that any investor should consider before making any investment decision. Neither our Company nor the BRLM nor any of their respective directors, employees, affiliates, associates, advisors, agents or representatives accept any liability whatsoever for any loss arising from any information presented or contained in the websites given below.

### DETAILS OF OUR GROUP COMPANY

The details of our Group Company are as provided below:

#### • **Moonglade Shipping and Logistics Private Limited**

**Moonglade Shipping and Logistics Private Limited** is incorporated on December 27, 2018. The CIN is U61100GJ2018PTC105798 and Registered Office is situated at B-1008, Titanium Heights, Near Vodafone House, Corporate Road, Prahladnagar, Makarba, Ahmedabad-380015, Gujarat, India. Moonglade Shipping and Logistics Private Limited is currently engaged in the business of providing supply chain management and transportation services and the website of the Company is [www.moongladeshipping.com](http://www.moongladeshipping.com).

#### **Financial Performance**

As required under the SEBI ICDR Regulations, Moonglade Shipping and Logistics Private Limited’s financial information based on the audited financial statements for Fiscals 2024, 2023 and 2022 is available on the website of our Company at <https://bwl.co.in/>.

### LITIGATION

Other than as disclosed in “*Outstanding Litigations and Material Developments*” on page 227 of this Draft Red Herring Prospectus, our Group Company is not party to any litigation which may have material impact on our Company.

### NATURE AND EXTENT OF INTEREST OF GROUP COMPANY

Our Group Company do not have any interest in the promotion of our Company. Our Group Company is not interested in any properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company. Our Group Company is not interested in any transactions for acquisition of land, construction of building or supply of machinery.

### COMMON PURSUITS BETWEEN OUR GROUP COMPANY AND OUR COMPANY

Our Group Company have common pursuits with our Company and are engaged in similar lines of business to that of our Company. Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situations as and when it arises. Further, we have not entered into any non-compete or similar arrangement with Group Company or otherwise with our Promoters. Accordingly, there can be no assurance that this Group Company will not in future engage in any competing business activity or acquire interests in competing ventures. In addition, some of our

directors are also directors on the boards of our group company. These overlapping directorships could create conflicts of interest between us and the Promoters.

#### **RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY**

Other than the transactions disclosed in “*Restated Financial Statements – Annexure 35 - Restated Statement of Related Party Transactions*” beginning on page 180 of this Draft Red Herring Prospectus, there are no other business transactions between our Company and the Group Company which are significant to the financial performance of our Company.

#### **BUSINESS INTERESTS OR OTHER INTERESTS**

Except as disclosed in “*Restated Financial Statements – Annexure 35 - Restated Statement of Related Party Transactions*” beginning on page 180 of this Draft Red Herring Prospectus, our Group Company do not have any business interest in our Company.

#### **OTHER CONFIRMATIONS**

None of our Group Company have its equity shares or debt securities listed on any stock exchange in India or abroad. 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.

## DIVIDEND POLICY

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

Our Company does not have any formal dividend policy for the Equity Shares. The dividend pay - out shall be determined by our Board after taking into account a number of factors, including but not limited to : (i) internal factors such as profits earned during the year, present and future capital requirements of the existing businesses, business acquisitions, expansion/modernization of existing businesses, availability of external finance and relative cost of external funds, additional investments in subsidiaries/associates/joint ventures of our Company and restrictions on loan agreement(s); and (ii) external factors such as economic and industry outlook, growth outlook, statutory/regulatory restrictions and covenants with lenders/bond holders. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board.

For details of risks in relation to our capability to pay dividend, see Risk Factors – *‘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.’* on page 29 of this Draft Red Herring Prospectus.

There are no dividends declared by our Company since incorporation.



**SECTION VII – FINANCIAL INFORMATION**

**RESTATED FINANCIAL STATEMENTS**

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**RESTATED FINANCIAL STATEMENTS**  
**INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION OF**  
**BLUE WATER LOGISTICS LIMITED**  
**(As Required by Section 26 of Companies Act,2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities)**  
**Rules,2014)**

To,  
The Board of Directors,  
Blue Water Logistics Limited  
H.NO.8-2-270/B/1/2, Block-3,  
4<sup>th</sup> Floor,Uptown Banjara,  
Road No.3, Banjara Hills,  
Hyderabad – 500034

Dear Sir/Ma'am,

We have examined the attached Restated Financial Information of Blue Water Logistics Limited (Formerly known as Blue Water Logistics Private Limited and Blue Water Logistics) (*hereinafter referred as "the Company" or "the Issuer"*) comprising the Restated Audited Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024, March 31, 2023, August 31, 2022 & March 31, 2022, the Restated Audited Statements of Profit and Loss, the Restated Audited Cash Flow Statement for the stub period ended on September 30, 2024 and for the financial year ended March 31, 2024, March 31, 2023, period ended August 31, 2022 & March 31, 2022, 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:-

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended;
- b) 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
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended from time to time (the Guidance Note)

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, stock exchange and Registrar of Companies, 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:

- a) 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;



- b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
- d) 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:

- a) Audited Financial Statements of the company as at and for the period ended stub period ended on September 30, 2024 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014, as amended, and other accounting principles generally accepted in India.
- b) Audited Financial Statements for the stub period ended on September 30, 2024 & for financial year ended March 31, 2024, March 31, 2023 & March 31, 2022 prepared in accordance with the Accounting principles generally accepted in India by making adjustments for Indian GAAP as applicable to corporates to the audited financial statements for the period ended on August 31, 2022 and for financial year ended March 31, 2022 which was prepared as per Indian GAAP as applicable to non-corporates and which have been approved by the board of directors.

The “Restated Statement of Assets and Liabilities” as set out in Annexure 1 to this report, of the Company as at September 30, 2024, March 31, 2024, March 31, 2023, as at August 31, 2022 & March 31, 2022 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 September 30, 2024, March 31, 2024, March 31, 2023, for the period ended August 31, 2022 & for the year ended March 31, 2022 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 September 30, 2024, March 31, 2024, March 31, 2023, for the period ended August 31, 2022 & for the year ended March 31, 2022 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 September 30, 2024, March 31, 2024, March 31, 2023, for the period ended August 31, 2022 & for the year ended March 31, 2022 we are of the opinion that The Restated Financial Statements or Restated Summary Statements have been made after incorporating:

- a) 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;
- b) Adjustment for prior period and other material amounts in the respective financial years have been made to which they relate;
- c) They do not contain any extra-ordinary items that needs to be disclosed separately except as shown in the Restated Financial Information;



- d) There are no revaluation reserves, which needs to be disclosed separately in the Restated Financial Statement.
- e) There are no qualifications in the Audit Report issued by statutory auditors for year ended on September 30, 2024 & 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.
- f) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts to this report;
- g) Adjustments in Restated Financial Information or Restated Summary Financial Statement have been made in accordance with the correct accounting policies,
- h) There was no change in accounting policies, which needs to be adjusted in the Restated Financial Information or Restated Summary Financial Statement;
- i) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Information or Restated Summary Financial Statement;
- j) The Company has not made provision for gratuity, leave encashment and other retirement benefits as prescribed by Accounting Standard 15 on "Employee Benefits" issued by the Institute of Chartered Accountants of India;
- k) 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 the stub ended on September 30, 2024 & Financial year ended March 31, 2024, March 31, 2023, for the period ended August 31, 2022 & for the year ended March 31, 2022 proposed to be included in the Draft 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(A): Restated Statement of Accounting Ratios
- Annexure - 34(B): 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, M B Jajodia & Associates., 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.- 015630 dated 21/07/2023 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, M B Jajodia & Associates**  
**Chartered Accountants**  
**Firm Regn No. – 139647W**  
**Peer Review No. 015630**

**Manoj Jajodia**  
**Partner**  
**M.No.162116**  
**UDIN : 24162116BKBHEQ4579**

**Place : Hyderabad**  
**Date : 27/12/2024**

**BLUE WATER LOGISTICS LIMITED**  
(FORMERLY Blue Water Logistics)

**Annexure - 1 : Restated Statement of Assets and Liabilities**

Rs. In Lakhs

| Particulars   | Annex. No. | As At 30th September, 2024 | As At 31st March, 2024 | As At 31st March, 2023* | As At 31st August, 2022 | As At 31st March, 2022 |
|---|------------|----------------------------|------------------------|-------------------------|-------------------------|------------------------|
| <b>I. Equity and Liabilities</b>  |            |                            |                        |                         |                         |                        |
| <b>(1) Shareholders' Funds</b>  |            |                            |                        |                         |                         |                        |
| (a) Share Capital   | 5          | 800.00                     | 200.00                 | 200.00                  | 525.73                  | 880.08                 |
| (b) Reserve & Surplus   | 6          | 490.70                     | 748.11                 | 154.06                  | 0.00                    | 0.00                   |
| <b>(2) Share application money pending allotment</b>                          |            | 0.00                       | 0.00                   | 0.00                    | 0.00                    | 0.00                   |
| <b>(3) Non-current Liabilities</b>  |            |                            |                        |                         |                         |                        |
| (a) Long term borrowings  | 7          | 1,063.18                   | 601.22                 | 642.65                  | 573.88                  | 678.87                 |
| (b) Deferred tax liabilities (Net)  | 15         | 10.98                      | 0.00                   | 0.00                    | 0.00                    | 0.00                   |
| (c) Other long term liabilities   |            | 0.00                       | 0.00                   | 0.00                    | 0.00                    | 0.00                   |
| (d) Long term provisions  | 8          | 15.81                      | 10.58                  | 9.29                    | 4.14                    | 4.12                   |
| <b>(4) Current Liabilities</b>  |            |                            |                        |                         |                         |                        |
| (a) Short term borrowings   | 9          | 1,828.73                   | 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                     |            | 61.96                      | 24.38                  | 0.00                    | 0.00                    | 0.00                   |
| (B) Total outstanding dues of creditors other than micro and small enterprise |            | 626.82                     | 1,246.20               | 549.26                  | 1,498.29                | 1,418.59               |
| (c) Other current liabilities   | 11         | 87.49                      | 63.15                  | 76.60                   | 58.37                   | 36.46                  |
| (d) Short term provisions   | 12         | 107.02                     | 197.37                 | 57.97                   | 35.08                   | 83.04                  |
| <b>Total</b>  |            | <b>5,092.68</b>            | <b>4,212.17</b>        | <b>2,927.87</b>         | <b>3,880.42</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         | 503.37                     | 330.29                 | 248.86                  | 177.31                  | 93.29                  |
| (ii) Intangible assets  |            | 0.00                       | 0.00                   | 0.00                    | 0.00                    | 0.00                   |
| (iii) Capital WIP   |            | 0.00                       | 0.00                   | 0.00                    | 0.00                    | 25.05                  |
| (iv) Intangible assets under development                                      |            | 0.00                       | 0.00                   | 0.00                    | 0.00                    | 0.00                   |
| (b) Non-current investments   | 14         | 0.00                       | 0.00                   | 0.00                    | 0.00                    | 0.00                   |
| (c) Deferred tax assets (net)   | 15         | 0.00                       | 3.38                   | 6.13                    | 1.04                    | 1.04                   |
| (d) Long term loans and advances  | 16         | 46.15                      | 32.21                  | 8.22                    | 8.22                    | 5.19                   |
| (e) Other non-current assets  | 17         | 2.07                       | 2.48                   | 3.31                    | 0.00                    | 0.00                   |
| <b>(2) Current Assets</b>   |            |                            |                        |                         |                         |                        |
| (a) Current investments   |            |                            | 0.00                   | 0.00                    | 0.00                    | 0.00                   |
| (a) Inventories   | 18         | 0.00                       | 0.00                   | 0.00                    | 0.00                    | 52.40                  |
| (b) Trade receivables   | 19         | 3,108.65                   | 2,646.78               | 1,991.40                | 2,758.27                | 2,729.42               |
| (c) Cash and cash equivalents   | 20         | 153.44                     | 161.30                 | 239.72                  | 398.46                  | 78.91                  |
| (d) Short-term loans and advances   | 21         | 900.36                     | 763.73                 | 356.76                  | 348.50                  | 1,025.23               |
| (e) Other current assets  | 22         | 378.66                     | 272.00                 | 73.47                   | 188.63                  | 159.92                 |
| <b>Total</b>  |            | <b>5,092.68</b>            | <b>4,212.17</b>        | <b>2,927.87</b>         | <b>3,880.43</b>         | <b>4,170.46</b>        |
| Significant Accounting Policies   | 4A         |                            |                        |                         |                         |                        |
| Reconciliation of Restated Profit & Audit Profit                              | 4B         |                            |                        |                         |                         |                        |
| Notes forming part of the Financial Statement                                 |            |                            |                        |                         |                         |                        |

\* The Company was originally formed as a partnership firm in the name and style of "Blue Water Logistics" and was thereafter converted from a Partnership Firm to Private Limited company under Part I chapter XXI of the Companies Act, 2013 with the name and style of "Blue Water Logistics Private Limited" and received a certificate of incorporation from the Registrar of Companies, Central Registration Centre dated August 22, 2022. The Company has taken over all the existing assets and liabilities of the partnership firm as on August 31, 2022 as a part of the transition and the business was taken over by the Company with effect from September 01, 2022 which is in compliance with the applicable accounting standards.

As per our report of even date  
For, M B Jajodia & Associates  
Chartered Accountants  
(FRN No. 139647W)  
Peer Review No. 015630

For & on the behalf of Board of Directors of Blue Water Logistics Limited

Manoj Jajodia  
Partner  
(M.No. 162116)  
Place : Hyderabad  
UDIN : 24162116BKBHEQ4579  
Date : 27/12/2024

Lalit Panda  
Managing Director  
DIN : 05358709

Laxminaryan Mishra  
Whole Time Director  
DIN : 05358706

Mohammed Jaffar  
CFO

Priya Bharat Dholu  
Company Secretary

**BLUE WATER LOGISTICS LIMITED**  
(FORMERLY Blue Water Logistics)

**Annexure - 2 : Restated Statement of Profit and Loss**

Rs. In Lakhs

| Particulars   | Annex No | For the Period Ended<br>September 30, 2024 | For the Year Ended<br>March 31, 2024 | For the Period<br>September 1, 2022 to<br>March 31, 2023* | For the Period Ended<br>August 31, 2022 | For the Year Ended<br>March 31, 2022 |
|---|----------|--|--------------------------------------|---|---|--------------------------------------|
| I. Revenue from operations:   | 23       | 8,129.47                                   | 13,867.37                            | 9,798.24  | 8,466.90                                | 15,840.90                            |
| II. Other business/ operating income:   | 24       | 4.56                                       | 6.96                                 | 8.72  | 4.22                                    | 9.16                                 |
| <b>III. Total Income (I + II)</b>   |          | <b>8,134.03</b>                            | <b>13,874.33</b>                     | <b>9,806.96</b>   | <b>8,471.12</b>                         | <b>15,850.07</b>                     |
| <b>IV. Expenses:</b>  |          |  |                                      |   |   |                                      |
| Operational Expenses  | 25       | 7,131.68                                   | 12,287.23                            | 9,029.63  | 7,971.03                                | 14,925.04                            |
| Purchases of Stock-in-Trade   |          |  | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | 26       | 0.00                                       | 0.00                                 | 0.00  | 52.40                                   | 30.90                                |
| Employee benefit expense  | 27       | 202.20                                     | 387.54                               | 260.12  | 150.09                                  | 321.21                               |
| Finance Costs   | 28       | 123.16                                     | 167.53                               | 134.52  | 85.96                                   | 114.70                               |
| Depreciation and Amortization Expense   | 29       | 61.62                                      | 95.55                                | 51.27   | 13.88                                   | 19.00                                |
| Other Expenses  | 30       | 157.56                                     | 142.65                               | 125.54  | 58.37                                   | 113.46                               |
| <b>Total Expenses (IV)</b>  |          | <b>7,676.22</b>                            | <b>13,080.50</b>                     | <b>9,601.08</b>   | <b>8,331.73</b>                         | <b>15,524.31</b>                     |
| V. Profit before exceptional and extraordinary items and tax (III - IV)       |          | <b>457.81</b>                              | <b>793.84</b>                        | <b>205.87</b>   | <b>139.39</b>                           | <b>325.76</b>                        |
| VI. Exceptional Items   |          | 0.00                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| VII. Profit before extraordinary items and tax (V - VI)                       |          | <b>457.81</b>                              | <b>793.84</b>                        | <b>205.87</b>   | <b>139.39</b>                           | <b>325.76</b>                        |
| VIII. Extraordinary Items   | 31       | 0.00                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| IX. Profit before tax (VII - VIII)  |          | <b>457.81</b>                              | <b>793.84</b>                        | <b>205.87</b>   | <b>139.39</b>                           | <b>325.76</b>                        |
| X. Tax Expense:   |          |  |                                      |   |   |                                      |
| (1) Current Tax   | 32       | 100.86                                     | 197.05                               | 57.94   | 35.08                                   | 83.03                                |
| (2) Deferred Tax  |          | 14.36                                      | 2.75                                 | -6.13   | 0.00                                    | -1.04                                |
| (3) Current Tax adjustment of earlier years                                   |          | 0.00                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| XI. Profit/(Loss) from the period from continuing operations (IX - X)         |          | <b>342.59</b>                              | <b>594.05</b>                        | <b>154.06</b>   | <b>104.31</b>                           | <b>243.77</b>                        |
| XII. Profit/(Loss) from discontinuing operations                              |          | 0.00                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| XIII. Tax expense of discontinuing operations                                 |          | 0.00                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| XIV. Profit/(Loss) from discontinuing operations after tax (XII - XIII)       |          | 0.00                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| XV. Profit/(Loss) for the period (XI - XIV)                                   |          | <b>342.59</b>                              | <b>594.05</b>                        | <b>154.06</b>   | <b>104.31</b>                           | <b>243.77</b>                        |
| XVI. Earning Per Equity Share:  |          |  |                                      |   |   |                                      |
| (1) Basic   |          | 4.28                                       | 29.70                                | 7.70  | -                                       | -                                    |
| (2) Diluted   |          | 4.28                                       | 29.70                                | 7.70  | -                                       | -                                    |
| Significant Accounting Policies   | 4A       |  |                                      |   |   |                                      |
| Reconciliation of Restated Profit & Audit Profit                              | 4B       |  |                                      |   |   |                                      |
| Notes forming part of the Financial Statement                                 |          |  |                                      |   |   |                                      |

\* The Company was originally formed as a partnership firm in the name and style of "Blue Water Logistics" and was thereafter converted from a Partnership Firm to Private Limited company under Part I chapter XXI of the Companies Act, 2013 with the name and style of "Blue Water Logistics Private Limited" and received a certificate of incorporation from the Registrar of Companies, Central Registration Centre dated August 22, 2022. The Company has taken over all the existing assets and liabilities of the partnership firm as on August 31, 2022 as a part of the transition and the business was taken over by the Company with effect from September 01, 2022 which is in compliance with the applicable accounting standards.

As per our report of even date  
For, M B Jajodia & Associates  
Chartered Accountants  
(FRN No. 139647W)  
Peer Review No. 015630

Manoj Jajodia  
Partner  
(M.No. 162116)  
Place : Hyderabad  
UDIN : 24162116BKBHEQ4579  
Date : 27/12/2024

For & on the behalf of Board of Directors of Blue Water Logistics Limited

Lalit Panda  
Managing Director  
DIN : 05358709

Laxminaryan Mishra  
Whole Time Director  
DIN : 05358706

Mohammed Jaffar  
CFO

Priya Bharat Dholu  
Company Secretary



**BLUE WATER LOGISTICS LIMITED**  
(FORMERLY Blue Water Logistics)

Annexure - 3 : Restated Statement of Cash Flow

Rs. In Lakhs

| Particulars   | As At<br>30th September,2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
|---|------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| <b>(A) Cash Flow from Operating Activities</b>                        |                              |                           |                            |                            |                           |
| <b>Restated Net Profit Before Tax and Extraordinary items</b>         | 457.81                       | 793.84                    | 205.87                     | 139.39                     | 325.76                    |
| <b>Adjustments For:</b>   |                              |                           |                            |                            |                           |
| Gratuity Provision  | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (Interest Received)   | -3.75                        | -1.14                     | -8.27                      | -1.85                      | -2.40                     |
| Income-tax/Prior Year Adjustment                                      | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (Profit on sale of fixed assets)                                      | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Interest and Finance Charges Paid                                     | 123.16                       | 167.53                    | 134.52                     | 85.96                      | 114.70                    |
| Depreciation  | 61.62                        | 95.55                     | 51.27                      | 13.88                      | 19.00                     |
| <b>Operating profit before working capital changes</b>                | 638.84                       | 1,055.78                  | 383.39                     | 237.39                     | 457.06                    |
| <b>Changes in Working Capital</b>                                     |                              |                           |                            |                            |                           |
| (Increase)/Decrease in Trade Receivables                              | -461.87                      | -655.38                   | -1,991.40                  | -28.84                     | -1,164.50                 |
| (Increase)/Decrease in Inventories                                    | 0.00                         | 0.00                      | 0.00                       | 52.40                      | 30.90                     |
| (Increase)/Decrease in Short Term Loans and Advances                  | -136.63                      | -406.97                   | -356.76                    | 676.73                     | -690.47                   |
| (Increase)/Decrease in Long Term Loans and Advances                   | -13.95                       | -23.99                    | -8.22                      | -3.03                      | 60.91                     |
| (Increase)/Decrease in Other Current Assets                           | -106.66                      | -198.53                   | -73.47                     | -28.71                     | -159.40                   |
| (Increase)/Decrease in Other Non-current Assets                       | -0.41                        | 3.57                      | -9.44                      | 0.00                       | -1.04                     |
| Increase/(Decrease) in Long Term Provisions                           | 5.23                         | 1.29                      | 9.29                       | 0.01                       | 4.12                      |
| Increase/(Decrease) in Trade Payables                                 | -581.81                      | 721.33                    | 549.26                     | 79.70                      | 613.33                    |
| Increase/(Decrease) in other Current liabilities                      | 25.17                        | -13.45                    | 76.60                      | 21.91                      | 2.71                      |
| Increase/(Decrease) in Short Term Provisions                          | -90.35                       | 139.41                    | 57.97                      | -47.96                     | 83.04                     |
| <b>Cash Generated from / (used in) operating activities</b>           | -722.43                      | 623.07                    | -1,362.79                  | 959.60                     | -763.33                   |
| <b>Less : Income Tax paid</b>   | 100.86                       | 199.79                    | 51.81                      | 35.08                      | 81.99                     |
| <b>Cash Flow before extraordinary items</b>                           | -823.29                      | 423.28                    | -1,414.60                  | 924.51                     | -845.32                   |
| <b>Extraordinary items</b>  | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>Net cash generated from / (used in) Operating Activities.....A</b> | -823.29                      | 423.28                    | -1,414.60                  | 924.51                     | -845.32                   |
| <b>(B) Cash Flow from Investing Activities</b>                        |                              |                           |                            |                            |                           |
| (Increase)/Decrease in Non-Current Investment                         | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Interest Received   | 3.75                         | 1.14                      | 8.27                       | 1.85                       | 2.40                      |
| (Purchase)/Sale of Tangible Fixed Assets                              | -234.70                      | -176.97                   | -300.13                    | -72.85                     | -28.60                    |
| Sale of Tangible Fixed Assets   | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>Net cash generated from / (used in) Investing Activities.....B</b> | -230.95                      | -175.83                   | -291.86                    | -71.00                     | -26.20                    |
| <b>(C) Cash Flow from financing Activities</b>                        |                              |                           |                            |                            |                           |
| Proceeds from issue of Share Capital                                  | 0.00                         | 0.00                      | 200.00                     | 0.00                       | 0.00                      |
| Capital introduced/ (withdrawn)                                       | 0.00                         | 0.00                      | 0.00                       | -458.67                    | -2.63                     |
| Increase/(Decrease) in Short Term Borrowings                          | 707.58                       | -116.89                   | 1,238.05                   | 115.65                     | 534.54                    |
| Increase/(Decrease) in Long Term Borrowings                           | 461.96                       | -41.43                    | 642.65                     | -104.99                    | 517.31                    |
| Interest and Finance Charges Paid                                     | -123.16                      | -167.53                   | -134.52                    | -85.96                     | -114.70                   |
| Dividend & tax thereon  | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Increase/(Decrease) in Share Application Money                        | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>Net cash generated from / (used in) Financing Activities.....C</b> | 1,046.38                     | -325.85                   | 1,946.17                   | -533.97                    | 934.53                    |
| <b>Net increase in cash and cash equivalents (A+B+C)</b>              | -7.87                        | -78.41                    | 239.72                     | 319.54                     | 63.00                     |
| <b>Cash and cash equivalents at the beginning</b>                     | 161.31                       | 239.72                    | 0.00                       | 78.91                      | 15.91                     |
| <b>Cash and cash equivalents at the end</b>                           | 153.44                       | 161.31                    | 239.72                     | 398.45                     | 78.91                     |

\* The Company was originally formed as a partnership firm in the name and style of "Blue Water Logistics" and was thereafter converted from a Partnership Firm to Private Limited company under Part I chapter XXI of the Companies Act, 2013 with the name and style of "Blue Water Logistics Private Limited" and received a certificate of incorporation from the Registrar of Companies, Central Registration Centre dated August 22, 2022. The Company has taken over all the existing assets and liabilities of the partnership firm as on August 31, 2022 as a part of the transition and the business was taken over by the Company with effect from September 01, 2022 which is in compliance with the applicable accounting standards.

- 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.

As per our report of even date  
For, M B Jajodia & Associates  
Chartered Accountants  
(FRN No. 139647W)  
Peer Review No. 015630

For & on the behalf of Board of Directors of Blue Water Logistics Limited

Manoj Jajodia  
Partner  
(M.No. 162116)  
Place : Hyderabad  
UDIN : 24162116BKBHEQ4579  
Date : 27/12/2024

Lalit Panda  
Managing Director  
DIN : 05358709

Laxminaryan Mishra  
Whole Time Director  
DIN : 05358706

Mohammed Jaffar  
CFO

Priya Bharat Dholu  
Company Secretary

## **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 September 30, 2024 and the Restated Statement of Profit and Loss and Restated Statements of Cash Flows for the financial year ended on September 30, 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 September 30, 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.

**BLUE WATER LOGISTICS LIMITED**  
(FORMERLY Blue Water Logistics)

**NOTES TO RESTATED FINANCIAL STATEMENT**

Rs. In Lakhs

**Annexure No. 4(B) RECONCILIATION OF PROFIT & AUDIT PROFIT :**

| Particulars   | As At               | As At            | As At             | As At             | As At            |
|---|---------------------|------------------|-------------------|-------------------|------------------|
|   | 30th September,2024 | 31st March, 2024 | 31st March, 2023* | 31st August, 2022 | 31st March, 2022 |
| Net Profit / (Loss) After Tax of Audited Statement of | 335.78              | 592.23           | 161.66            | 139.39            | 329.90           |
| <u>Adjustments for:</u>                               |                     |                  |                   |                   |                  |
| Provision for Tax                                     | 0.00                | 0.00             | 0.00              | 0.00              | 0.00             |
| (Short)/Excess Provision for Tax                      | 11.60               | 3.03             | -0.51             | -35.08            | -83.04           |
| Interest on MSME Late Payment                         | -0.29               | -0.12            | 0.00              | 0.00              | 0.00             |
| Deferred Tax Liability / Asset Adjustments            | 1.51                | 0.50             | 2.22              | 0.00              | 1.04             |
| Loss on Sale of Share not debited to P&L              | 0.00                | 0.00             | 0.00              | 0.00              | 0.00             |
| Gain on Sales of Mutual Fund not credited to P&L      | 0.00                | 0.00             | 0.00              | 0.00              | 0.00             |
| Dividend Income not credited to P&L                   | 0.00                | 0.00             | 0.00              | 0.00              | 0.00             |
| Provision for employee benefits                       | -6.01               | -1.59            | -9.31             | 0.00              | -4.14            |
| <b>Net Profit / (Loss) after tax as restated</b>      | <b>342.59</b>       | <b>594.05</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.

Rs. In Lakhs

**Annexure No. 4(C) RECONCILIATION OF RESTATED EQUITY / NETWORTH :**

| Particulars   | As At               | As At            | As At             | As At             | As At            |
|---|---------------------|------------------|-------------------|-------------------|------------------|
|   | 30th September,2024 | 31st March, 2024 | 31st March, 2023* | 31st August, 2022 | 31st March, 2022 |
| Equity / Networth as per audited financials   | 1,289.67            | 953.89           | 361.66            | 563.92            | 966.22           |
| <u>Adjustments for:</u>   |                     |                  |                   |                   |                  |
| (Short)/Excess Provision for Tax  | 11.60               | 3.03             | -0.51             | -35.08            | -83.04           |
| Provision for Employee Benefits   | -6.01               | -1.59            | -9.31             | -4.14             | -4.14            |
| Interest on MSME Late Payment   | -0.29               | -0.12            | 0.00              | 0.00              | 0.00             |
| Interest Income not credited to P&L   | 0.00                | 0.00             | 0.00              | 0.00              | 0.00             |
| Deferred Tax Liability / Asset Adjustments  | 1.51                | 0.50             | 2.22              | 1.04              | 1.04             |
| Sub Total : Difference pertaining to changes in Profit / Loss due to Restated effect for the period covered in Restated Financial | 6.81                | 1.82             | -7.60             | -38.18            | -86.13           |
| Prior period adjustments (Note-1)   | -5.78               | -7.60            | 0.00              | 0.00              | 0.00             |
| <b>Equity / Networth as Restated</b>  | <b>1,290.70</b>     | <b>948.11</b>    | <b>354.06</b>     | <b>525.74</b>     | <b>880.09</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.

**BLUE WATER LOGISTICS LIMITED**  
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NOTES TO RESTATED FINANCIAL STATEMENT

Rs. In Lakhs

| Annexure No. 5. RESTATED STATEMENT OF PARTNER'S CAPITAL ACCOUNT |                               |                           |                            |                            |                           |
|---|-------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| Particulars   | As At<br>30th September, 2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
| <b>Shareholders Fund</b>  |                               |                           |                            |                            |                           |
| <b>(A) Partner's Capital Account</b>                            |                               |                           |                            |                            |                           |
| Opening Balance   | 0.00                          | 0.00                      | 525.73                     | 880.08                     | 638.94                    |
| Add : Fresh Capital Introduced During the Year                  | 0.00                          | 0.00                      | 0.00                       | 250.00                     | 2.76                      |
| Less : Capital Withdrawn During the Year                        | 0.00                          | 0.00                      | 155.81                     | 716.17                     | 5.39                      |
| Add : Remuneration / Salary                                     | 0.00                          | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Add : Interest on Partners Capital                              | 0.00                          | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Add : Share of Profit From the firm                             | 0.00                          | 0.00                      | 0.00                       | 104.31                     | 243.77                    |
| Add : Rent paid to Partners                                     | 0.00                          | 0.00                      | 10.50                      | 7.50                       | 0.00                      |
| Less : Adjustment due to change in method of Depreciation       | 0.00                          | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Add : Deferred Tax Assets Transfer to Capital                   | 0.00                          | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Less : Prior Period Items                                       | 0.00                          | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Less : Capital Converted into Equity During the Period          | 0.00                          | 0.00                      | 200.00                     | 0.00                       | 0.00                      |
| Less : Transferred to Security Premium                          | 0.00                          | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Less : Capital Converted into Loan During the Period            | 0.00                          | 0.00                      | 180.41                     | 0.00                       | 0.00                      |
|   | <b>0.00</b>                   | <b>0.00</b>               | <b>0.00</b>                | <b>525.73</b>              | <b>880.08</b>             |

| Annexure No. 5.1 RESTATED STATEMENT OF SHARE CAPITAL   |                               |                           |                            |                            |                           |
|--|-------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| Particulars  | As At<br>30th September, 2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
| <b>1 Authorised Shares:authorized;</b><br>125 Lakhs Equity Shares of Rs.10/- each.<br>(Nil Equity Shares of Rs.10/- each.)           | 1,250.00                      | 200.00                    | 200.00                     | 0.00                       | 0.00                      |
|  | 1,250.00                      | 200.00                    | 200.00                     | 0.00                       | 0.00                      |
| <b>2 Issued, subscribed and fully paid Shares</b><br>80 Lakhs Equity Shares of Rs.10/- each.<br>(Nil Equity Shares of Rs.10/- each.) | 800.00                        | 200.00                    | 200.00                     | 0.00                       | 0.00                      |
|  | 800.00                        | 200.00                    | 200.00                     | 0.00                       | 0.00                      |

| 3 Reconciliation of the number of shares outstanding at the beginning and at the |                               |                           |                            |                            |                           |
|--|-------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| Particulars  | As At<br>30th September, 2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
| <b>Equity Shares</b>   |                               |                           |                            |                            |                           |
| At the beginning of the period   | 2,000,000                     | 2,000,000                 | -                          | -                          | -                         |
| Add : Issued during the period   | 6,000,000                     | -                         | 2,000,000                  | -                          | -                         |
| Outstanding at the end of the period   | <b>8,000,000</b>              | <b>2,000,000</b>          | <b>2,000,000</b>           | -                          | -                         |

Notes:

**4 Terms & Right attached to Equity Shares & Preference shares**

Equity Shares: The company has only one class of equity shares having a par value of Rs.10/- each. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to

**5A Details of Shareholding of Promoters**

| Sr No                             | Name of Promotor     | No of Shares | % of total shares | % Change during the year |
|-----------------------------------|----------------------|--------------|-------------------|--------------------------|
| <b>As At 30th September, 2024</b> |                      |              |                   |                          |
| 1                                 | Madhusmita Mohanty   | 3999580      | 49.99%            |                          |
| 2                                 | Supriya Mishra       | 3999580      | 49.99%            |                          |
| 3                                 | Lalit Panda          | 400          | 0.01%             |                          |
| 4                                 | Laxmi Narayan Mishra | 360          | 0.00%             |                          |
| <b>As At 31st March, 2024</b>     |                      |              |                   |                          |
| 1                                 | Madhusmita Mohanty   | 1,000,000    | 50.00%            | 0.00%                    |
| 2                                 | Supriya Mishra       | 1,000,000    | 50.00%            | 0.00%                    |
| <b>As At 31st March, 2023</b>     |                      |              |                   |                          |
| 1                                 | Madhusmita Mohanty   | 1,000,000    | 50.00%            | 100.00%                  |
| 2                                 | Supriya Mishra       | 1,000,000    | 50.00%            | 100.00%                  |

**5B Details of shareholders holding more than 5% shares in the company (in terms of No. of shares holding)**

| Particulars                      | As At<br>30th September, 2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
|----------------------------------|-------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| a) Equity Shares, fully paid up: |                               |                           |                            |                            |                           |
|                                  | No. of Shares                 | No. of Shares             | No. of Shares              | No. of Shares              | No. of Shares             |
| 1 Madhusmita Mohanty             | 3999580                       | 1,000,000                 | 1,000,000                  | 0                          | 0                         |
| 2 Supriya Mishra                 | 3999580                       | 1,000,000                 | 1,000,000                  | 0                          | 0                         |

**5C Details of shareholders holding more than 5% shares in the company (in terms of % of holding)**

| Particulars                      | As At<br>30th September, 2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
|----------------------------------|-------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| a) Equity Shares, fully paid up: |                               |                           |                            |                            |                           |
|                                  | % of holding                  | % of holding              | % of holding               | % of holding               | % of holding              |
| 1 Madhusmita Mohanty             | 49.99%                        | 50.00%                    | 50.00%                     | 0.00%                      | 0.00%                     |
| 2 Supriya Mishra                 | 49.99%                        | 50.00%                    | 50.00%                     | 0.00%                      | 0.00%                     |

Notes

1 The company has been formed from conversion of Partnership firm into company vide a certificate of incorporation dated 22nd August, 2022. The company has been converted with paid up equity share capital of Rs. 2,00,00,000 divided into 20,00,000 equity shares of Rs. 10 each. After the conversion company has made a Bonus issue of 60,00,000 Equity Share of Rs.10 Each

2 The status of the company up to 22.08.2022 was partnership firm. For the purpose of Restated Financial Statements, the accounts of the partnership firm for the year ended on March 31 2022, and for the period ended on 31.08.2022 have been recast in accordance with the requirements of Schedule III of the Companies Act, 2013. Thus Share Capital disclosed for these years represents Partners' Capital in the Partnership Firm

**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             | - | -         | - | - |
| Equity Shares allotted as fully paid pursuant to contracts for consideration other than | - | 2,000,000 | - | - |
| Equity Shares brought back by the company   | - | -         | - | - |

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Rs. In Lakhs

| <b>Annexure No. 6. RESTATED STATEMENT OF RESERVE &amp; SURPLUS :</b> |                              |                           |                            |                            |                           |
|--|------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| Particulars  | As At<br>30th September,2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
| <b>a) Reserves and Surplus:</b>                                      |                              |                           |                            |                            |                           |
| Securities Premium Reserve   |                              |                           |                            |                            |                           |
| Opening Balance as per last financial statement                      | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Add: During the year   | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Less: Utilised for issuing the Bonus Shaers                          | 0.00                         | 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>0.00</b>               |
| <b>b) Surplus/(Deficit) in the statement of Profit &amp; Loss</b>    |                              |                           |                            |                            |                           |
| Opening Balance  | 748.11                       | 154.06                    | 0.00                       | 0.00                       | 0.00                      |
| Add: Capital introduced  | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Add: Restated Profit/(Loss) for the year                             | 342.59                       | 594.05                    | 154.06                     | 0.00                       | 0.00                      |
| Less: Issue of Bonus Shares  | 600.00                       | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>Closing Balance</b>   | <b>490.70</b>                | <b>748.11</b>             | <b>154.06</b>              | <b>0.00</b>                | <b>0.00</b>               |
| <b>TOTAL: RESERVES AND SURPLUS</b>                                   | <b>490.70</b>                | <b>748.11</b>             | <b>154.06</b>              | <b>0.00</b>                | <b>0.00</b>               |

| <b>Annexure No. 7. RESTATED STATEMENT OF LONG TERM BORROWINGS :</b>               |                              |                           |                            |                            |                           |
|---|------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| Particulars   | As At<br>30th September,2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
| <b>1 Secured</b>  |                              |                           |                            |                            |                           |
| <u>From Bank / Financial Institutions</u>   |                              |                           |                            |                            |                           |
| Vehicle Loan  | 391.06                       | 251.78                    | 18.01                      | 30.70                      | 3.65                      |
| From Banks  | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 24.82                     |
| From NBFC's   | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 11.64                     |
|   | <b>391.06</b>                | <b>251.78</b>             | <b>18.01</b>               | <b>30.70</b>               | <b>40.11</b>              |
| <b>2 Unsecured</b>  |                              |                           |                            |                            |                           |
| From Bank   | 213.51                       | 166.04                    | 361.30                     | 384.14                     | 453.89                    |
| From NBFC's   | 275.25                       | 0.00                      | 82.93                      | 142.74                     | 184.87                    |
|   | <b>488.76</b>                | <b>166.04</b>             | <b>444.23</b>              | <b>526.87</b>              | <b>638.76</b>             |
| <u>From Promoters / Promoters Group / Group Companies / Other Related Parties</u> |                              |                           |                            |                            |                           |
| <u>Loans from Directors &amp; their relatives</u>                                 |                              |                           |                            |                            |                           |
| Unsecured loan from Directors   |                              |                           |                            |                            |                           |
| Madhusmita Mohanty  | 10.80                        | 10.83                     | 7.00                       | 0.00                       | 0.00                      |
| Supriya Mishra  | 172.55                       | 172.57                    | 173.41                     | 0.00                       | 0.00                      |
|   | <b>183.35</b>                | <b>183.40</b>             | <b>180.41</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                      | 0.00                       | 16.30                      | 0.00                      |
|   | <b>672.12</b>                | <b>349.44</b>             | <b>624.64</b>              | <b>543.17</b>              | <b>638.76</b>             |
| <b>TOTAL: LONG-TERM BORROWINGS</b>  | <b>1,063.18</b>              | <b>601.22</b>             | <b>642.65</b>              | <b>573.88</b>              | <b>678.87</b>             |

| <b>Annexure - 7A : NATURE OF SECURITIES AND TERMS OF REPAYMENT FOR SECURED/UNSECURED LONG TERM BORROWINGS INCLUDING CURRENT MATURITIES</b> |   |   |   |   |   |   |
|--|---|---|---|---|---|---|
| Sr No  | Name of Lender, Nature of Facility, Amount Sanctioned, Rate of Interest & Repayment Terms | Amount Outstanding as at<br>30.09.2024 (Amount Rs.<br>In Lakhs) | Amount Outstanding as at<br>31.03.2024 (Amount<br>Rs. In Lakhs) | Amount Outstanding as at<br>31.03.2023 (Amount<br>Rs. In Lakhs) | Amount Outstanding as at<br>31.08.2022 (Amount<br>Rs. In Lakhs) | Amount Outstanding as at<br>31.03.2022 (Amount<br>Rs. In Lakhs) |
| 1  | Loans from Banks and NBFC's   | 700.24  | 408.39  | 752.24  | 781.18  | 927.59  |
|  | <b>Securities offered / Principal terms &amp; conditions</b>                              |   |   |   |   |   |
|  |   |   |   |   |   |   |
| 2  | Vehicle Loan  | 496.36  | 324.74  | 40.22   | 52.93   | 7.33  |
|  | <b>Securities offered / Principal terms &amp; conditions</b>                              |   |   |   |   |   |
|  |   |   |   |   |   |   |

**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.

| Sr No | Name of Lender                                      | Purpose  | Purpose  | Purpose  | Purpose  |
|-------|---|----------|----------|----------|----------|
| 1     | Loans from Banks and NBFC's                         | Business | Business | Business | Business |
| 2     | Loans from relatives of director's and shareholders | Business | Business | Business | Business |

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Rs. In Lakhs

**Annexure No. 8. RESTATED STATEMENT OF LONG TERM PROVISIONS :**

| Particulars                        | As At<br>30th September,2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
|------------------------------------|------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| 1 Provision for employee benefits  |                              |                           |                            |                            |                           |
| Provision for Gratuity             | 15.81                        | 10.58                     | 9.29                       | 4.14                       | 4.12                      |
| <b>TOTAL: LONG-TERM PROVISIONS</b> | <b>15.81</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                                   | As At<br>30th September,2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
|---|------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| 1 <u>Current maturities of long-term debt</u> |                              |                           |                            |                            |                           |
| Secured Loans from Banks and NBFC's           | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 17.85                     |
| Vehicle Loan                                  | 105.30                       | 72.96                     | 22.21                      | 22.23                      | 3.68                      |
| Unsecured Loans from Banks                    | 75.41                        | 160.41                    | 192.40                     | 157.96                     | 146.24                    |
| Unsecured Loans from NBFC's                   | 136.07                       | 81.94                     | 115.61                     | 96.35                      | 88.28                     |
| 2 <u>Loan Repayable on Demand</u>             |                              |                           |                            |                            |                           |
| - From Bank (Secured)                         |                              |                           |                            |                            |                           |
| Working capital (Cash credit facility)        | 1,511.96                     | 805.84                    | 907.83                     | 908.40                     | 813.24                    |
| <b>TOTAL: SHORT-TERM BORROWINGS</b>           | <b>1,828.73</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<br>30.09.2024 (Amount Rs.<br>In Lakhs)   | Amount Outstanding as at<br>31.03.2024 (Amount<br>Rs. In Lakhs) | Amount Outstanding as at<br>31.03.2023 (Amount<br>Rs. In Lakhs) | Amount Outstanding as at<br>31.08.2022 (Amount<br>Rs. In Lakhs) | Amount Outstanding as at<br>31.03.2022 (Amount<br>Rs. In Lakhs) |
|-------|---|---|---|---|---|---|
| 1     | Cash Credit Facility from Union Bank of India   | 1,511.96  | 805.84  | 907.83  | 908.40  | 813.24  |
|       | <b>Securities offered / Principal terms &amp; conditions</b>                              | (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, Telangana; (b) Equitable mortgage on residential property at Flat No 2107, 21st floor, Tower B, Medchal-Malkajgiri District, Telangana, (c) Equitable mortgage of residential property at Flat no 2511, 25th floor, Lodha Meridian-C, Kukatpally (V), Balangar Mandal, Telangana; (d) Equitable mortgage of residential plot no 206, at Deendayal Nagar, Neredmet, Medchal-Malkajgiri, Telangana; (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. |   |   |   |   |

**Annexure No. 10. RESTATED STATEMENT OF TRADE PAYABLES :**

| Particulars   | As At<br>30th September,2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
|---|------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| <b>Trade Payable for Goods &amp; Services includes</b>  |                              |                           |                            |                            |                           |
| Outstanding for less than 1 year                        |                              |                           |                            |                            |                           |
| (i) Dues of MSME  | 61.96                        | 24.38                     | 0.00                       | 0.00                       | 0.00                      |
| (ii) Dues of Other                                      | 616.78                       | 1,228.06                  | 549.26                     | 1,498.29                   | 1,418.02                  |
| (iii) Disputed Dues of MSME                             | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (iv) Disputed Dues of Other                             | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Outstanding for 1 to 2 years                            |                              |                           |                            |                            |                           |
| (i) Dues of MSME  | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (ii) Dues of Other                                      | 3.25                         | 18.14                     | 0.00                       | 0.00                       | 0.57                      |
| (iii) Disputed Dues of MSME                             | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (iv) Disputed Dues of Other                             | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Outstanding for 2 to 3 years                            |                              |                           |                            |                            |                           |
| (i) Dues of MSME  | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (ii) Dues of Other                                      | 6.78                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (iii) Disputed Dues of MSME                             | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (iv) Disputed Dues of Other                             | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Outstanding for more than 3 years                       |                              |                           |                            |                            |                           |
| (i) Dues of MSME  | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (ii) Dues of Other                                      | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (iii) Disputed Dues of MSME                             | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (iv) Disputed Dues of Other                             | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>TOTAL: TRADE PAYABLES</b>                            | <b>688.78</b>                | <b>1,270.58</b>           | <b>549.26</b>              | <b>1,498.29</b>            | <b>1,418.59</b>           |
| <u>Total outstanding dues of Trade Payable consists</u> |                              |                           |                            |                            |                           |
| Principal amount remaining unpaid                       | 688.48                       | 1,270.46                  | 549.26                     | 1,498.29                   | 1,418.59                  |
| Interest and other due thereon remaining unpaid         | 0.29                         | 0.12                      | 0.00                       | 0.00                       | 0.00                      |

**Annexure No. 11. RESTATED STATEMENT OF OTHER CURRENT LIABILITIES :**

| Particulars                             | As At<br>30th September,2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
|---|------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| Advance from customers                  | 46.86                        | 12.09                     | 13.53                      | 0.00                       | 0.00                      |
| Outstanding expenses                    | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <u>Other Payables:</u>                  |                              |                           |                            |                            |                           |
| Statutory liabilities                   | 0.66                         | 1.22                      | 1.07                       | 0.00                       | 0.00                      |
| GST Payable                             | 0.00                         | 2.90                      | 0.00                       | 22.28                      | 5.06                      |
| TDS & TCS Payable                       | 9.14                         | 9.91                      | 28.01                      | 6.80                       | 7.43                      |
| Other Liabilities                       | 30.83                        | 37.03                     | 33.99                      | 29.29                      | 23.96                     |
| <b>TOTAL: OTHER CURRENT LIABILITIES</b> | <b>87.49</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                         | As At<br>30th September,2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
|-------------------------------------|------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| Provision for Employee Gratuity     | 1.11                         | 0.33                      | 0.03                       | 0.00                       | 0.01                      |
| Provision for Employee Benefits     | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Provision for Taxation (net)        | 100.86                       | 197.05                    | 57.94                      | 35.08                      | 83.03                     |
| Provision for CSR                   | 5.05                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>TOTAL: SHORT-TERM PROVISIONS</b> | <b>107.02</b>                | <b>197.37</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



**BLUE WATER LOGISTICS LIMITED**  
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NOTES TO RESTATED FINANCIAL STATEMENT

Rs. In Lakhs

**Annexure No. 13. RESTATED STATEMENT OF PROPERTY, PLANT AND EQUIPMENT :**

| Particulars   | As At<br>30th September,2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
|---|------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| <b>1 Plant &amp; Equipments</b>                                     |                              |                           |                            |                            |                           |
| Gross Block Opening Balance   | 94.80                        | 94.80                     | 94.80                      | 94.80                      | 94.80                     |
| Addition during the year  | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Reduction during the year   | 0.00                         | 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>               | <b>94.80</b>              |
| Opening Accumulated Depreciation                                    | 52.83                        | 33.78                     | 20.26                      | 14.22                      | 0.00                      |
| Depreciation charged during the year                                | 6.55                         | 19.05                     | 13.51                      | 6.04                       | 14.22                     |
| Reduction / Adj during the year                                     | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>Accumulated Depreciation (Closing Balance).....B</b>             | <b>59.38</b>                 | <b>52.83</b>              | <b>33.78</b>               | <b>20.26</b>               | <b>14.22</b>              |
| <b>Net Block (A-B)</b>  | <b>35.42</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   | 82.43                        | 78.43                     | 72.42                      | 1.93                       | 1.93                      |
| Addition during the year  | 0.00                         | 4.00                      | 6.01                       | 70.50                      | 0.00                      |
| Reduction during the year   | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>Gross Block Closing Balance..... A</b>                           | <b>82.43</b>                 | <b>82.43</b>              | <b>78.43</b>               | <b>72.42</b>               | <b>1.93</b>               |
| Opening Accumulated Depreciation                                    | 32.35                        | 14.98                     | 3.80                       | 0.19                       | 0.00                      |
| Depreciation charged during the year                                | 6.48                         | 17.37                     | 11.18                      | 3.61                       | 0.19                      |
| Reduction / Adj during the year                                     | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>Accumulated Depreciation (Closing Balance).....B</b>             | <b>38.83</b>                 | <b>32.35</b>              | <b>14.98</b>               | <b>3.80</b>                | <b>0.19</b>               |
| <b>Net Block (A-B)</b>  | <b>43.60</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   | 32.03                        | 28.84                     | 28.18                      | 5.31                       | 2.39                      |
| Addition during the year  | 0.76                         | 3.19                      | 0.66                       | 22.87                      | 3.12                      |
| Reduction during the year   | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.20                      |
| <b>Gross Block Closing Balance..... A</b>                           | <b>32.79</b>                 | <b>32.03</b>              | <b>28.84</b>               | <b>28.18</b>               | <b>5.31</b>               |
| Opening Accumulated Depreciation                                    | 19.47                        | 9.39                      | 2.63                       | 0.56                       | 0.00                      |
| Depreciation charged during the year                                | 2.92                         | 10.07                     | 6.76                       | 2.07                       | 0.56                      |
| Reduction / Adj during the year                                     | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>Accumulated Depreciation (Closing Balance).....B</b>             | <b>22.39</b>                 | <b>19.47</b>              | <b>9.39</b>                | <b>2.63</b>                | <b>0.56</b>               |
| <b>Net Block (A-B)</b>  | <b>10.40</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   | 18.32                        | 14.44                     | 11.91                      | 7.38                       | 5.30                      |
| Addition during the year  | 2.07                         | 3.88                      | 2.53                       | 4.53                       | 2.30                      |
| Reduction during the year   | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.22                      |
| <b>Gross Block Closing Balance..... A</b>                           | <b>20.39</b>                 | <b>18.32</b>              | <b>14.44</b>               | <b>11.91</b>               | <b>7.38</b>               |
| Opening Accumulated Depreciation                                    | 14.05                        | 8.11                      | 4.68                       | 2.87                       | 0.00                      |
| Depreciation charged during the year                                | 1.64                         | 5.94                      | 3.43                       | 1.81                       | 2.87                      |
| Reduction / Adj during the year                                     | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>Accumulated Depreciation (Closing Balance).....B</b>             | <b>15.70</b>                 | <b>14.05</b>              | <b>8.11</b>                | <b>4.68</b>                | <b>2.87</b>               |
| <b>Net Block (A-B)</b>  | <b>4.69</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   | 282.40                       | 116.50                    | 2.87                       | 2.87                       | 4.33                      |
| Addition during the year  | 157.40                       | 165.90                    | 113.63                     | 0.00                       | 2.75                      |
| Reduction during the year   | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 4.20                      |
| <b>Gross Block Closing Balance..... A</b>                           | <b>439.81</b>                | <b>282.40</b>             | <b>116.50</b>              | <b>2.87</b>                | <b>2.87</b>               |
| Opening Accumulated Depreciation                                    | 61.00                        | 17.88                     | 1.49                       | 1.15                       | 0.00                      |
| Depreciation charged during the year                                | 43.93                        | 43.11                     | 16.39                      | 0.34                       | 1.15                      |
| Reduction / Adj during the year                                     | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>Accumulated Depreciation (Closing Balance).....B</b>             | <b>104.93</b>                | <b>61.00</b>              | <b>17.88</b>               | <b>1.49</b>                | <b>1.15</b>               |
| <b>Net Block (A-B)</b>  | <b>334.88</b>                | <b>221.41</b>             | <b>98.62</b>               | <b>1.38</b>                | <b>1.72</b>               |
| <b>6 Flat</b>   |                              |                           |                            |                            |                           |
| Gross Block Opening Balance   | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Addition during the year  | 74.47                        | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Reduction during the year   | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>Gross Block Closing Balance..... A</b>                           | <b>74.47</b>                 | <b>0.00</b>               | <b>0.00</b>                | <b>0.00</b>                | <b>0.00</b>               |
| Opening Accumulated Depreciation                                    | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Depreciation charged during the year                                | 0.09                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Reduction / Adj during the year                                     | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>Accumulated Depreciation (Closing Balance).....B</b>             | <b>0.09</b>                  | <b>0.00</b>               | <b>0.00</b>                | <b>0.00</b>                | <b>0.00</b>               |
| <b>Net Block (A-B)</b>  | <b>74.38</b>                 | <b>0.00</b>               | <b>0.00</b>                | <b>0.00</b>                | <b>0.00</b>               |
| <b>Total</b>  |                              |                           |                            |                            |                           |
| Total Gross Block Opening Balance                                   | 509.98                       | 333.01                    | 210.19                     | 112.29                     | 108.74                    |
| Total Addition during the year                                      | 234.70                       | 176.97                    | 122.82                     | 97.90                      | 8.17                      |
| Total Reduction during the year                                     | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 4.62                      |
| <b>Total Gross Block Closing Balance..... A</b>                     | <b>744.68</b>                | <b>509.98</b>             | <b>333.01</b>              | <b>210.19</b>              | <b>112.29</b>             |
| Total Opening Accumulated Depreciation                              | 179.69                       | 84.15                     | 32.88                      | 19.00                      | 0.00                      |
| <b>Total</b> Depreciation charged during the year                   | <b>61.62</b>                 | <b>95.55</b>              | <b>51.27</b>               | <b>13.88</b>               | <b>19.00</b>              |
| Total Reduction / Adj during the year                               | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>Less :Total Accumulated Depreciation (Closing Balance).....B</b> | <b>241.31</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>503.37</b>                | <b>330.29</b>             | <b>248.86</b>              | <b>177.31</b>              | <b>93.29</b>              |

**BLUE WATER LOGISTICS LIMITED**  
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NOTES TO RESTATED FINANCIAL STATEMENT

Rs. In Lakhs

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> | -                |              | -            | -                 |

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> | -                |              | -            | -                 |

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> | 25.05            | -            | -            | -                 |

**Annexure No. 14. RESTATED STATEMENT OF NON-CURRENT INVESTMENTS :**

| Particulars   | As At<br>30th September,2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
|---|------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| - Non-trade Investment (valued at Cost unless stated otherwise) | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| - Investments in shares of group company;                       | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>TOTAL: NON-CURRENT INVESTMENTS</b>                           | <b>0.00</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  | As At<br>30th September,2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
|--|------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| <i>Deferred Tax Assets</i>                               |                              |                           |                            |                            |                           |
| Opening Balance  | 3.38                         | 6.13                      | 0.00                       | 1.04                       | 0.00                      |
| Tax Impact of difference between Book and Income Tax WDV | 0.00                         | 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                       | 0.00                      |
| Tax Impact of Prov. For gratuity                         | 1.51                         | 0.40                      | 2.34                       | 0.00                       | 1.04                      |
| <b>Gross Deferred Tax Assets</b>                         | <b>4.90</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 | 15.87                        | 3.15                      | 0.00                       | 0.00                       | 0.00                      |
| <b>Gross Deferred Tax Liabilities</b>                    | <b>15.87</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>-10.98</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                                  | As At<br>30th September,2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
|--|------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| <b>Capital Advances;</b>                     |                              |                           |                            |                            |                           |
| a Secured, considered good;                  | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| b Unsecured, considered good;                | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| c Doubtful.                                  | 0.00                         | 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>0.00</b>               |
| <b>Security Deposits;</b>                    |                              |                           |                            |                            |                           |
| a Unsecured, considered good                 |                              |                           |                            |                            |                           |
| Chit Fund                                    | 34.73                        | 25.13                     | 0.00                       | 0.00                       | 0.00                      |
| Rent Deposit                                 | 11.43                        | 7.08                      | 8.22                       | 8.22                       | 5.19                      |
| <b>Other loans and advances:</b>             |                              |                           |                            |                            |                           |
| a Mat tax credit                             | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| b Other loans and advances                   | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>Loans and advances to related parties</b> | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>TOTAL: LONG-TERM LOANS AND ADVANCES</b>   | <b>46.15</b>                 | <b>32.21</b>              | <b>8.22</b>                | <b>8.22</b>                | <b>5.19</b>               |

**BLUE WATER LOGISTICS LIMITED**  
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**NOTES TO RESTATED FINANCIAL STATEMENT**

Rs. In Lakhs

**Annexure No. 17. RESTATED STATEMENT OF OTHER NON-CURRENT ASSETS :**

| Particulars  | As At<br>30th September,2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
|--|------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| Preliminary Expenses (To the extant not written off) | 2.07                         | 2.48                      | 3.31                       | 0.00                       | 0.00                      |
| <b>TOTAL: OTHER NON-CURRENT ASSETS</b>               | <b>2.07</b>                  | <b>2.48</b>               | <b>3.31</b>                | <b>0.00</b>                | <b>0.00</b>               |

**Notes:**

1 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               | As At<br>30th September,2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
|---------------------------|------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| - Stock in trade          | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 52.40                     |
| - Semi-finished goods     | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| - Packing Material        | 0.00                         | 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>0.00</b>                | <b>52.40</b>              |

**Notes:-**

1 Stock in trade are valued at cost on FIFO method. Cost includes purchase value, freight, duties & taxes.

**Annexure No. 19. RESTATED STATEMENT OF TRADE RECEIVABLES :**

| Particulars  | As At<br>30th September,2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
|--|------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| <b>UNSECURED</b>                                       |                              |                           |                            |                            |                           |
| Outstanding for less than 6 months                     |                              |                           |                            |                            |                           |
| (i) Undisputed trade receivable - considered good      | 2,889.32                     | 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                       | 0.00                      |
| (iii) Disputed trade receivable - considered good      | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (iv) Disputed trade receivable - considered doubtful   | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Outstanding for 6 months to 1 year                     |                              |                           |                            |                            |                           |
| (i) Undisputed trade receivable - considered good      | 56.90                        | 26.09                     | 40.09                      | 38.79                      | 23.95                     |
| (ii) Undisputed trade receivable - considered doubtful | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (iii) Disputed trade receivable - considered good      | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (iv) Disputed trade receivable - considered doubtful   | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Outstanding for 1 to 2 years                           |                              |                           |                            |                            |                           |
| (i) Undisputed trade receivable - considered good      | 45.74                        | 178.60                    | 78.33                      | 74.24                      | 107.92                    |
| (ii) Undisputed trade receivable - considered doubtful | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (iii) Disputed trade receivable - considered good      | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (iv) Disputed trade receivable - considered doubtful   | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Outstanding for 2 to 3 years                           |                              |                           |                            |                            |                           |
| (i) Undisputed trade receivable - considered good      | 28.43                        | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (ii) Undisputed trade receivable - considered doubtful | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (iii) Disputed trade receivable - considered good      | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (iv) Disputed trade receivable - considered doubtful   | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Outstanding for more than 3 years                      |                              |                           |                            |                            |                           |
| (i) Undisputed trade receivable - considered good      | 88.26                        | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (ii) Undisputed trade receivable - considered doubtful | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (iii) Disputed trade receivable - considered good      | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| (iv) Disputed trade receivable - considered doubtful   | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Other Receivables:                                     | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>TOTAL: TRADE RECEIVABLES</b>                        | <b>3,108.65</b>              | <b>2,646.78</b>           | <b>1,991.40</b>            | <b>2,758.27</b>            | <b>2,729.42</b>           |

**Notes :-**

1 Trade Receivable has been taken as certified by the management of the company.

**Annexure No. 20. RESTATED STATEMENT OF CASH AND CASH EQUIVALENTS :**

| Particulars   | As At<br>30th September,2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
|---|------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| 1 Balance With Banks:   |                              |                           |                            |                            |                           |
| In Current Account  | 1.06                         | 49.75                     | 128.69                     | 287.35                     | 17.76                     |
| In deposit account  | 69.98                        | 29.27                     | 28.32                      | 27.01                      | 27.01                     |
| Cheques, Drafts on Hand   |                              |                           |                            |                            |                           |
| 2 Cash on Hand  | 82.39                        | 82.29                     | 82.71                      | 84.11                      | 34.14                     |
| 3 Deposits with Banks maturity more than 3 months but less than 12 months | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| 4 Security deposits   | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>TOTAL: CASH AND CASH EQUIVALENTS</b>                                   | <b>153.44</b>                | <b>161.31</b>             | <b>239.72</b>              | <b>398.47</b>              | <b>78.91</b>              |

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**Annexure No. 21. RESTATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES :**

| Particulars                                 | As At<br>30th September,2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
|---|------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| <b>Advance recoverable in cash or kind:</b> |                              |                           |                            |                            |                           |
| a Secured, considered good;                 | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| b Unsecured, considered good;               | 489.05                       | 19.82                     | 34.28                      | 125.14                     | 628.02                    |
| c Doubtful.                                 | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
|   | 489.05                       | 19.82                     | 34.28                      | 125.14                     | 628.02                    |
| <b>Balance with government authorities:</b> |                              |                           |                            |                            |                           |
| Advance tax and TDS/TCS receivable          | 249.21                       | 418.81                    | 246.28                     | 223.36                     | 397.21                    |
| GST receivable                              | 0.83                         | 0.00                      | 7.99                       | 0.00                       | 0.00                      |
| <b>Other loans and advances:</b>            |                              |                           |                            |                            |                           |
| Advance to suppliers                        | 161.27                       | 325.10                    | 68.21                      | 0.00                       | 0.00                      |
| <b>TOTAL: SHORT-TERM LOANS AND ADVANCES</b> | <b>900.36</b>                | <b>763.73</b>             | <b>356.76</b>              | <b>348.50</b>              | <b>1,025.23</b>           |

**Notes :-**

- 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   | As At<br>30th September,2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
|---|------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| <b>Unsecured, considered good unless stated otherwise</b> |                              |                           |                            |                            |                           |
| <b>Other Assets:</b>                                      |                              |                           |                            |                            |                           |
| Unbilled Revenue  | 378.66                       | 272.00                    | 73.47                      | 165.06                     | 137.65                    |
| Other Current Assets                                      | 0.00                         | 0.00                      | 0.00                       | 23.57                      | 22.27                     |
| Accrued interest  | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| <b>TOTAL: OTHER CURRENT ASSETS</b>                        | <b>378.66</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.

**BLUE WATER LOGISTICS LIMITED**  
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NOTES TO RESTATED FINANCIAL STATEMENT

Rs. In Lakhs

| Annexure No. 23. RESTATED STATEMENT OF REVENUE FROM OPERATIONS : |  |                                      |   |   |                                      |
|--|--|--------------------------------------|---|---|--------------------------------------|
| Particulars  | For the Period Ended<br>September 30, 2024 | For the Year Ended<br>March 31, 2024 | For the Period<br>September 1, 2022 to<br>March 31, 2023* | For the Period Ended<br>August 31, 2022 | For the Year Ended<br>March 31, 2022 |
| <b>Sales of Services</b>   |  |                                      |   |   |                                      |
| Freight, Container and Other Charges                             | 8,129.47                                   | 13,867.37                            | 9,798.24  | 8,466.90                                | 15,840.90                            |
|  | <b>8,129.47</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>8,129.47</b>                            | <b>13,867.37</b>                     | <b>9,798.24</b>   | <b>8,466.90</b>                         | <b>15,840.90</b>                     |

Notes:

- 1 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. 23(A). PRODUCT - WISE REVENUE BIFURCATION :                     |  |                                      |   |   |                                      |
|--|--|--------------------------------------|---|---|--------------------------------------|
| Particulars  | For the Period Ended<br>September 30, 2024 | For the Year Ended<br>March 31, 2024 | For the Period<br>September 1, 2022 to<br>March 31, 2023* | For the Period Ended<br>August 31, 2022 | For the Year Ended<br>March 31, 2022 |
| <b>Sales of Services</b>   |  |                                      |   |   |                                      |
| Water Transport Services   | 5055.65                                    | 7,441.89                             | 6,785.33  | 6,559.86                                | 11,398.84                            |
| Other Storage And Warehousing Services (CFS, FOB, BL, Air Transport Services | 1662.37                                    | 2,967.27                             | 1,122.49  | 801.19                                  | 1,308.13                             |
| Container Handling Services (THC)  | 68.41                                      | 143.82                               | 561.48  | 205.38                                  | 1,155.43                             |
| Road Transport Services  | 639.49                                     | 1,268.47                             | 440.82  | 300.79                                  | 693.73                               |
| Other Land Transport Charges Of Goods  | 316.70                                     | 1,110.29                             | 369.15  | 290.90                                  | 559.36                               |
| Clearing And Forwarding Services (Custom Clearance)                          | 152.98                                     | 437.06                               | 282.48  | 155.27                                  | 362.35                               |
| Railway Transport Services   | 91.61                                      | 195.80                               | 99.10   | 59.77                                   | 135.17                               |
| Concor Handling Charges  | 38.96                                      | 118.33                               | 43.20   | 41.60                                   | 92.59                                |
| Detention Charges  | 51.83                                      | 136.78                               | 59.77   | 28.24                                   | 78.67                                |
| Customs House Agent Services (CHA)   | 38.49                                      | 22.87                                | 22.61   | 17.32                                   | 28.39                                |
| Seapriority go Service   | 5.47                                       | 9.30                                 | 5.69  | 3.57                                    | 8.01                                 |
| Other Supporting Services For Air Transport                                  | 0.00                                       | 0.00                                 | 0.00  | 0.00                                    | 7.89                                 |
| Equipment Repositioning Charges  | 6.96                                       | 9.52                                 | 3.00  | 2.52                                    | 7.30                                 |
| Other Supporting Services For Water Transport                                | 0.00                                       | 0.02                                 | 0.08  | 0.01                                    | 2.42                                 |
| Infrastructure & Development Charges   | 0.57                                       | 5.66                                 | 2.52  | 0.41                                    | 2.49                                 |
| Technical Testing And Analysis Services (Magnetic Report Charges)            | 0.00                                       | 0.29                                 | 0.48  | 0.00                                    | 0.00                                 |
|  | <b>8,129.47</b>                            | <b>13,867.37</b>                     | <b>9,798.24</b>   | <b>8,466.90</b>                         | <b>15,840.90</b>                     |
| <b>Revenue From operations ( Gross)</b>                                      | <b>8,129.47</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>8,129.47</b>                            | <b>13,867.37</b>                     | <b>9,798.24</b>   | <b>8,466.90</b>                         | <b>15,840.90</b>                     |

| Annexure No. 23(B). GEOGRAPHY - WISE REVENUE BIFURCATION : |  |                                      |   |   |                                      |
|--|--|--------------------------------------|---|---|--------------------------------------|
| Particulars  | For the Period Ended<br>September 30, 2024 | For the Year Ended<br>March 31, 2024 | For the Period<br>September 1, 2022 to<br>March 31, 2023* | For the Period Ended<br>August 31, 2022 | For the Year Ended<br>March 31, 2022 |
| <b>Other Countries</b>                                     |  |                                      |   |   |                                      |
| Africa   | -0.23                                      | 57.56                                | 11.67   | 11.00                                   | 149.47                               |
| Bahrain  | 0.00                                       | 0.00                                 | 0.00  | 5.68                                    | 1.75                                 |
| Bangkok  | 0.00                                       | 0.00                                 | 0.44  | 0.00                                    | 0.00                                 |
| China  | 2.18                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| Canada   | 0.00                                       | 2.31                                 | 0.00  | 0.00                                    | 14.80                                |
| Denmark  | 0.00                                       | 0.02                                 | 38.07   | 5.51                                    | 0.00                                 |
| Doha   | 0.00                                       | 0.00                                 | 0.00  | 0.00                                    | 1.17                                 |
| Egypt  | 0.00                                       | 0.00                                 | 0.00  | 57.14                                   | 0.43                                 |
| England  | 0.00                                       | 47.63                                | 298.88  | 523.39                                  | 0.00                                 |
| France   | 0.14                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| Hong Kong  | 25.75                                      | 14.72                                | 56.90   | 26.59                                   | 0.00                                 |
| Istanbul   | 0.60                                       | 0.00                                 | 0.00  | 0.00                                    | 3.95                                 |
| Kenya  | 0.00                                       | 0.00                                 | 8.05  | 0.00                                    | 0.00                                 |
| Malaysia   | 0.00                                       | 1.34                                 | 0.94  | 0.00                                    | 0.00                                 |
| Mauritius  | 0.00                                       | 0.00                                 | 0.00  | 0.00                                    | 11.56                                |
| Mexico   | 79.81                                      | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| Oman   | 0.00                                       | 2.77                                 | 0.00  | 0.00                                    | 0.00                                 |
| Panama   | 0.00                                       | 10.09                                | 0.00  | 17.94                                   | 30.17                                |
| Philippines  | 1.52                                       | 0.11                                 | 0.00  | 0.00                                    | 0.00                                 |
| Singapore  | 16.32                                      | 0.00                                 | 9.04  | 79.39                                   | 85.97                                |
| Srilanka   | 0.00                                       | 0.00                                 | 0.00  | 0.00                                    | 7.40                                 |
| Spain  | 0.26                                       | 1.08                                 | 0.00  | 0.00                                    | 0.00                                 |
| Uk   | 0.00                                       | 4.09                                 | 455.63  | 0.00                                    | 0.00                                 |
| Uae  | 15.43                                      | 55.47                                | 64.49   | 84.00                                   | 60.53                                |
| Usa  | 0.00                                       | 2.09                                 | 27.88   | 22.32                                   | 21.73                                |
| <b>India</b>   |  |                                      |   |   |                                      |
| Andhra Pradesh   | 282.16                                     | 248.33                               | 463.70  | 302.44                                  | 594.16                               |
| Bihar  | 0.00                                       | 2.83                                 | 0.00  | 0.00                                    | 0.00                                 |
| Chattisgarh  | 8.28                                       | 14.16                                | 0.00  | 2.49                                    | 7.03                                 |
| Chandigarh   | 0.00                                       | 0.37                                 | 0.00  | 0.00                                    | 0.00                                 |
| Delhi  | 71.44                                      | 119.35                               | 117.41  | 90.74                                   | 239.53                               |
| Gujarat  | 2,411.79                                   | 3,939.30                             | 1,858.54  | 1,235.08                                | 2,587.74                             |
| Goa  | 0.00                                       | 1.97                                 | 0.00  | 0.00                                    | 0.00                                 |
| Haryana  | 2.52                                       | 35.28                                | 33.53   | 31.71                                   | 37.60                                |
| Himachal Pradesh   | 0.00                                       | 0.00                                 | 0.00  | 0.00                                    | 0.15                                 |
| Jharkhand  | 0.48                                       | 35.74                                | 0.00  | 0.00                                    | 0.00                                 |
| Karnataka  | 30.79                                      | 113.78                               | 103.02  | 532.62                                  | 184.96                               |
| Kerala   | 0.00                                       | 0.05                                 | 7.58  | 4.77                                    | 4.96                                 |
| Madhya Pradesh   | 23.19                                      | 104.66                               | 47.34   | 16.30                                   | 23.09                                |
| Maharashtra  | 878.04                                     | 1,419.09                             | 844.88  | 480.05                                  | 649.54                               |
| Odisha   | 0.00                                       | 69.61                                | 8.89  | 8.95                                    | 36.96                                |
| Orissa   | 3.58                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| Punjab   | 12.65                                      | 29.52                                | 12.26   | 25.31                                   | 194.06                               |
| Rajasthan  | 421.74                                     | 432.30                               | 370.71  | 449.27                                  | 608.16                               |
| Sikkim   | 0.00                                       | 0.00                                 | 24.72   | 24.72                                   | 20.47                                |
| Tamil Nadu   | 15.14                                      | 55.95                                | 120.71  | 125.52                                  | 306.14                               |
| Telangana  | 3,365.29                                   | 6,551.52                             | 4,701.69  | 4,202.06                                | 9,875.02                             |
| Uttarakhand  | 215.84                                     | 215.18                               | 0.92  | 0.00                                    | 0.00                                 |
| Uttar Pradesh  | 244.29                                     | 266.40                               | 111.64  | 101.09                                  | 79.03                                |
| West Bengal  | 0.48                                       | 12.67                                | 23.43   | 0.80                                    | 3.37                                 |
|  | <b>8,129.47</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>8,129.47</b>                            | <b>13,867.37</b>                     | <b>9,798.24</b>   | <b>8,466.90</b>                         | <b>15,840.90</b>                     |

BLUE WATER LOGISTICS LIMITED  
(FORMERLY Blue Water Logistics)

NOTES TO RESTATED FINANCIAL STATEMENT

Rs. In Lakhs

**Annexure No. 24. RESTATED STATEMENT OF OTHER BUSINESS/ OPERATING INCOME :**

| Particulars                | For the Period Ended<br>September 30, 2024 | For the Year Ended<br>March 31, 2024 | For the Period<br>September 1, 2022 to<br>March 31, 2023* | For the Period Ended<br>August 31, 2022 | For the Year Ended<br>March 31, 2022 |
|----------------------------|--|--------------------------------------|---|---|--------------------------------------|
| Discount received          | 0.81                                       | 5.82                                 | 0.45  | 0.32                                    | 6.76                                 |
| Interest income            | 3.75                                       | 1.14                                 | 8.27  | 1.85                                    | 2.40                                 |
| Sale of Scrap              | 0.00                                       | 0.00                                 | 0.00  | 2.06                                    | 0.00                                 |
| <b>TOTAL: OTHER INCOME</b> | <b>4.56</b>                                | <b>6.96</b>                          | <b>8.72</b>   | <b>4.22</b>                             | <b>9.16</b>                          |

**Notes:**

1 Other Income includes Interest income from deposits & FDR which are recurring in nature while profit on sale of vehicle is non recurring in nature.

**Annexure No. 25. RESTATED STATEMENT OF OPERATIONAL EXPENSES :**

| Particulars                             | For the Period Ended<br>September 30, 2024 | For the Year Ended<br>March 31, 2024 | For the Period<br>September 1, 2022 to<br>March 31, 2023* | For the Period Ended<br>August 31, 2022 | For the Year Ended<br>March 31, 2022 |
|---|--|--------------------------------------|---|---|--------------------------------------|
| Freight, THC charges etc.               | 6,588.64                                   | 11,827.44                            | 8,581.06  | 7,713.99                                | 14,304.61                            |
| Power & Fuel and Transportaion Expenses | 147.87                                     | 152.64                               | 193.68  | 143.59                                  | 218.92                               |
| Vehicle Maintenance Charges             | 12.16                                      | 48.30                                | 23.78   | 24.36                                   | 15.58                                |
| Custom Operational Charges              | 225.13                                     | 158.35                               | 98.17   | 11.47                                   | 128.59                               |
| Loading and Unloading Charges           | 112.03                                     | 42.17                                | 86.82   | 77.61                                   | 125.75                               |
| Repairs and Maintenance Expenses        | 45.85                                      | 58.33                                | 46.14   | 0.00                                    | 131.60                               |
| <b>TOTAL OPERATIONAL EXPENSES</b>       | <b>7,131.68</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                                     | For the Period Ended<br>September 30, 2024 | For the Year Ended<br>March 31, 2024 | For the Period<br>September 1, 2022 to<br>March 31, 2023* | For the Period Ended<br>August 31, 2022 | For the Year Ended<br>March 31, 2022 |
|---|--|--------------------------------------|---|---|--------------------------------------|
| <b>Inventories at the end of the year</b>       |  |                                      |   |   |                                      |
| Finished Good                                   | 0.00                                       | 0.00                                 | 0.00  | 0.00                                    | 52.40                                |
|   | <b>0.00</b>                                | <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                                 | 0.00  | 52.40                                   | 83.30                                |
|   | <b>0.00</b>                                | <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>0.00</b>   | <b>52.40</b>                            | <b>30.90</b>                         |

**Annexure No. 27. RESTATED STATEMENT OF EMPLOYEE BENEFIT EXPENSE :**

| Particulars                               | For the Period Ended<br>September 30, 2024 | For the Year Ended<br>March 31, 2024 | For the Period<br>September 1, 2022 to<br>March 31, 2023* | For the Period Ended<br>August 31, 2022 | For the Year Ended<br>March 31, 2022 |
|---|--|--------------------------------------|---|---|--------------------------------------|
| Salary, Wages and bonus                   | 156.36                                     | 337.75                               | 200.94  | 144.06                                  | 306.46                               |
| Remuneration to Directors                 | 36.00                                      | 36.00                                | 43.90   | 0.00                                    | 0.00                                 |
| Gratuity Expenses                         | 6.01                                       | 1.59                                 | 9.31  | 0.00                                    | 4.14                                 |
| Contribution to Provident and other Funds | 2.98                                       | 7.42                                 | 3.97  | 5.12                                    | 6.22                                 |
| Staff Welfare Expenses                    | 0.86                                       | 4.78                                 | 2.00  | 0.91                                    | 4.38                                 |
| <b>TOTAL: EMPLOYEE BENEFITS EXPENSE</b>   | <b>202.20</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                    | For the Period Ended<br>September 30, 2024 | For the Year Ended<br>March 31, 2024 | For the Period<br>September 1, 2022 to<br>March 31, 2023* | For the Period Ended<br>August 31, 2022 | For the Year Ended<br>March 31, 2022 |
|--------------------------------|--|--------------------------------------|---|---|--------------------------------------|
| Interest Paid on borrowings    | 98.89                                      | 160.50                               | 127.31  | 82.14                                   | 90.37                                |
| Bank charges & Processing Fees | 23.97                                      | 6.92                                 | 7.22  | 3.82                                    | 24.33                                |
| Interest on MSME Late Payment  | 0.29                                       | 0.12                                 | 0.00  | 0.00                                    | 0.00                                 |
| <b>TOTAL: FINANCE COSTS</b>    | <b>123.16</b>                              | <b>167.53</b>                        | <b>134.52</b>   | <b>85.96</b>                            | <b>114.70</b>                        |

**Annexure No. 29. RESTATED STATEMENT OF DEPRECIATION AND AMORTIZATION EXPENSE :**

| Particulars                                     | For the Period Ended<br>September 30, 2024 | For the Year Ended<br>March 31, 2024 | For the Period<br>September 1, 2022 to<br>March 31, 2023* | For the Period Ended<br>August 31, 2022 | For the Year Ended<br>March 31, 2022 |
|---|--|--------------------------------------|---|---|--------------------------------------|
| Depreciation on tangible assets                 | 61.62                                      | 95.55                                | 51.27   | 13.88                                   | 19.00                                |
| Depreciation/Amortization of intangible assets  | 0.00                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| Less: Recoupment from Revaluation Reserve       | 0.00                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| <b>TOTAL: DEPRECIATION AND AMORTIZATION EXP</b> | <b>61.62</b>                               | <b>95.55</b>                         | <b>51.27</b>  | <b>13.88</b>                            | <b>19.00</b>                         |

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Rs. In Lakhs

| <b>Annexure No. 30. RESTATED STATEMENT OF OTHER EXPENSES :</b> |  |                                      |   |   |                                      |
|--|--|--------------------------------------|---|---|--------------------------------------|
| Particulars  | For the Period Ended<br>September 30, 2024 | For the Year Ended<br>March 31, 2024 | For the Period<br>September 1, 2022 to<br>March 31, 2023* | For the Period Ended<br>August 31, 2022 | For the Year Ended<br>March 31, 2022 |
| <b>Other expenses</b>  |  |                                      |   |   |                                      |
| Advertisement Expenses   | 2.17                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| Auditors remuneration  | 2.00                                       | 5.00                                 | 2.62  | 1.00                                    | 1.50                                 |
| Commission and brokerage                                       | 0.00                                       | 0.00                                 | 15.76   | 0.66                                    | 6.00                                 |
| CSR Expenditure  | 5.05                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| Discount Allowed   | 3.64                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| Legal and professional fees                                    | 55.33                                      | 26.75                                | 8.25  | 1.22                                    | 14.31                                |
| Rent, rates and taxes  | 27.20                                      | 51.17                                | 27.84   | 13.65                                   | 30.52                                |
| Insurance expenses   | 8.70                                       | 7.86                                 | 1.82  | 5.70                                    | 4.32                                 |
| Office expense   | 1.40                                       | 5.77                                 | 4.60  | 7.86                                    | 9.61                                 |
| Bad Debts Written Off  | 0.00                                       | 1.67                                 | 3.87  | 13.44                                   | 9.82                                 |
| Miscellaneous expenses   | 36.27                                      | 21.67                                | 48.73   | 8.04                                    | 28.02                                |
| Income Tax Expense   | 1.92                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| Traveling & conveyance   | 13.47                                      | 21.93                                | 11.22   | 6.81                                    | 9.36                                 |
| Preliminary Expenses Written Off                               | 0.41                                       | 0.83                                 | 0.83  | 0.00                                    | 0.00                                 |
| <b>TOTAL: OTHER EXPENSES</b>                                   | <b>157.56</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   | 2.00                                       | 5.00                                 | 2.62  | 1.00                                    | 1.50                                 |
| Other Fees   | 0.00                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |

| <b>Annexure No. 31. RESTATED STATEMENT OF EXTRAORDINARY ITEMS :</b> |  |                                      |   |   |                                      |
|---|--|--------------------------------------|---|---|--------------------------------------|
| Particulars   | For the Period Ended<br>September 30, 2024 | For the Year Ended<br>March 31, 2024 | For the Period<br>September 1, 2022 to<br>March 31, 2023* | For the Period Ended<br>August 31, 2022 | For the Year Ended<br>March 31, 2022 |
| Loss on Sale of Share   | 0.00                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| Gain on Sales of Mutual Fund  | 0.00                                       | 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>                             | <b>0.00</b>                          |

| <b>Annexure No. 32. RESTATED STATEMENT OF DEFERRED TAX :</b> |  |                                      |   |   |                                      |
|--|--|--------------------------------------|---|---|--------------------------------------|
| Particulars  | For the Period Ended<br>September 30, 2024 | For the Year Ended<br>March 31, 2024 | For the Period<br>September 1, 2022 to<br>March 31, 2023* | For the Period Ended<br>August 31, 2022 | For the Year Ended<br>March 31, 2022 |
| Gross Deferred tax asset                                     | 1.51                                       | 0.40                                 | 6.13  | 0.00                                    | 1.04                                 |
| Gross Deferred tax liability                                 | 15.87                                      | 3.15                                 | 0.00  | 0.00                                    | 0.00                                 |
| <b>NET DEFERRED TAX :</b>                                    | <b>14.36</b>                               | <b>2.75</b>                          | <b>-6.13</b>  | <b>0.00</b>                             | <b>-1.04</b>                         |

| <b>Annexure No. 33. RESTATED STATEMENT OF CONTINGENT LIABILITIES :</b> |  |                                      |   |   |                                      |
|--|--|--------------------------------------|---|---|--------------------------------------|
| Particulars  | For the Period Ended<br>September 30, 2024 | For the Year Ended<br>March 31, 2024 | For the Period<br>September 1, 2022 to<br>March 31, 2023* | For the Period Ended<br>August 31, 2022 | For the Year Ended<br>March 31, 2022 |
| <b>Contingent liabilities in respect of:</b>                           |  |                                      |   |   |                                      |
| 1 Claims against the company not acknowledged as debts                 | 0.00                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| 2 Bank Guarantee issued by bank  | 0.00                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| 3 Bills discounted from bank   | 0.00                                       | 0.00                                 | 0.00  | 0.00                                    | 0.00                                 |
| 4 Letter of credit outstanding   | 0.00                                       | 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 figures disclosed above are based on the restated statement of profit & loss 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.

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| <b>Annexure No. 34 (A). RESTATED STATEMENT OF ACCOUNTING RATIOS :</b>          |                                       |                                   |                                    |                                    |                                   |
|--|---------------------------------------|-----------------------------------|------------------------------------|------------------------------------|-----------------------------------|
| <b>Ratio</b>   | <b>As At<br/>30th September, 2024</b> | <b>As At<br/>31st March, 2024</b> | <b>As At<br/>31st March, 2023*</b> | <b>As At<br/>31st August, 2022</b> | <b>As At<br/>31st March, 2022</b> |
| Restated PAT as per P&L Account (Rs. in Lakhs)                                 | 342.59                                | 594.05                            | 154.06                             | 104.31                             | 243.77                            |
| EBITDA   | 638.03                                | 1,049.96                          | 382.95                             | 235.01                             | 450.29                            |
| Profit before Interest & Tax   | 580.97                                | 961.37                            | 340.40                             | 225.36                             | 440.46                            |
| Actual No. of Equity Shares outstanding at the end of the period               | 8,000,000                             | 2,000,000                         | 2,000,000                          | -                                  | -                                 |
| Weighted Average Number of Equity Shares at the end of the Period (Post-Bonus) | 8,000,000                             | 8,000,000                         | 8,000,000                          | 8,000,000                          | 8,000,000                         |
| Net Worth (Shareholders Equity)  | 1290.70                               | 948.11                            | 354.06                             | 525.73                             | 880.08                            |
| Current Assets   | 4541.10                               | 3843.81                           | 2661.35                            | 3693.86                            | 4045.88                           |
| Current Liabilities  | 2712.02                               | 2652.26                           | 1921.87                            | 2776.68                            | 2607.39                           |
| Total Debt: Borrowings   | 2891.91                               | 1722.37                           | 1880.70                            | 1758.82                            | 1748.16                           |
| Earnings Available for Debt Service  | 527.37                                | 857.13                            | 339.85                             | 204.15                             | 377.47                            |
| Debt Service   | 3015.07                               | 1889.91                           | 2015.22                            | 1844.78                            | 1862.86                           |
| Average Capital Employed   | 4182.61                               | 2670.48                           | 2234.76                            | 2284.54                            | 2628.24                           |
| Long Term Debt   | 1,063.18                              | 601.22                            | 642.65                             | 573.88                             | 678.87                            |
| <b>Earnings Per Share</b>  |                                       |                                   |                                    |                                    |                                   |
| Basic EPS (Pre Bonus)  | 4.28                                  | 29.70                             | 7.70                               | -                                  | -                                 |
| EPS (Post Bonus)   | 4.28                                  | 7.43                              | 1.93                               | 1.30                               | 3.05                              |
| <b>Return on Net Worth (%)</b>   | 26.54%                                | 62.66%                            | 43.51%                             | 19.84%                             | 27.70%                            |
| <b>Net Asset Value Per Share</b>   |                                       |                                   |                                    |                                    |                                   |
| Pre Bonus  | 16.13                                 | 47.41                             | 17.70                              | -                                  | -                                 |
| Post Bonus   | 16.13                                 | 11.85                             | 4.43                               | 6.57                               | 11.00                             |
| <b>Current Ratio</b>   | 1.67                                  | 1.45                              | 1.38                               | 1.33                               | 1.55                              |
| <b>Debt-Equity Ratio</b>   | 2.24                                  | 1.82                              | 5.31                               | 3.35                               | 1.99                              |
| <b>Debt-Service Coverage Ratio</b>   | 0.17                                  | 0.45                              | 0.17                               | 0.11                               | 0.20                              |
| <b>Return on Capital employed (ROCE)</b>                                       | 0.25                                  | 0.62                              | 0.34                               | 0.20                               | 0.28                              |
| <b>Net Profit Ratio</b>  | 4.21%                                 | 4.28%                             | 1.57%                              | 1.23%                              | 1.54%                             |
| Nominal Value per Equity share(Rs.)  | 10                                    | 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.

Notes :

- 1) The ratios have been calculated as below:
  - a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year.
  - b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year.
  - c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100
  - d) 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



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| Annexure No. 34 (B). RESTATED STATEMENT OF ACCOUNTING RATIOS : |  |   |                              |                               |                               |                              |
|--|--|---|------------------------------|-------------------------------|-------------------------------|------------------------------|
| Sr. No.  | Ratios   | As At<br>30th September,2024  | As At<br>31st March,<br>2024 | As At<br>31st March,<br>2023* | As At<br>31st August,<br>2022 | As At<br>31st March,<br>2022 |
| 1  | Current Assets   | 4,541.10  | 3,843.81                     | 2,661.35                      | 3,693.86                      | 4,045.88                     |
|  | Current Liabilities  | 2,712.02  | 2,652.26                     | 1,921.87                      | 2,776.68                      | 2,607.39                     |
|  | <b>Current Ratio</b>   | <b>1.67</b>   | <b>1.45</b>                  | <b>1.38</b>                   | <b>1.33</b>                   | <b>1.55</b>                  |
|  | Variation  | 15.54%  | 4.66%                        | 4.09%                         | -14.27%                       |                              |
|  | <b>Reason</b>  | Due to increase in Current assets during the half year ended in comparison to previous year.              |                              |                               |                               |                              |
| 2  | Total Debt: Borrowings   | 2,891.91  | 1,722.37                     | 1,880.70                      | 1,758.82                      | 1,748.16                     |
|  | Equity   | 1,290.70  | 948.11                       | 354.06                        | 525.73                        | 880.08                       |
|  | <b>Debt-Equity Ratio</b>   | <b>2.24</b>   | <b>1.82</b>                  | <b>5.31</b>                   | <b>3.35</b>                   | <b>1.99</b>                  |
|  | Variance   | 23.34%  | -65.80%                      | 58.77%                        | 68.42%                        |                              |
| <b>Reason</b>  | Change is Less than 25%  |   |                              |                               |                               |                              |
| 3  | Earnings Available for Debt Service  | 527.37  | 857.13                       | 339.85                        | 204.15                        | 377.47                       |
|  | Debt Service   | 3,015.07  | 1,889.91                     | 2,015.22                      | 1,844.78                      | 1,862.86                     |
|  | <b>Debt Service Coverage Ratio</b>   | <b>0.17</b>   | <b>0.45</b>                  | <b>0.17</b>                   | <b>0.11</b>                   | <b>0.20</b>                  |
|  | Variance   | -61.43%   | 168.93%                      | 52.39%                        | -45.39%                       |                              |
| <b>Reason</b>  | Due to increase in debt service during the half year ended in comparison to previous year.                           |   |                              |                               |                               |                              |
| 4  | Net Profit After taxes   | 342.59  | 594.05                       | 154.06                        | 104.31                        | 243.77                       |
|  | Shareholders Equity  | 1,290.70  | 948.11                       | 354.06                        | 525.73                        | 880.08                       |
|  | <b>Return on Equity (ROE)*</b>   | <b>26.54%</b>   | <b>62.66%</b>                | <b>43.51%</b>                 | <b>19.84%</b>                 | <b>27.70%</b>                |
|  | Variance   | -57.64%   | 43.99%                       | 119.30%                       | -28.37%                       |                              |
| <b>Reason</b>  | Change is due to half year figures of current year are not annualised and also due to increase in shareholder's fund |   |                              |                               |                               |                              |
| 5  | <b>Inventory Turnover Ratio*</b>   | Not Applicable as Company does not have any Inventory   |                              |                               |                               |                              |
| 6  | Net Sales  | 8,129.47  | 13,867.37                    | 9,798.24                      | 8,466.90                      | 15,840.90                    |
|  | Accounts Receivable  | 3,108.65  | 2,646.78                     | 1,991.40                      | 2,758.27                      | 2,729.42                     |
|  | <b>Trade Receivables Turnover Ratio*</b>   | <b>2.62</b>   | <b>5.24</b>                  | <b>4.92</b>                   | <b>3.07</b>                   | <b>5.80</b>                  |
|  | Variation  | -50.09%   | 6.48%                        | 60.29%                        | -47.11%                       |                              |
|  | <b>Reason</b>  | Due to increase in average Accounts Receivable for the current period as compared to the previous period. |                              |                               |                               |                              |
| 7  | Net Purchases  | 6,588.64  | 11,827.44                    | 8,581.06                      | 7,713.99                      | 14,304.61                    |
|  | Accounts Payables  | 688.78  | 1,270.58                     | 549.26                        | 1,498.29                      | 1,418.59                     |
|  | <b>Trade Payables Turnover Ratio*</b>  | <b>9.57</b>   | <b>9.31</b>                  | <b>15.62</b>                  | <b>5.15</b>                   | <b>10.08</b>                 |
|  | Variation  | 2.76%   | -40.42%                      | 203.45%                       | -48.94%                       |                              |
| <b>Reason</b>  | Change is Less than 25% if half year figures of current year are annualised  |   |                              |                               |                               |                              |
| 8  | Revenue  | 8,129.47  | 13,867.37                    | 9,798.24                      | 8,466.90                      | 15,840.90                    |
|  | Working capital  | 1,829.08  | 1,191.55                     | 739.48                        | 917.17                        | 1,438.50                     |
|  | <b>Net Capital Turnover Ratio</b>  | <b>4.44</b>   | <b>11.64</b>                 | <b>13.25</b>                  | <b>9.23</b>                   | <b>11.01</b>                 |
|  | Variation  | -61.81%   | -12.17%                      | 43.53%                        | -16.17%                       |                              |
| <b>Reason</b>  | Change is Less than 25% if half year figures of current year are annualised  |   |                              |                               |                               |                              |
| 9  | Profit After Tax   | 342.59  | 594.05                       | 154.06                        | 104.31                        | 243.77                       |
|  | Revenue  | 8,129.47  | 13,867.37                    | 9,798.24                      | 8,466.90                      | 15,840.90                    |
|  | <b>Net Profit Ratio</b>  | <b>4.21%</b>  | <b>4.28%</b>                 | <b>1.57%</b>                  | <b>1.23%</b>                  | <b>1.54%</b>                 |
|  | Variation  | -1.62%  | 172.44%                      | 27.63%                        | -19.94%                       |                              |
| <b>Reason</b>  | Change is less than 25%  |   |                              |                               |                               |                              |
| 10   | Profit before interest and tax   | 580.97  | 961.37                       | 340.40                        | 225.36                        | 440.46                       |
|  | Capital Employed   | 2,353.88  | 1,549.33                     | 996.71                        | 1,099.60                      | 1,558.95                     |
|  | <b>Return on Capital employed (ROCE)</b>   | <b>0.25</b>   | <b>0.62</b>                  | <b>0.34</b>                   | <b>0.20</b>                   | <b>0.28</b>                  |
|  | Variation  | -60.22%   | 81.69%                       | 66.64%                        | -27.46%                       |                              |
| <b>Reason</b>  | Change is Less than 25% if half year figures of current year are annualised  |   |                              |                               |                               |                              |
| 11   | Return on investment   | Not Applicable as Company does not have any investment  |                              |                               |                               |                              |

**The definitions of ratio / formulas used for actual computation are as follows:**

- 1.00 Current Ratio = Current Assets/Current Liabilities
- 2.00 Debt Equity Ratio = (Long-Term Debt+Short-Term Debt) / Shareholders Equity
- 3.00 Debt Service Coverage Ratio = Earning available for Debt Service / Debt Service
- 4.00 Return on Equity (ROE) = Net Profit after taxes / Average Shareholders Equity
- 5.00 Inventory Turnover Ratio = Cost of goods sold / Average Inventory
- 6.00 Trade Receivables Turnover Ratio = Revenue from Operation / Average account receivable
- 7.00 Trade Payables Turnover Ratio = Cost of Material Consumed/ Average Trade Payables
- 8.00 Net Capital Turnover Ratio = Revenue from Operations / Working capital
- 9.00 Net Profit Ratio = Profit After Tax / Revenue from Operation
- 10.00 Return on Capital employed (ROCE) = Profit before interest and tax / (Networth+ Total Debt)

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NOTES TO RESTATED FINANCIAL STATEMENT

Rs. In Lakhs

**Annexure No. 35. RESTATED STATEMENT OF RELATED PARTY TRANSACTIONS :**

| Name  | Relation                      | Nature Of Transaction             | For the Period Ended September 30, 2024 | For the Year Ended March 31, 2024 | For the Period September 1, 2022 to March 31, 2023* | For the Period Ended August 31, 2022 | For the Year Ended March 31, 2022 |
|---|-------------------------------|-----------------------------------|---|-----------------------------------|---|--------------------------------------|-----------------------------------|
| Ms. Madhusmita Mohanty                            | Director/Partner              | Director's/Partner's Remuneration | 9.00                                    | 18.00                             | 23.90   | 14.50                                | 24.00                             |
|   |                               | Opening balance- Advance a/c      | -                                       | -                                 | -   | 319.51                               | -                                 |
|   |                               | Advance Given                     | 426.61                                  | -                                 | -   | -                                    | 319.51                            |
|   |                               | Advance Repaid                    | -                                       | -                                 | -   | 319.51                               | -                                 |
|   |                               | Closing balance-Advance a/c       | 426.61                                  | -                                 | -   | -                                    | 319.51                            |
|   |                               | Opening balance- Loan a/c         | 10.83                                   | 7.00                              | -   | -                                    | -                                 |
|   |                               | Loan Received                     | -                                       | 100.00                            | 7.00  | -                                    | -                                 |
|   |                               | Loan Repaid/Adjusted              | 0.03                                    | 96.17                             | -   | -                                    | -                                 |
|   |                               | Closing balance-Loan a/c          | 10.81                                   | 10.83                             | 7.00  | -                                    | -                                 |
|   |                               | Rent                              | 6.00                                    | 18.00                             | 10.50   | 7.50                                 | -                                 |
| Ms. Supriya Mishra                                | Director/Partner              | Director's/Partner's Remuneration | 9.00                                    | 18.00                             | 20.00   | 12.50                                | 24.00                             |
|   |                               | Opening balance- Loan a/c         | 172.58                                  | 173.41                            | -   | -                                    | -                                 |
|   |                               | Loan Received                     | -                                       | 17.00                             | 173.41  | -                                    | -                                 |
|   |                               | Loan Repaid/Adjusted              | 0.03                                    | 17.83                             | -   | -                                    | -                                 |
|   |                               | Closing balance-Loan a/c          | 172.56                                  | 172.58                            | 173.41  | -                                    | -                                 |
| Mr. Laxmi Narayan Mishra                          | Director/ Relative of Partner | Director's Remuneration/ Salary   | 9.00                                    | 19.18                             | 4.38  | 22.01                                | 27.50                             |
|   |                               | Opening balance- Advance a/c      | -                                       | -                                 | -   | 73.18                                | 33.50                             |
|   |                               | Advance Given                     | -                                       | -                                 | -   | -                                    | 121.36                            |
|   |                               | Advance Repaid                    | -                                       | -                                 | -   | 73.18                                | 81.68                             |
| Closing balance-Loan a/c                          | -                             | -                                 | -                                       | -                                 | 73.18   |                                      |                                   |
| Mr. Lalit Panda                                   | Director/ Relative of Partner | Director's Remuneration/ Salary   | 9.00                                    | 18.00                             | 3.00  | 15.00                                | 27.50                             |
|   |                               | Opening balance- Advance a/c      | -                                       | -                                 | -   | 191.80                               | 91.51                             |
|   |                               | Advance Given                     | -                                       | -                                 | -   | -                                    | 171.14                            |
|   |                               | Advance Repaid                    | -                                       | -                                 | -   | 191.80                               | 70.85                             |
| Closing balance-Advance a/c                       | -                             | -                                 | -                                       | -                                 | 191.80  |                                      |                                   |
| Mr. Sugoto Ghosh                                  | Independent Director          | Sitting Fees                      | -                                       | -                                 | -   | -                                    | -                                 |
| Mr. Ketan Desai                                   | Independent Director          | Sitting Fees                      | -                                       | -                                 | -   | -                                    | -                                 |
| Ms. Falguniben Khodabhai Prajapati                | Independent Director          | Sitting Fees                      | -                                       | -                                 | -   | -                                    | -                                 |
| Ms. Priya Bharat Dholu                            | Company Secretary             | Salary                            | 0.75                                    | -                                 | -   | -                                    | -                                 |
| Mr. Mohammed Jaffar                               | CFO                           | Salary                            | 2.40                                    | -                                 | -   | -                                    | -                                 |
| M/s. Moonglade Shipping And Logistics Private Ltd | Relative of the Director      | Sales Revenue                     | 334.01                                  | 589.66                            | 867.98  | 511.49                               | 1,133.66                          |
|   |                               | Closing balance-Debtors           | 113.14                                  | 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.

**BLUE WATER LOGISTICS LIMITED**  
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**NOTES TO RESTATED FINANCIAL STATEMENT**

**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.

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NOTES TO RESTATED FINANCIAL STATEMENT

Rs. In Lakhs

| <b>Annexure No. 37. RESTATED STATEMENT OF CAPITALIZATION :</b> |                   |                                    |
|--|-------------------|------------------------------------|
| Particulars  | Pre-Issue figures | As Adjusted for the proposed issue |
| <b>Debt</b>  |                   |                                    |
| Short Term Debt  | 1,828.73          | (*)                                |
| Long Term Debt   | 1,063.18          | (*)                                |
| <b>Total Debt</b>  | <b>2,891.91</b>   | (*)                                |
| <b>Shareholder's Funds</b>                                     |                   | (*)                                |
| Share Capital  | 800.00            | (*)                                |
| Reserve and Surplus-As Restated                                | 490.70            | (*)                                |
| <b>Total Shareholder's Fund</b>                                | <b>1,290.70</b>   | (*)                                |
| <b>Long Term Debt/Shareholder's Fund</b>                       | <b>0.82</b>       | (*)                                |
| <b>Total Debt/Shareholder's Fund</b>                           | <b>2.24</b>       | (*)                                |

**Notes:**

- (1) Short term Debts represent the debts which are expected to be paid/payable within 12 months and includes installment of term loans repayable
- (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

**BLUE WATER LOGISTICS LIMITED**  
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NOTES TO RESTATED FINANCIAL STATEMENT

Rs. In Lakhs

| Annexure No. 38. RESTATED STATEMENT OF TAX SHELTER : |   |                              |                           |                            |                            |                           |
|--|---|------------------------------|---------------------------|----------------------------|----------------------------|---------------------------|
| Sr No.   | Particulars   | As At<br>30th September,2024 | As At<br>31st March, 2024 | As At<br>31st March, 2023* | As At<br>31st August, 2022 | As At<br>31st March, 2022 |
| A  | Profit before taxes as restated   | 457.81                       | 793.84                    | 205.87                     | 139.39                     | 325.76                    |
| B  | Normal Corporate Tax Rate (%)   | 25.17%                       | 25.17%                    | 25.17%                     | 25.17%                     | 25.17%                    |
| C  | MAT Rate (%)  | 0.00%                        | 0.00%                     | 0.00%                      | 0.00%                      | 0.00%                     |
| <b>Adjustments:</b>                                  |   |                              |                           |                            |                            |                           |
| D  | <b>Permanent Differences</b>  |                              |                           |                            |                            |                           |
|  | Expenses Disallowed under the Income Tax Act, 1961  | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
|  | Interest on Income Tax  | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
|  | Donation  | 0.00                         | 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>0.00</b>               |
| E  | <b>Income Considered Separately</b>   | <b>0.00</b>                  | <b>0.00</b>               | <b>0.00</b>                | <b>0.00</b>                | <b>0.00</b>               |
| F  | <b>Timing Difference</b>  |                              |                           |                            |                            |                           |
|  | Depreciation as per Books   | 61.62                        | 95.55                     | 51.27                      | 13.88                      | 19.00                     |
|  | Depreciation as per Income Tax  | 124.69                       | 108.04                    | 36.24                      | 13.88                      | 19.00                     |
|  | Gratuity  | 6.01                         | 1.59                      | 9.31                       | 0.00                       | 4.14                      |
|  | <b>Total Timing Differences</b>   | <b>57.06</b>                 | <b>10.91</b>              | <b>-24.34</b>              | <b>0.00</b>                | <b>-4.14</b>              |
| G  | <b>Net Adjustment (D+E+F)</b>   | <b>57.06</b>                 | <b>10.91</b>              | <b>-24.34</b>              | <b>0.00</b>                | <b>-4.14</b>              |
| H  | <b>Tax (Expenses) / Saving thereon (G x B)</b>  | <b>14.36</b>                 | <b>2.75</b>               | <b>-6.13</b>               | <b>0.00</b>                | <b>-1.04</b>              |
| I  | <b>Income from other sources</b>  | <b>0.00</b>                  | <b>0.00</b>               | <b>0.00</b>                | <b>0.00</b>                | <b>0.00</b>               |
| J  | <b>Exempt Income</b>  | <b>0.00</b>                  | <b>0.00</b>               | <b>0.00</b>                | <b>0.00</b>                | <b>0.00</b>               |
| K  | <b>Income / (Loss) (A+G+I-J)</b>  | <b>400.75</b>                | <b>782.93</b>             | <b>230.21</b>              | <b>139.39</b>              | <b>325.76</b>             |
| L  | Brought Forward Loss Set off  |                              |                           |                            |                            |                           |
|  | - Ordinary Business Loss  | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
|  | - Long Term Capital Loss  | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
|  | - Unabsorbed Depreciation   | 0.00                         | 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>0.00</b>               |
| M  | Allowable Deduction under the Income Tax Act  | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| N  | Profit/(Loss) as per Income tax (K-L)   | 400.75                       | 782.93                    | 230.21                     | 139.39                     | 329.90                    |
| O  | Tax as per Normal Provision   | 100.86                       | 197.05                    | 57.94                      | 35.08                      | 83.03                     |
| P  | MAT Credit Utilized   | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
| Q  | <b>Tax Liability, After Considering the effect of MAT Credit (O-P)</b>                                      | <b>100.86</b>                | <b>197.05</b>             | <b>57.94</b>               | <b>35.08</b>               | <b>83.03</b>              |
| R  | Book Profit as per MAT  | 457.81                       | 793.84                    | 205.87                     | 139.39                     | 325.76                    |
| S  | Tax liability as per MAT (R x C)  | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
|  | Current tax being higher of "O" or "S"  | 100.86                       | 197.05                    | 57.94                      | 35.08                      | 83.03                     |
|  | Loss to be carried forward  | 0.00                         | 0.00                      | 0.00                       | 0.00                       | 0.00                      |
|  | MAT credit entitlement  | 0.00                         | 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)                     | 201.99                    | 58.39                      | 52.98                      | 117.11                    |
| T  | <b>Tax paid as per "MAT" or "Normal Provision"</b>  | Normal Provision             | Normal Provision          | Normal Provision           | Normal Provision           | Normal Provision          |

**Notes:-**

- 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.
- 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 the Income Tax return is not filed by the Company for the half year ended Sept 30, 2024, the actual tax payment in Income tax return filed by the company can not be determined.

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**NOTES TO RESTATED FINANCIAL STATEMENT**

| <b>Annexure No. 39. RESTATED STATEMENT OF ADDITIONAL NOTES :</b> |   |
|--|---|
| A)   | The Company was originally formed as a partnership firm in the name and style of “Blue Water Logistics” and was thereafter converted from a Partnership Firm to Private Limited company under Part I chapter XXI of the Companies Act, 2013 with the name and style of “Blue Water Logistics Private Limited” and received a certificate of incorporation from the Registrar of Companies, Central Registration Centre dated August 22, 2022. 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 Company has taken over all the existing assets and liabilities of the partnership firm as on August 31, 2022 as a part of the transition and the business was taken over by the Company with effect from September 01, 2022. The figures for the period ended September 01, 2022 till March 31, 2023 pertains to the Company i.e., M/s Blue Water Logistics Limited. |
| B)   | The Company does not have any investment in 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:<br>(i) repayable on demand; or,<br>(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 applicable to the Company during the year and hence reporting under this clause is applicable and provision of the same has been made by the company.   |

## OTHER FINANCIAL INFORMATION

### ANNEXURE – 34(A): RESTATED STATEMENT OF ACCOUNTING RATIOS

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations, as derived from the Restated Financial Statements, are given below:

(₹ in Lakhs except the percentage % data)

| Ratios   | As At<br>30 <sup>th</sup><br>September,2024 | As At<br>31 <sup>st</sup> March,<br>2024 | As At<br>31 <sup>st</sup> March,<br>2023 | As At<br>31 <sup>st</sup> August,<br>2022 | As At<br>31 <sup>st</sup> March,<br>2022 |
|--|---|--|--|---|--|
| Restated PAT as per P& L Account (Rs. in Lakhs)                                | 342.59                                      | 594.05                                   | 154.06                                   | 104.31                                    | 243.77                                   |
| EBITDA   | 638.03                                      | 1,049.96                                 | 382.95                                   | 235.01                                    | 450.29                                   |
| EBITDA Margin  | 7.85%                                       | 7.57%                                    | 3.91%                                    | 2.78%                                     | 2.84%                                    |
| Profit before Interest & Tax   | 580.97                                      | 961.37                                   | 340.40                                   | 225.36                                    | 440.46                                   |
| Actual No. of Equity Shares outstanding at the end of the period               | 8,000,000                                   | 2,000,000                                | 2,000,000                                | -   | -  |
| Weighted Average Number of Equity Shares at the end of the Period (Post-Bonus) | 8,000,000                                   | 8,000,000                                | 8,000,000                                | 8,000,000                                 | 8,000,000                                |
| Net Worth (Shareholders Equity)  | 1290.70                                     | 948.11                                   | 354.06                                   | 525.73                                    | 880.08                                   |
| Current Assets   | 4541.10                                     | 3843.81                                  | 2661.35                                  | 3693.86                                   | 4045.88                                  |
| Current Liabilities  | 2712.02                                     | 2652.26                                  | 1921.87                                  | 2776.68                                   | 2607.39                                  |
| Total Debt: Borrowings   | 2891.91                                     | 1722.37                                  | 1880.70                                  | 1758.82                                   | 1748.16                                  |
| Earnings Available for Debt Service  | 527.37                                      | 857.13                                   | 339.85                                   | 204.15                                    | 377.47                                   |
| Debt Service   | 3015.07                                     | 1889.91                                  | 2015.22                                  | 1844.78                                   | 1862.86                                  |
| Average Capital Employed   | 4182.61                                     | 2670.48                                  | 2234.76                                  | 2284.55                                   | 2628.24                                  |
| Long Term Debt   | 1,063.18                                    | 601.22                                   | 642.65                                   | 573.88                                    | 678.87                                   |
| <b>Earnings Per Share</b>  |   |  |  |   |  |
| Basic EPS (Pre Bonus)  | 4.28  | 29.70                                    | 7.70                                     | -   | -  |
| EPS (Post Bonus)   | 4.28  | 7.43                                     | 1.93                                     | 1.30                                      | 3.05                                     |
| Return on Net Worth (%)  | 26.54%                                      | 62.66%                                   | 43.51%                                   | 19.84%                                    | 27.70%                                   |
|  |   |  |  |   |  |
| <b>Net Asset Value Per Share</b>   |   |  |  |   |  |
| Pre Bonus  | 16.13                                       | 47.41                                    | 17.70                                    | -   | -  |
| Post Bonus   | 16.13                                       | 11.85                                    | 4.43                                     | 6.57                                      | 11.00                                    |
| <b>Current Ratio</b>   | 1.67  | 1.45                                     | 1.38                                     | 1.33                                      | 1.55                                     |
| <b>Debt-Equity Ratio</b>   | 2.24  | 1.82                                     | 5.31                                     | 3.35                                      | 1.99                                     |
| <b>Debt-Service Coverage Ratio</b>   | 0.17  | 0.45                                     | 0.17                                     | 0.11                                      | 0.20                                     |
| <b>Return on Capital employed (ROCE)</b>                                       | 0.25  | 0.62                                     | 0.34                                     | 0.20                                      | 0.28                                     |
| <b>Net Profit Ratio</b>  | 4.21%                                       | 4.28%                                    | 1.57%                                    | 1.23%                                     | 1.54%                                    |

\* 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.

**Notes:**

1. Restated EBITDA=Restated PAT+ Depreciation +Finance cost+ Income tax-other income
2. EBITDA Margin=EBITDA/Revenue from Operations
3. Restated Basic EPS (Before Bonus) (A/B)=Restated PAT/No of shares at the end of period
4. Restated Basic EPS (After Bonus) (A/C)=Restated PAT/No of shares after bonus
5. Return on Net Worth (%) (A/D)=Restated PAT/No of shares after bonus
6. Net Assets value per Equity Share (Before Bonus) (D/B)=Net worth restated/No of equity shares at the end of the Period
7. Net Assets value per Equity Share (After Bonus) (D/C)=Net worth restated/No of equity shares after Bonus Impact

## CAPITALISATION STATEMENT

### ANNEXURE - 37: RESTATED STATEMENT OF CAPITALISATION

The following table sets forth our capitalisation derived from our Restated Financial Statements as at September 30, 2024, and as adjusted for the Issue. This table should be read in conjunction with “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”, “*Restated Financial Information*” and “*Risk Factors*” on pages 215, 180, and 29 respectively of this Draft Red Herring Prospectus.

(₹ in Lakhs)

| Sr. No   | Particulars                        | Pre-Issue       | As Adjusted for the proposed issue |
|----------|------------------------------------|-----------------|------------------------------------|
|          | <b>Debts</b>                       |                 |                                    |
| A        | Long Term Debt*                    | 1,828.73        | [•]                                |
| B        | Short Term Debt*                   | 1,063.18        | [•]                                |
| <b>C</b> | <b>Total Debt</b>                  | <b>2,891.91</b> | [•]                                |
|          | <b>Equity Shareholders Funds</b>   |                 |                                    |
|          | Equity Share Capital               | 800.00          | [•]                                |
|          | Reserves and Surplus               | 490.70          |                                    |
| <b>D</b> | <b>Total Equity</b>                | <b>1,290.70</b> |                                    |
|          | Long Term Debt/ Equity Ratio (A/D) | 0.82            |                                    |
|          | Total Debt/ Equity Ratio (C/D)     | 2.24            |                                    |

**Notes:**

- (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.



## FINANCIAL INDEBTEDNESS

Our Company has availed borrowings in the ordinary course of our business. Set forth below is a brief summary of our aggregate outstanding borrowings as on September 30, 2024\*:

(₹ in Lakhs)

| Nature of Borrowing  | Amount         |
|----------------------|----------------|
| Secured Borrowings   | 2008.32        |
| Unsecured Borrowings | 883.59         |
| <b>Total</b>         | <b>2891.91</b> |

### Details of Secured Borrowings:

(₹ in Lakhs)

| Name of Lender               | Purpose                 | Sanctioned Amount | Rate of Interest p.a. | Re-Payment Schedule                                   | Outstanding amount as on September 30, 2024 |
|------------------------------|-------------------------|-------------------|-----------------------|---|---|
| Union Bank Of India (Note-1) | Cash Credit             | 1340.00           | 10.50%                | Renewal at 12 months from date of sanction 28.02.2024 | 1311.96                                     |
| Union Bank Of India (Note-2) | Adhoc Cash Credit       | 200.00            | 10.50%                | 3 months from the date of sanction 13.09.2024         | 200.00                                      |
| Yes Bank                     | Vehicle Loan            | 50.84             | 9.00%                 | Repayable in 88 months                                | 13.35                                       |
| HDFC Bank Ltd                | Commercial Vehicle Loan | 35.83             | 8.00%                 | Repayable in 46 months                                | 19.35                                       |
| HDFC Bank Ltd                | Commercial Vehicle Loan | 35.83             | 8.00%                 | Repayable in 46 months                                | 19.35                                       |
| HDFC Bank Ltd                | Commercial Vehicle Loan | 35.83             | 8.00%                 | Repayable in 46 months                                | 19.35                                       |
| HDFC Bank Ltd                | Commercial Vehicle Loan | 6.00              | 9.00%                 | Repayable in 46 months                                | 3.24  |
| HDFC Bank Ltd                | Commercial Vehicle Loan | 6.00              | 9.00%                 | Repayable in 46 months                                | 3.24  |
| HDFC Bank Ltd                | Commercial Vehicle Loan | 6.00              | 9.00%                 | Repayable in 46 months                                | 3.24  |
| HDFC Bank Ltd                | Commercial Vehicle Loan | 34.25             | 9.00%                 | Repayable in 70 months                                | 31.58                                       |
| HDFC Bank Ltd                | Commercial Vehicle Loan | 34.25             | 9.00%                 | Repayable in 70 months                                | 31.58                                       |
| HDFC Bank Ltd                | Commercial Vehicle Loan | 34.25             | 9.00%                 | Repayable in 70 months                                | 31.58                                       |
| HDFC Bank Ltd                | Commercial Vehicle Loan | 34.25             | 9.00%                 | Repayable in 70 months                                | 31.58                                       |
| HDFC Bank Ltd                | Commercial Vehicle Loan | 34.25             | 9.00%                 | Repayable in 70 months                                | 31.58                                       |
| HDFC Bank Ltd                | Commercial Vehicle Loan | 34.25             | 9.00%                 | Repayable in 70 months                                | 31.58                                       |
| HDFC Bank Ltd                | Commercial Vehicle Loan | 4.00              | 9.00%                 | Repayable in 60 months                                | 3.62  |
| HDFC Bank Ltd                | Commercial Vehicle Loan | 4.00              | 9.00%                 | Repayable in 60 months                                | 3.62  |
| HDFC Bank Ltd                | Commercial Vehicle Loan | 4.00              | 9.00%                 | Repayable in 60 months                                | 3.62  |
| HDFC Bank Ltd                | Commercial Vehicle Loan | 4.00              | 9.00%                 | Repayable in 60 months                                | 3.62  |
| HDFC Bank Ltd                | Commercial Vehicle Loan | 4.00              | 9.00%                 | Repayable in 60 months                                | 3.62  |

| Name of Lender | Purpose                 | Sanctioned Amount | Rate of Interest p.a. | Re-Payment Schedule    | Outstanding amount as on September 30, 2024 |
|----------------|-------------------------|-------------------|-----------------------|------------------------|---|
| HDFC Bank Ltd  | Commercial Vehicle Loan | 36.00             | 9.00%                 | Repayable in 70 months | 35.61                                       |
| HDFC Bank Ltd  | Commercial Vehicle Loan | 36.00             | 9.00%                 | Repayable in 70 months | 35.61                                       |
| HDFC Bank Ltd  | Commercial Vehicle Loan | 36.00             | 9.00%                 | Repayable in 70 months | 35.61                                       |
| HDFC Bank Ltd  | Commercial Vehicle Loan | 36.00             | 9.00%                 | Repayable in 70 months | 35.61                                       |
| HDFC Bank Ltd  | Commercial Vehicle Loan | 36.00             | 9.00%                 | Repayable in 70 months | 35.61                                       |
| HDFC Bank Ltd  | Commercial Vehicle Loan | 6.00              | 9.00%                 | Repayable in 58 months | 5.92  |
| HDFC Bank Ltd  | Commercial Vehicle Loan | 6.00              | 9.00%                 | Repayable in 58 months | 5.92  |
| HDFC Bank Ltd  | Commercial Vehicle Loan | 6.00              | 9.00%                 | Repayable in 58 months | 5.92  |
| HDFC Bank Ltd  | Commercial Vehicle Loan | 6.00              | 9.00%                 | Repayable in 58 months | 5.92  |
| HDFC Bank Ltd  | Commercial Vehicle Loan | 6.00              | 9.00%                 | Repayable in 58 months | 5.92  |
| <b>Total</b>   | -                       | <b>2151.83</b>    | -                     | -                      | <b>2008.32</b>                              |

**Note 1:** Union Bank Loan

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.

**Note 2:** Union Bank Loan (Adhoc Cash Credit)

Adhoc Cash Credit Limit was sanctioned by Union Bank of India for 3 months to meet urgent working capital requirements on the same terms and conditions as per existing sanction letter and collateral security as per Note 1.

**Note 3:** For Commercial Vehicle Loans, Vehicle purchased from Loan is hypothecated with the Bank.

**Details of Unsecured Borrowings:**

(Rs. in lakhs)

| Name of Lender           | Purpose                  | Sanctioned Amount | Rate of Interest | Repayment Schedule                 | Outstanding amount as on September 30, 2024 |
|--------------------------|--------------------------|-------------------|------------------|------------------------------------|---|
| Aditya Birla Finance Ltd | Business Instalment Loan | 30.00             | 17.00%           | No securities pledged/hypothecated | 28.70                                       |
| Aditya Birla Finance Ltd | Business Instalment Loan | 50.00             | 16.00%           | No securities pledged/hypothecated | 8.45  |
| Axis Bank Ltd            | Business Power Loan      | 48.00             | 16.00%           | No securities pledged/hypothecated | 42.63                                       |

| Name of Lender                                 | Purpose                        | Sanctioned Amount | Rate of Interest | Repayment Schedule                          | Outstanding amount as on September 30, 2024 |
|--|--------------------------------|-------------------|------------------|---|---|
| Bajaj Finserv                                  | Personal & Small Business Loan | 30.24             | 16.00%           | No securities pledged/hypothecated          | 5.11  |
| Fedbank Financial Service Ltd                  | Business Loan                  | 30.36             | 17.50%           | No securities pledged/hypothecated          | 29.06                                       |
| Godrej Finance Ltd                             | Business Loan                  | 35.70             | 16.50%           | No securities pledged/hypothecated          | 34.14                                       |
| HDFC Bank Ltd                                  | Business Loan                  | 75.00             | 14.00%           | No securities pledged/hypothecated          | 62.76                                       |
| Hero Fincorp Ltd                               | Business Loan                  | 20.25             | 18.00%           | No securities pledged/hypothecated          | 3.50  |
| ICICI Bank Ltd                                 | Business Loan                  | 40.00             | 16.00%           | No securities pledged/hypothecated          | 6.77  |
| Kisetsu Saison Finance (India) Private Limited | Term Loan                      | 50.00             | 16.50%           | No securities pledged/hypothecated          | 47.82                                       |
| Poonwala Fincorp Ltd                           | Business Loan                  | 35.52             | 17.00%           | No securities pledged/hypothecated          | 33.98                                       |
| Protium Finance                                | Business Loan                  | 40.00             | 18.35%           | No securities pledged/hypothecated          | 37.83                                       |
| RBL Bank Ltd                                   | Business Loan                  | 40.00             | 18.50%           | No securities pledged/hypothecated          | 6.91  |
| SCB  | Business Loan                  | 50.00             | 17.00%           | No securities pledged/hypothecated          | 8.55  |
| Shriram Finance                                | Business Loan                  | 50.00             | 16.00%           | No securities pledged/hypothecated          | 47.83                                       |
| SMFG   | Business Loan                  | 40.00             | 17.00%           | No securities pledged/hypothecated          | 38.27                                       |
| TATA Capital Ltd                               | Business Loan                  | 50.00             | 16.50%           | No securities pledged/hypothecated          | 47.82                                       |
| Union GECL                                     | Business Loan                  | 160.00            | 7.50%            | Linked with Union Bank Cash Credit facility | 154.59                                      |
| Unity Small Finance Bank                       | Business Loan                  | 51.00             | 17.00%           | No securities pledged/hypothecated          | 48.82                                       |
| Yes Bank Ltd                                   | Business Loan                  | 40.00             | 15.50%           | No securities pledged/hypothecated          | 6.72  |
| Madhusmita Mohanty                             | Director Loan                  | -                 | -                | No securities pledged/hypothecated          | 10.80                                       |
| Supriya Mishra                                 | Director Loan                  | -                 | -                | No securities pledged/hypothecated          | 172.55                                      |
| <b>Total</b>                                   | -                              | <b>966.06</b>     | -                | -   | <b>883.59</b>                               |

\* As certified by our Statutory Auditors by their certificate dated January 10, 2025.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion and analysis of our financial condition and results of operations for the period ended September 30, 2024, Fiscal Year 2024, for the period September 01, 2022 to March 31, 2023, for the period ended on August 31, 2022 and Fiscal 2022 is based on, and should be read in conjunction with, our Restated Financial Statements, including the schedules, notes and significant accounting policies thereto, included in the chapter titled "Restated Financial Statements" beginning on page 180 of this Draft Red Herring Prospectus. Our Restated Financial Statements have been derived from our audited financial statements and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note. Our financial statements are prepared in accordance with AS.*

*You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in this Draft Red Herring Prospectus. You should also read the section titled "Risk Factors" beginning on page 29 of this Draft Red Herring Prospectus, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal 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 period ended September 30, 2024, Fiscal Year 2024, for the period September 1, 2022 to March 31, 2023, for the period ended on August 31, 2022 and Fiscal 2022 included in this Draft Red Herring Prospectus beginning on page 180 of this Draft Red Herring Prospectus.*

*Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward Looking Statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.*

### BUSINESS OVERVIEW

Our Company is engaged in the business of providing logistics and supply chain solutions to our customers. Our key services include freight forwarding, custom clearance and transportation handling services. We are a Multimodal Transport Operator registered under the Multimodal transportation of Goods Act 1993 to carry on the business of multimodal transportation.

We operate from our registered office situated in the city of Hyderabad and through 5 branch offices situated in the city of Chennai, Delhi, Jaipur, Visakhapatnam and Thane, respectively. For more details of our properties, please see 'Our Properties' as mentioned below in this chapter of the Draft Red Herring Prospectus. We majorly provide services to our customers who are engaged in imports and exports of different commodities. Over the years, we have served our customers in different industries including confectionary products, chemicals, crockery, natural stones, textile, electronics and fitness equipments.

In the course of our business operations, we arrange various goods transportation services, including arranging commercial vehicles, air freight space, rail transport, and, when necessary, warehouse/ custom freight station facilities for the storage and handling of goods. As of December 01, 2024, we own 20 commercial vehicles used for diverse transportation purposes. Further, we also intend to purchase 20 commercial vehicles as one of the Objects of this Issue. For further details on the costs and commercial vehicles details, please see chapter titled "**Objects of the Issue**" on page 86 of this Draft Red Herring Prospectus. Access to such large vehicle network enables us to scale our business as the demand increases and also cater to various business opportunities.

We started the business of freight forwarding and logistics in the year 2010 in the form of a partnership firm i.e., Blue Water Logistics. Our promoter directors, Mr. Laxmi Narayan Mishra and Mr. Lalit Panda, founded the partnership firm in the year 2010. Later in the year 2017, our business was led by our other promoter directors, Ms. Madhusmita Mohanty and Ms. Supriya Mishra. Since our inception, we have enhanced our capabilities and expanded our presence in India. For the period ended September 30, 2024 and for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022, we have provided our services in different regions of India including Telangana, Gujarat, Maharashtra, Rajasthan, Andhra Pradesh, Tamil Nadu, Delhi, Punjab, Karnataka, Uttar Pradesh, Madhya Pradesh, Odisha also including services in foreign countries like Africa, Singapore and UAE. For further details on the country-wise and state-wise revenue generated by our Company, please see 'Revenue Break-up' as mentioned below in this chapter of the Draft Red Herring Prospectus.

The consistent growth of our Company can largely be attributed to the expertise and the experience of our promoter directors. With their understanding of the logistics industry and strong business ability, they have successfully led the Company to expand both its market presence and revenue streams. We believe their leadership and focus on operational matters have been instrumental in the growth of our Company. For further details on the complete profile of our promoter directors, please see the chapter titled “Our Management” on page 157 of this Draft Red Herring Prospectus.

We have also associated with different international logistics network platforms like JCTrans and Global Logistics Alliance to facilitate international logistics. Further, we can issue house bill of lading for the consignments moving as per customers’ requirements or as per our planning through such agency arrangements which provides an additional layer of security to our customers for their goods moving from India to other countries or vice-versa.

We are a valid participant under FIATA Group Bond Programme. FIATA Group Bond Programme is partnered by M/s. Avalon and the International Federation of Freight Forwarders Associations (FIATA) to provide a group Non-Vessel Operating Common Carrier (NVOCC) bond. The Federal Maritime Commission (FMC) requires that all unlicensed and non-US based NVOCCs obtain proof of financial responsibility in the amount of \$150,000/-. Through this programme, the bond is underwritten by Southwest Marine and General Insurance as surety which meets the FMC’s financial responsibility requirement of all NVOCCs. We are also an allied member of Federation of Freight Forwarders' Associations in India. We have been accredited with ISO 9001:2015, a quality management system certificate for providing all kind of logistics services. We have also received certificate of accreditation from International Air Transport Association (IATA) certifying our commitment to meet their professional standards to promote, sell and handle international air cargo transportation.

### Key Performance Indicators of our Company.

#### As per Restated Financial Statements

(₹ in Lakhs, otherwise mentioned)

| Key Financial Performance                   | For the Period ended September 30, 2024 | For the Year Ended March 31, 2024 | For the Period September 1, 2022 to March 31, 2023* | For the Period Ended August 31, 2022 | For the Year Ended March 31, 2022 |
|---|---|-----------------------------------|---|--------------------------------------|-----------------------------------|
| Revenue from Operations <sup>(1)</sup>      | 8,129.47                                | 13,867.37                         | 9,798.24  | 8,466.90                             | 15,840.90                         |
| EBITDA <sup>(2)</sup>                       | 638.03                                  | 1,049.96                          | 382.95  | 235.01                               | 450.29                            |
| EBITDA Margin (%) <sup>(3)</sup>            | 7.85%                                   | 7.57%                             | 3.91%   | 2.78%                                | 2.84%                             |
| PAT   | 342.59                                  | 594.05                            | 154.06  | 104.31                               | 243.77                            |
| PAT Margin (%) <sup>(4)</sup>               | 4.21%                                   | 4.28%                             | 1.57%   | 1.23%                                | 1.54%                             |
| Return on Equity (%) <sup>(5)</sup>         | 26.54%                                  | 62.66%                            | 43.51%  | 19.84%                               | 27.70%                            |
| Debt to Equity Ratio (times) <sup>(6)</sup> | 2.24                                    | 1.82                              | 5.31  | 3.35                                 | 1.99                              |
| Current Ratio (times) <sup>(7)</sup>        | 1.67                                    | 1.45                              | 1.38  | 1.33                                 | 1.55                              |

\*Figures for Financial Year 2022-23 have been bifurcated for presentation purpose.

Notes: As certified by our Statutory Auditors by their certificate dated January 10, 2025.

#### **Explanation of KPIs:**

- (1) Revenue from operations means the revenue from operations as appearing in the restated financial information.
- (2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses – Other Income.
- (3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.
- (4) PAT Margin is calculated as PAT for the year divided by revenue from operations.
- (5) Return on Equity is calculated by comparing the proportion of net income against the amount of average shareholder equity.
- (6) Debt to Equity ratio is calculated as Long Term Debt + Short Term Debt divided by equity.
- (7) Current Ratio is calculated by dividing Current Assets to Current Liabilities.

### **SIGNIFICANT DEVELOPMENTS AFTER SEPTEMBER 30, 2024**

In the opinion of the Board of Directors of our Company, since the date of the financial period as disclosed in this Draft Red Herring Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

1. We have passed a Board resolution in the meeting of the Board of Directors held on December 16, 2024 authorizing the Board of Directors to raise funds by making an Initial Public Offering.
2. We have passed a special resolution in the Extra Ordinary General meeting held on December 17, 2024 authorizing the Board of Directors to raise funds by making an Initial Public Offering.
3. Our Company has approved the Restated Financial Statements for the period ended on September 30, 2024 and for the financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022 in the Board meeting dated December 27, 2024.
4. Our Company has approved the Draft Prospectus vide resolution in the Board Meeting dated January 21, 2025.

## STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to the chapter titled “Restated Financial Statements” beginning on page 180 of this Draft Red Herring Prospectus.

## RESULTS OF OUR OPERATION

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements of our Company for the period ended September 30, 2024, Fiscal Year 2024, for the period September 1, 2022 to March 31, 2023, for the period ended on August 31, 2022 and Fiscal 2022:

(₹ in lakhs)

| Particulars   | For the period ended on September 30, 2024 | % of Total Revenue | FY 2023-24      | % of Total Revenue | For the period                       |                    |                          |                    | FY 2021-22      | % of Total Revenue |
|---|--|--------------------|-----------------|--------------------|--------------------------------------|--------------------|--------------------------|--------------------|-----------------|--------------------|
|   |  |                    |                 |                    | September 01, 2022 to March 31, 2023 | % of Total Revenue | Ended on August 31, 2022 | % of Total Revenue |                 |                    |
| <b>Revenue:</b>   |  |                    |                 |                    |                                      |                    |                          |                    |                 |                    |
| Revenue from Operations   | 8129.47                                    | 99.94%             | 13867.37        | 99.95%             | 9798.24                              | 99.91%             | 8466.90                  | 99.95%             | 15840.90        | 99.94%             |
| Other income  | 4.56                                       | 0.06%              | 6.96            | 0.05%              | 8.72                                 | 0.09%              | 4.22                     | 0.05%              | 9.16            | 0.06%              |
| <b>Total revenue</b>  | <b>8134.03</b>                             | <b>100.00%</b>     | <b>13874.33</b> | <b>100.00%</b>     | <b>9806.96</b>                       | <b>100.00%</b>     | <b>8471.12</b>           | <b>100.00%</b>     | <b>15850.07</b> | <b>100.00%</b>     |
| <b>Expense:</b>   |  |                    |                 |                    |                                      |                    |                          |                    |                 |                    |
| Operational Expense   | 7131.68                                    | 87.68%             | 12287.23        | 88.56%             | 9029.63                              | 92.07%             | 7971.03                  | 94.10%             | 14925.04        | 94.16%             |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | 0.00                                       | 0.00%              | 0.00            | 0.00%              | 0.00                                 | 0.00%              | 52.40                    | 0.62%              | 30.90           | 0.19%              |
| Employees Benefit Expenses  | 202.20                                     | 2.49%              | 387.54          | 2.79%              | 260.12                               | 2.65%              | 150.09                   | 1.77%              | 321.21          | 2.03%              |
| Finance costs   | 123.16                                     | 1.51%              | 167.53          | 1.21%              | 134.52                               | 1.37%              | 85.96                    | 1.01%              | 114.70          | 0.72%              |
| Depreciation and Amortization   | 61.62                                      | 0.76%              | 95.55           | 0.69%              | 51.27                                | 0.52%              | 13.88                    | 0.16%              | 19.00           | 0.12%              |

|   |                |               |                 |               |                |               |                |               |                 |               |
|---|----------------|---------------|-----------------|---------------|----------------|---------------|----------------|---------------|-----------------|---------------|
| Other expenses                          | 157.56         | 1.94%         | 142.65          | 1.03%         | 125.54         | 1.28%         | 58.37          | 0.69%         | 113.46          | 0.72%         |
| <b>Total Expenses</b>                   | <b>7676.22</b> | <b>94.37%</b> | <b>13080.50</b> | <b>94.28%</b> | <b>9601.08</b> | <b>97.90%</b> | <b>8331.73</b> | <b>98.35%</b> | <b>15524.31</b> | <b>97.94%</b> |
|   |                |               |                 |               |                |               |                |               |                 |               |
| <b>Profit before tax</b>                | <b>457.81</b>  | <b>5.63%</b>  | <b>793.84</b>   | <b>5.72%</b>  | <b>205.87</b>  | <b>2.10%</b>  | <b>139.39</b>  | <b>1.65%</b>  | <b>325.76</b>   | <b>2.06%</b>  |
|   |                |               |                 |               |                |               |                |               |                 |               |
| <b>Tax expense:</b>                     |                |               |                 |               |                |               |                |               |                 |               |
| Current tax                             | 100.86         | 1.24%         | 197.05          | 1.42%         | 57.94          | 0.59%         | 35.08          | 0.41%         | 83.03           | 0.52%         |
| Deferred Tax                            | 14.36          | 0.18%         | 2.75            | 0.02%         | (6.13)         | -0.06%        | 0.00           | 0.00%         | (1.04)          | -0.01%        |
| Current Tax adjustment of earlier years | 0.00           | 0.00%         | 0.00            | 0.00%         | 0.00           | 0.00%         | 0.00           | 0.00%         | 0.00            | 0.00%         |
| <b>Net Total Tax Expenses</b>           | <b>115.22</b>  | <b>1.42%</b>  | <b>199.79</b>   | <b>1.44%</b>  | <b>51.81</b>   | <b>0.53%</b>  | <b>35.08</b>   | <b>0.41%</b>  | <b>81.99</b>    | <b>0.52%</b>  |
|   |                |               |                 |               |                |               |                |               |                 |               |
| <b>Net Profit for the year</b>          | <b>342.59</b>  | <b>4.21%</b>  | <b>594.05</b>   | <b>4.28%</b>  | <b>154.06</b>  | <b>1.57%</b>  | <b>104.31</b>  | <b>1.23%</b>  | <b>243.77</b>   | <b>1.54%</b>  |

## FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factors*” beginning on page 29 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Our ability to successfully implement our growth strategy and expansion plans;
- Delay in the further liberalization of trade with the markets from which we receive cargo, or to which cargo passing through our facilities is shipped;
- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Competition from international and domestic third-party logistics companies;
- Increase in freight and fluctuation in operating and other related costs;
- Failure to obtain or renew approvals, licenses, registration and permits to operate our business;
- Failure to attract and retain highly skilled professionals, our promoters, directors and senior management;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Employee misconduct including misuse of confidential data and failure to maintain confidentiality of information could harm us and is difficult to detect and deter;
- Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business;
- Any downgrading of India’s sovereign debt rating by an international rating agency could have a negative impact on our business and results of operations;
- Our failure to keep pace with rapid changes in technology;
- Our ability to manage risks that arise from these factors.

## KEY COMPONENTS OF COMPANY’S PROFIT AND LOSS STATEMENT

**Revenue from operations:** Revenue from operations mainly consists of Sales of Services such as freight, container and other charges.

**Other Income:** Other Income includes Interest income, Discount received and Sale of scrap.

**Expenses:** Company's expenses consist of Operational Expense, Changes in inventories of finished goods, work-in-progress and Stock-in-Trade, Employee Benefit Expenses, Finance Cost, Depreciation and Amortization Expense, Other Expenses and tax expenses.

**Operational Expenses:** Operational Expenses includes Freight, THC charges, Power & Fuel and Transportation Expenses, Custom Operational Charges, etc.

**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 includes Change in Inventory of Finished Goods.

**Employee Benefits Expense:** Employee benefit expenses include Salaries and Wages, Directors Remuneration & Contribution to Statutory Funds, staff welfare, Gratuity Expenses etc.

**Finance Cost:** Finance Cost includes Interest on Borrowings, bank charges and Interest on MSME Late Payment.

**Depreciation and Amortization Expense:** We recognize Depreciation and Amortization expense on a WDV basis as per the rates set forth in the Companies Act, 2013/ Companies Act, 1956, as applicable.

**Other Expenses:** Other expenses include Advertisement, Audit Fees, Travelling and Conveyance, office expense, Bad Debts Written Off, Miscellaneous expenses, Legal and professional fees, etc.

## **REVIEW OF OPERATIONS FOR THE PERIOD ENDED ON SEPTEMBER 30, 2024**

### **Revenue from Operation**

Revenue from operations for the period ended on September 30, 2024 amounting to ₹8,129.47 lakhs represents 99.94% of Total Revenue.

### **Other Income**

Other Income amounting to ₹4.56 lakhs consisting of Interest income of ₹3.75 lakhs and Discount received of ₹0.81 lakhs represents 0.06% of Total Revenue.

### **Operational Expenses**

Operational Expenses includes Freight, THC charges, Power & Fuel and Transportation Expenses, Custom Operational Charges etc. total amounting to ₹7,131.68 lakhs represents 87.68% of Total Revenue.

### **Employee Benefit Expenses**

Employee benefit expenses include Salaries and Wages, Directors Remuneration & Contribution to Statutory Funds, staff welfare, Gratuity Expenses etc. amounting to ₹202.20 Lakhs represents 2.49% of Total Revenue.

### **Finance Cost**

Finance Cost includes Interest on Borrowings, bank charges and Interest on MSME Late Payment amounting to ₹123.16 Lakhs represents 1.51% of Total Revenue.

### **Depreciation and Amortization Expenses**

Depreciation is charged on WDV method amounting to ₹61.62 Lakhs represents 0.76% of Total Revenue.

### **Other Expenses**

Other expenses include Advertisement, Audit Fees, Travelling and Conveyance, office expense, Bad Debts Written Off, Miscellaneous expenses, Legal and professional fees, etc. amounting to ₹157.56 lakhs represents 1.94% of Total Revenue.

### **Profit Before Tax**

The Profit before tax for the period ended on September 30, 2024 was ₹457.81 lakhs representing 5.63% of Total Revenue.



### **Tax Expenses**

Tax Expenses consisting of Current Tax & Deferred Tax for the period ended on September 30, 2024 was ₹100.86 lakhs and ₹14.36 lakhs respectively, representing 1.24% and 0.18% respectively of Total Revenue.

### **Profit after Tax**

After accounting for taxes at applicable rates, our Company reported a net profit of ₹342.59 lakhs period ended September 30, 2024.

## **FISCAL 2024 COMPARED WITH PERIOD SEPTEMBER 1, 2022 TO MARCH 31, 2023 AND PERIOD ENDED AUGUST 31, 2022**

### **Revenue from Operation**

Revenue from operations has decreased by 24.08% from ₹ 18,265 lakhs in Fiscal 2023 (₹9,798.24 lakhs of period September 1, 2022 to March 31, 2023 and ₹8,466.90 lakhs of Period Ended August 31, 2022) to ₹13,867.37 lakhs in Fiscal 2024.

There is a decline in revenue from operations in Fiscal 2024 due to a dip in market rates and freight charges. Due to decrease in freight charges the total revenue of the company decreased even though there is an increase in the total number of shipments executed by the company in FY 2024.

### **Other Income**

Other income had decreased by 46.16% from ₹12.94 lakhs in Fiscal 2023 (₹ 8.72 lakhs of period September 1, 2022 to March 31, 2023 and ₹ 4.22 lakhs of Period Ended August 31, 2022) to ₹6.96 lakhs in Fiscal 2024 due to decrease in Interest Income. The company's Interest income decreased from ₹10.12 lakhs in Fiscal 2023 to ₹1.14 lakhs in Fiscal 2024.

### **Operational Expenses**

The Operational Expenses decreased by 27.72%, from ₹17,000.66 lakhs in Fiscal 2023 (₹ 9,029.63 lakhs of period September 1, 2022 to March 31, 2023 and ₹ 7,971.03 lakhs of Period Ended August 31, 2022) to ₹12,287.23 lakhs in fiscal year 2024. This decline was primarily due to a significant reduction in Freight, THC charges, which decreased, from ₹16,295.05 lakhs in fiscal 2023 to ₹11,827.44 lakhs in Fiscal 2024.

### **Changes in inventories of finished goods, work-in-progress and Stock-in-Trade**

Stock in Trade have decreased by ₹52.40 lakhs from ₹52.40 lakhs to ₹ NIL in Fiscal 2023 (₹ NIL lakhs in period September 1, 2022 to March 31, 2023 and ₹52.40 lakhs of Period Ended August 31, 2022) and has remained NIL in Fiscal 2024.

### **Employee Benefit Expenses**

Employee benefit expenses had decreased by 5.53% from ₹410.21 lakhs in Fiscal 2023 (₹ 260.12 lakhs of period September 1, 2022 to March 31, 2023 and ₹ 150.09 lakhs of Period Ended August 31, 2022) to ₹387.54 lakhs in Fiscal 2024. This was primarily due to decrease in Salaries, wages & bonus from ₹347.49 lakhs in Fiscal 2023 to ₹337.75 lakhs in Fiscal 2024, Gratuity expense from ₹ 9.31 lakhs in Fiscal 2023 to ₹ 1.59 lakhs Fiscal 2024.

### **Finance Cost**

Finance Cost had decreased by 24.02% from ₹220.48 lakhs in Fiscal 2023 (₹ 134.52 lakhs of period September 1, 2022 to March 31, 2023 and ₹ 85.96 lakhs of Period Ended August 31, 2022) to ₹167.53 lakhs in Fiscal 2024. This was primarily due to decrease in interest expenses from ₹209.45 lakhs in Fiscal 2023 to ₹160.50 lakhs in Fiscal 2024.

### **Depreciation and Amortization Expenses**

Depreciation had increased by 46.66% from ₹65.15 lakhs in Fiscal 2023 (₹51.27 lakhs of period September 1, 2022 to March 31, 2023 and ₹ 13.88 lakhs of Period Ended August 31, 2022) to ₹95.55 lakhs in Fiscal 2024. This was primarily due to addition of fixed assets of ₹176.97 lakhs by company during Fiscal 2024.

### **Other Expenses**

Other expenses had decreased by 22.44% from ₹183.92 lakhs in Fiscal 2023 (₹ 125.54 lakhs of period September 1, 2022 to March 31, 2023 and ₹ 58.37 lakhs of Period Ended August 31, 2022) to ₹142.65 lakhs in Fiscal 2024. The decrease was primarily due to decrease in Commission and brokerage by ₹16.42 lakhs, Miscellaneous Expenses by ₹35.10 lakhs, etc.in Fiscal 2024.

### **Tax Expenses**

The Company's tax expenses had increased by ₹112.90 lakhs from ₹86.89 lakhs in the Fiscal 2023 (₹ 51.81 lakhs of period September 1, 2022 to March 31, 2023 and ₹ 35.08 lakhs of Period Ended August 31, 2022) to ₹199.79 lakhs in Fiscal 2024. This was primarily due to increase in current tax expenses during the year which got increased from ₹93.02 Lakhs in the year 2023 to ₹197.05 lakhs in the year 2024.

### **Profit after Tax**

For Fiscal 2024, the Company reported a net profit of ₹594.05 lakhs, a significant increase compared to ₹258.37 lakhs in Fiscal 2023 (₹154.06 lakhs of period September 1, 2022 to March 31, 2023 and ₹104.31 lakhs of Period Ended August 31, 2022). Despite a decline in revenue from operations, the Company successfully improved its profit margin, which rose from 1.41% in Fiscal 2023 to 4.28% in Fiscal 2024. This enhancement in profitability was largely driven by fall in Freight and handling charges to third party agencies, particularly due to purchase of six additional commercial vehicles in Fiscal 2024. Additionally, careful management of other operational costs further supported the Company's improved financial performance.

## **FISCAL 2023 COMPARED WITH FISCAL 2022**

### **Revenue from Operation**

Revenue from operations increased by 15.30%, rising from ₹15840.90 lakhs in fiscal 2022 to ₹18265.14 lakhs in Fiscal 2023 (₹9798.24 lakhs of period September 1, 2022 To March 31, 2023 and ₹8466.90 lakhs of Period Ended August 31, 2022). This growth was primarily driven by the purchase of commercial vehicles by the Company, which reduced the dependency on third party agencies and increased the number of trips execution by the company. The company also increased its workforce from 30 employees in Fiscal 2022 to 41 employees in Fiscal 2023 which boosted the company's ability to scale its business.

### **Other Income**

Other income had increased by 41.18% from ₹9.16 lakhs in Fiscal 2022 to ₹12.94 lakhs in Fiscal 2023 (₹ 8.72 lakhs of period September 1, 2022 To March 31, 2023 and ₹ 4.22 lakhs of Period Ended August 31, 2022) due to increase in Interest Income. The company's Interest income increased from ₹2.40 lakhs in Fiscal 2022 to ₹10.12 lakhs in Fiscal 2023.

### **Operational Expenses**

The Operational Expenses increased by 13.91%, from ₹14,925.04 lakhs in Fiscal 2022 to ₹17,000.66 lakhs in Fiscal 2023 (₹ 9,029.63 lakhs of period September 1, 2022 to March 31, 2023 and ₹ 7,971.03 lakhs of Period Ended August 31, 2022). This increase was primarily due to a significant increase in Freight, THC charges, which increased, from ₹14,304.61 lakhs in Fiscal 2022 to ₹16,295.05 lakhs in fiscal 2023.

### **Changes in inventories of finished goods, work-in-progress and Stock-in-Trade**

Stock in Trade have decreased by ₹30.90 lakhs from ₹83.30 lakhs to ₹ 52.40 lakhs in Fiscal 2022 and decreased by ₹52.40 lakhs from ₹52.40 lakhs to ₹ NIL in Fiscal 2023 (₹ NIL in period September 1, 2022 To March 31, 2023 and ₹52.40 lakhs of Period Ended August 31, 2022).

### **Employee Benefit Expenses**

Employee benefit expenses had increased by 27.71% from ₹321.21 lakhs in Fiscal 2022 to ₹410.21 lakhs in Fiscal 2023 (₹ 260.12 lakhs of period September 1, 2022 to March 31, 2023 and ₹ 150.09 lakhs of Period Ended August 31, 2022). This was primarily due to increase in Salaries, wages & bonus from ₹306.46 lakhs in Fiscal 2022 to ₹347.75 Lakhs in Fiscal 2023, Gratuity expense from ₹ 4.14 lakhs in Fiscal 2022 to ₹ 9.31 lakhs Fiscal 2023.

### **Finance Cost**

Finance Cost had increased by 92.23% from ₹114.70 lakhs in Fiscal 2022 to ₹220.48 lakhs in Fiscal 2023 (₹ 134.52 lakhs of period September 1, 2022 to March 31, 2023 and ₹ 85.96 lakhs of Period Ended August 31, 2022). This was primarily due to increase in interest expenses from ₹306.46 lakhs in Fiscal 2022 to ₹347.49 lakhs in Fiscal 2023.

### **Depreciation and Amortization Expenses**

Depreciation had increased by 242.92% from ₹19.00 lakhs in Fiscal 2022 to ₹65.15 lakhs in Fiscal 2023 (₹51.27 lakhs of period September 1, 2022 To March 31, 2023 and ₹ 13.88 lakhs of Period Ended August 31, 2022). This was primarily due to addition of fixed assets of ₹ 220.71 lakhs by company during Fiscal 2023.

### **Other Expenses**

Other expenses had increased by 62.10% from ₹113.46 lakhs in Fiscal 2022 to ₹183.92 lakhs in Fiscal 2023 (₹ 125.54 lakhs of period September 1, 2022 to March 31, 2023 and ₹ 58.37 lakhs of Period Ended August 31, 2022). The increase was primarily due to increase in Commission and brokerage by ₹10.42 lakhs, Miscellaneous Expenses by ₹28.75 lakhs, etc.in Fiscal 2023.

### **Tax Expenses**

The Company's tax expenses had increased by ₹11.03 lakhs from ₹ 81.99 lakhs in the Fiscal 2022 to ₹86.89 lakhs in the Fiscal 2023 (₹ 51.81 lakhs of period September 1, 2022 to March 31, 2023 and ₹ 35.08 lakhs of Period Ended August 31, 2022). This was primarily due to increase in current tax expenses during the year which got increased from ₹83.03 Lakhs in the year 2022 to ₹93.02 lakhs in the year 2023.

### **Profit after Tax**

For Fiscal 2023, after accounting for taxes at the applicable rates, the Company reported a net profit of ₹258.37 lakhs. However, the company's PAT margin declined from 1.54% in Fiscal 2022 to 1.41% in Fiscal 2023. This decline was primarily attributed to rise in operational expenses including Freight, Power & Fuel, which increased at a rate higher than the revenue growth. These expenses are volatile and fluctuating in nature, which has led to slight decrease in PAT margin in Fiscal 2023 compared to Fiscal 2022. The company also increased its workforce, which resulted in increase in revenue for the Fiscal but also increased the employee costs. The sharp increase in depreciation because of investments in tangible fixed assets (commercial vehicles), led to higher depreciation charges, which also contributed to the decline in PAT margin compared to Fiscal 2022.

## **CASH FLOWS**

(₹ in lakhs)

| Particulars                        | September 30, 2024 | March 31, 2024 | For the period Sept 1, 2022 to March 31, 2023 | For the period Ended on August 31, 2022 | March 31, 2022 |
|------------------------------------|--------------------|----------------|---|---|----------------|
| Net Cash from Operating Activities | (823.29)           | 423.28         | (1,414.60)                                    | 924.51                                  | (845.32)       |
| Net Cash from Investing Activities | (230.95)           | (175.83)       | (291.86)                                      | (71.00)                                 | (26.20)        |
| Net Cash from Financing Activities | 1,046.38           | (325.85)       | 1,946.17                                      | (533.97)                                | 934.53         |

### **Cash Flows from Operating Activities**

#### **For the period ended September 30, 2024**

Our net cash from operating activities for period ended Sept 30, 2024 was at (₹823.29) lakhs as compared to the Profit Before Tax at ₹457.81 lakhs. Our operating profit before working capital changes was ₹638.84 Lakhs for the period ended September 30, 2024 which was primarily adjusted against increase in trade receivables by ₹461.87 Lakhs, increase in short term loans and advances by ₹137.15 Lakhs, decrease in trade payables by ₹581.81 Lakhs and increase in other current asset by ₹106.66 Lakhs and Net income taxes paid of ₹100.86 lakhs.

#### **For the financial year ended March 31, 2024**

Our net cash from operating activities for period ended March 31, 2024 was at ₹423.28 lakhs as compared to the Profit Before Tax at ₹793.84 lakhs. Our operating profit before working capital changes was ₹1,055.78 Lakhs for the financial year ended March 31, 2024 which was primarily adjusted against increase in trade receivables by ₹655.38 Lakhs, increase in short term loans and advances by ₹406.97 Lakhs, increase in trade payables by ₹721.33 Lakhs and increase in other current asset by ₹198.53 Lakhs and Net income taxes paid of ₹199.79 lakhs.

For the period Sept 1, 2022 to March 31, 2023

Our net cash from operating activities for period Sept 1, 2022 to March 31, 2023 was at (₹1,414.60) lakhs as compared to the Profit Before Tax at ₹205.87 lakhs. Our operating profit before working capital changes was ₹383.39 Lakhs for the period Sept 1, 2022 to March 31, 2023 which was primarily adjusted against increase in trade receivables by ₹1,991.40 Lakhs, increase in short term loans and advances by ₹356.76 Lakhs, increase in trade payables by ₹549.26 lakhs and increase in other current asset by ₹73.47 Lakhs and Net income taxes paid of ₹51.81 lakhs.

For the period ended August 31, 2022

Our net cash from operating activities for period ended August 31, 2022 was at ₹924.51 lakhs as compared to the Profit Before Tax at ₹139.39 lakhs. Our operating profit before working capital changes was ₹237.39 lakhs for the period ended August 31, 2022 which was primarily adjusted against increase in trade receivables by ₹28.84 lakhs, decrease in short term loans and advances by ₹676.73 Lakhs, increase in trade payables by ₹79.70 lakhs and increase in other current asset by ₹28.71 Lakhs and Net income taxes paid of ₹ 35.08 lakhs.

For the financial year ended March 31, 2022

Our net cash from operating activities for financial year ended March 31, 2022 was at (₹845.32) lakhs as compared to the Profit Before Tax at ₹325.76 lakhs. Our operating profit before working capital changes was ₹457.06 lakhs for the financial year ended March 31, 2023 which was primarily adjusted against increase in trade receivables by ₹1,164.50 Lakhs, increase in short term loans and advances by ₹690.47 Lakhs, increase in trade payables by ₹613.33 lakhs and increase in other current asset by ₹159.40 Lakhs and Net income taxes paid of ₹ 81.99 lakhs.

**Cash Flows from Investment Activities**

For the period ended September 30, 2024

For the period ended September 30, 2024, the net cash invested in Investing Activities was ₹ (230.95) lakhs. This was mainly on account of Purchases of Fixed Assets of ₹234.70 lakhs.

For the financial year ended March 31, 2024

For the financial year ended March 31, 2024, the net cash invested in Investing Activities was ₹ (175.83) lakhs. This was mainly on account of Purchases of Fixed Assets of ₹176.97 lakhs

For the period Sept 1, 2022 to March 31, 2023

For the period Sept 1, 2022 to March 31, 2023, the net cash invested in Investing Activities was ₹ (291.86) lakhs. This was mainly on account of Purchases of Fixed Assets of ₹300.13 lakhs.

For the period ended August 31, 2022

For the period ended August 31, 2022, the net cash invested in Investing Activities was ₹ (71.00) lakhs. This was mainly on account of Purchases of Fixed Assets of ₹72.85 lakhs.

For the financial year ended March 31, 2022

For the financial year ended March 31, 2022, the net cash invested in Investing Activities was ₹ (26.20) lakhs. This was mainly on account of Purchases of Fixed Assets of ₹28.60 lakhs.

**Cash Flows from Financing Activities**

For the period ended September 30, 2024

For the period ended September 30, 2024, the net cash from financing activities was ₹1,046.38 lakhs. This was mainly on account of Increase in Long-Term Borrowings of ₹ 461.96 lakhs, Increase in Short-Term Borrowings of ₹ 707.58 lakhs and Interest paid of ₹ 123.16 lakhs.

For the financial year ended March 31, 2024

For the financial year ended March 31, 2024, the net cash from financing activities was (₹325.85) lakhs. This was mainly on account of repayment of Long-Term Borrowings of ₹ 41.43 lakhs, repayment of Short-Term Borrowings of ₹ 116.89 lakhs and Interest paid of ₹ 167.53 lakhs.

For the period Sept 1, 2022 to March 31, 2023

For the period Sept 1, 2022 to March 31, 2023, the net cash from financing activities was ₹ 1,946.17 lakhs. This was mainly on account of Increase in Long-Term Borrowings of ₹ 642.65 lakhs, Increase in Short-Term Borrowings of ₹ 1,238.05 lakhs, Proceeds from issue of Share capital of ₹ 200.00 lakhs and Interest paid of ₹ 134.52 lakhs.

For the period ended August 31, 2022

For the period ended August 31, 2022, the net cash from financing activities was (₹533.97) lakhs. This was mainly on account of repayment of Long-Term Borrowings of ₹ 104.99 lakhs, Increase in Short-Term Borrowings of ₹ 115.65 lakhs, Capital withdrawn of ₹ 458.66 lakhs and Interest paid of ₹ 85.96 lakhs.

For the financial year ended March 31, 2022

For the financial year ended March 31, 2022, the net cash from financing activities was ₹934.53 lakhs. This was mainly on account of Increase in Long-Term Borrowings of ₹517.31 lakhs, Increase in Short-Term Borrowings of ₹534.54 lakhs, Capital withdrawn of ₹2.63 lakhs and Interest paid of ₹ 114.70 lakhs.

## **RELATED PARTY TRANSACTIONS**

Related party transactions with certain of our promoter, directors and their entities and relatives primarily relate to remuneration, salary, commission and issue of Equity Shares. For further details of related parties kindly refer chapter titled “Restated Financial Statements” beginning on page 180 of this Draft Red Herring Prospectus.

## **OFF-BALANCE SHEET ITEMS**

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

## **QUALIFICATIONS OF THE STATUTORY AUDITORS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS**

There are no qualifications in the audit report that require adjustments in the Restated Financial Statements.

## **QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

### ***Financial Market Risks***

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

### ***Interest Rate Risk***

Our financial results are subject to changes in interest rates, which may affect our debt service obligations in future and our access to funds.

### ***Effect of Inflation***

We are affected by inflation as it has an impact on the salary, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

## **Credit Risk**

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

## **OTHER MATTERS**

### **Unusual or infrequent events or transactions**

Except as described in this Draft Red Herring Prospectus, during the period/ years under review there have been no transactions or events, which in our best judgment, would be considered “unusual” or “infrequent”.

### **Significant economic changes that materially affected or are likely to affect income from continuing operations**

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations. There are no significant economic changes that materially affected our Company’s operations or are likely to affect income from continuing operations except as described in chapter titled “*Risk Factors*” beginning on page 29 of this Draft Red Herring Prospectus.

### **Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations**

Other than as described in the section titled “*Risk Factors*” and chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*”, beginning on page 29 and 215 of this Draft Red Herring Prospectus 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 revenues or income of our company from continuing operations.

### **Details of Default, if any, Including Therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution**

Except as disclosed in chapter titled “*Restated Financial Statements*” beginning on page 180 of this Draft Red Herring Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

### **Material Frauds**

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last three Fiscals.

### **Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known**

Other than as described in the sections titled “*Risk Factors*”, “*Our Business*” and “*Restated Financial Statements*” beginning on page 29 , 122 and 180 of this Draft Red Herring Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

### **Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices.**

Other than as disclosed in this section and in “*Our Business*” on page 122, we have not announced and do not expect to announce in the near future any new business segments.

### **Significant dependence on a single or few Suppliers or Customers**

The percentage of contribution of our Company’s Top 1, 5 and Top 10 Customers & Suppliers have been mentioned under para “*Our Major Customer/Suppliers*” in the chapter titled “*Our Business*” on page 122 of this Draft Red Herring Prospectus.

**Status of any publicly announced new products or business segments**

Please see the chapter titled “*Our Business*” beginning on page 122 of this Draft Red Herring Prospectus for new business segments.

**The extent to which the business is seasonal**

Our business is not seasonal in nature.

**Competitive Conditions**

We operate in a competitive atmosphere. Some of our competitors may have greater resources than those available to us. While product quality, brand value, distribution network, etc are key factors in client decisions among competitors, however, reliability and competitive pricing is the deciding factor in most cases. We face fair competition from both organized and unorganized players in the market. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled “*Our Business*” beginning on page 122 of this Draft Red Herring Prospectus.

## SECTION VIII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoters or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoters or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoters or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Draft Red Herring Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Draft Red Herring Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Draft Red Herring Prospectus; (ix) litigation or legal action against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Draft Red Herring Prospectus; (x) pending litigations involving our Company, Directors, Promoter, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.

For the purpose of material litigation in (x) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Draft Red Herring Prospectus:

- a) All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoters, Directors, or Group Companies, as the case may be shall be deemed to be material;
- b) All pending litigation involving our Company, Promoters, Directors, or Group Companies as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' (a) the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of 20% of the net profits after tax of the Company for the most recent audited fiscal period; or (b) where the monetary liability is not quantifiable, each such case involving our Company, Promoters, Directors, or Group Companies, whose outcome would have a bearing on the business operations, prospects or reputation of our Company and as required under the SEBI Regulations have been disclosed on our website at <https://bwl.co.in/>
- c) Notices received by our Company, Promoter, Directors, or Group Companies, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoter / Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum.

Our Company, our Promoter and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

### **OUTSTANDING TAXATION MATTERS INVOLVING OUR COMPANY, DIRECTORS, PROMOTERS AND SUBSIDIARIES**

#### **PART 1: LITIGATION RELATING TO OUR COMPANY**

##### **A. FILED AGAINST OUR COMPANY**

###### **1) Litigation involving Criminal Laws**

NIL

###### **2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

###### **3) Disciplinary Actions by Authorities**



NIL

#### 4) Litigation involving Tax Liability

Indirect Tax:

| S<br>r<br>.<br>N<br>o | Entity and GSTIN   | Name of Authority  | Notice /Demand Order Id & Period  | Notice /Order Description   | Amount in Dispute (Rs.)                                 | Current Status  |
|-----------------------|--|--|---|---|---|---|
| 1                     | M/s. Blue Water Logistics (currently known as M/s. Blue Water Logistics Limited), a partnership firm)<br><br>36AAKFB4303K1ZJ | Assistant Commissioner<br><br>Sanathnagar:<br>Punjagutta:<br>Telangana | ZD360221024<br>348Q Dated<br>February<br>18,2021<br><br>Period: July,<br>2017-March,<br>2018        | The Show Cause Notice issued under Section 73 of the CGST/DGST Act, 2017, for tax due has not been paid or short paid or refund has been released erroneously or input tax credit has been wrongly availed or utilized. | The total demand for tax and other dues is Rs. 10,619/- | "The company has submitted a reply in the matter, and the case remains pending for a response from the relevant authority." |
| 2                     | M/s. Blue Water Logistics (currently known as M/s. Blue Water Logistics Limited), a partnership firm)<br><br>36AAKFB4303K1ZJ | Assistant Commissioner<br><br>Sanathnagar:<br>Punjagutta:<br>Telangana | ZD361121002<br>953U Dated<br>November<br>12,2021<br><br>Period: July,<br>2017-<br>Feburary,<br>2018 | The Show Cause Notice issued under Section 73 of the CGST/DGST Act, 2017, for tax due has not been paid or short paid or refund has been released erroneously or input tax credit has been wrongly availed or utilized. | The total demand is for Rs. 47,77,814/-                 | "The company has submitted a reply in the matter, and the case remains pending for a response from the relevant authority." |

Direct Tax:

##### a. Pending Liability in TDS:

As per details available on the TRACES an aggregate outstanding amount of Rs. 55,650/- is determined to be paid for F.Y. 2022-23 and 2023-24 against **M/s. Blue Water Logistics Limited** (Converted from a **partnership firm M/s. Blue Water Logistics**) (hereinafter referred to as the "Assessee") as default on account of Short Payment, Short Deduction, Interest on Payments default u/s 201, Interest on Deduction Default u/s 201, Late Filing Fee u/s 234E, Interest u/s 220(2) of the Income Tax Act. Although no action in respect of recovery of same has been taken by the department till date, except for issue of communication notices, the department may at any time issue recovery notices in which event the same shall become payable.

##### b. Pending Liability in TDS:

As per details available on the TRACES an aggregate outstanding amount of Rs. 6,24,996/- is determined to be paid from Previous years till 2022-23 against **M/s. Blue Water Logistics, a partnership firm**(now converted into **M/s. Blue Water Logistics Limited, )** (hereinafter referred to as the "Assessee") as default on account of Short Payment, Short Deduction,

Interest on Payments default u/s 201, Interest on Deduction Default u/s 201, Late Filing Fee u/s 234E, Interest u/s 220(2) of the Income Tax Act. Although no action in respect of recovery of same has been taken by the department till date, except for issue of communication notices, the department may at any time issue recovery notices in which event the same shall become payable.

**c. A.Y. 2023-24:**

**M/s. Blue Water Logistics Limited (Converted from a partnership firm M/s. Blue Water Logistics)** (hereinafter referred to as the "Assessee") has been issued with a notice bearing no. **ITBA/AST/S/61/2024-25/1065730069(1)** dated June 19, 2024 intimating the assessee of initiation of assessment proceedings for A.Y. 2023-24, in accordance with the provisions of section 144B of the Act and has accordingly been issued with subsequent notices u/s. 142(1) requiring the assessee to submit financial statements and other relevant documents for the period and the assessment is under process.

**d. A.Y. 2023-24:**

**M/s. Blue Water Logistics, a partnership firm** (now converted into **M/s. Blue Water Logistics Limited**) (hereinafter referred to as the "Assessee") has been issued with a notice bearing no. **ITBA/AST/S/61/2024-25/1065776212(1)** dated June 19, 2024 intimating the assessee of initiation of assessment proceedings for A.Y. 2023-24, in accordance with the provisions of section 144B of the Act and has accordingly been issued with subsequent notices u/s. 142(1) requiring the assessee to submit financial statements and other relevant documents for the period and the assessment is under process.

**e. A.Y. 2022-23:**

**M/s. Blue Water Logistics, a partnership firm** (now converted into **M/s. Blue Water Logistics Limited**), (hereinafter referred to as the "Assessee") have been issued with an assessment order bearing no. **ITBA/AST/S/143(3)/2023-24/1062370893(1)** dated March 08, 2024 u/s. 143(3) r.w.s. 144B of the Income Tax Act, 1961, raising a demand of Rs. 56,51,859/- for A.Y. 2022-23.

Additionally the assessee herein have further been issued with a notice bearing no. **ITBA/PNL/S/270A/2023-24/1062371059(1)** dated March 08, 2024 issued u/s. 274 r.w.s. 270A of the Act, initiating penalty proceedings against the assessee.

Aggrieved by the order passed by the assessing officer, the assessee herein has filed an appeal with CIT(A) and the same litigation is under process with appellate authority.

**f. A.Y. 2017-18:**

**M/s. Blue Water Logistics, a partnership firm** (now converted into **M/s. Blue Water Logistics Limited**), (hereinafter referred to as the "Assessee") have been issued with a rectification order u/s. 154 of the Income Tax Act, 1961, vide which a demand of Rs. 72,170/- for A.Y. 2017-18, has been raised through Demand reference No: 2018201737031707924T dated September 06, 2018. .

However as per current details available, an amount of Rs. 46,865/- in addition to an interest of Rs. 46,865/- is pending to be paid.

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. CASES FILED BY OUR COMPANY**

**1) Litigation involving Criminal Laws**

**Cases of cheque Dishonour filed by BLUE WATER LOGISTICS LIMITED**

| S<br>r<br>.<br>N<br>o<br>. | Case Number and Court Details  | Defendant   | Amount Involved | Brief Summary and status   |
|----------------------------|--|---|-----------------|--|
| 1                          | CC.NI/66/2023 Filed And Pending Before The Hon'ble Addl Chief Metropolitan Magistrate ,CMM Courts, Secunderabad - MSJ    | 1. M/s. PSA Container Private Limited<br>2. Anil Kotnala, S/o. V.D. Kotnala, Represented as Director<br>3. Shashi Kumar Jaryal, Represented as Director | ₹.13,33,853/-   | The complainant filed a case under Section 138 of the Negotiable Instruments Act for ten cheques totalling ₹ 15,78,853/-, issued by the accused, were dishonored—first for "Funds insufficient" on May 17, 2021 and later for "Payment stopped by drawer" on June 09, 2021. Partial payments are said to have been received between 21st and May 25, 2021, leaving ₹13,33,853 unpaid. A statutory notice was served on 7th July 2021, demanding payment within the prescribed period. The accused acknowledged receipt of the notice on 15th July 2021 but failed to comply. The case remains pending adjudication.  |
| 2                          | STC.NI/12783/2023 Filed And Pending Before The Hon'ble Addl Chief Metropolitan Magistrate CMM Courts, Secunderabad - MSJ | 1. M/s. Gatimaan Logistics  | ₹.10,62,962/-   | The complainant supplied goods worth ₹11,05,862/- to the accused, of which ₹42,900/- was paid. After multiple reminders, the accused is said to have issued Cheque No. 000026 dated April 12, 2023 for ₹10,62,962/- as part payment of the outstanding amount. The cheque was allegedly dishonored upon presentation due to insufficient funds. Despite a statutory notice under Section 138 (b) of the Negotiable Instruments Act dated May 12, 2023, the accused failed to make payment. The complainant alleges fraudulent intent and filed the case under Sections 138 and 142 of the Act for dishonoring a cheque issued against a legally enforceable debt. The matter is currently pending adjudication.      |
| 3                          | STC.NI/684/2024 Filed And Pending Before The Hon'ble Addl Chief Metropolitan Magistrate CMM Courts, Secunderabad - MSJ   | 1. M/s. Brahmma Sakthi Shipping Services,<br>2. M/s. Global Star Logistics, 3. M/s. Tamilarasi<br>4. S.Rajalingam                                       | ₹.3,95,376/-    | The Complainant exported goods worth ₹ 3,95,376/- on August 23, 2022 but no payment is alleged to have been received, despite of repeated requests. After prolonged persuasion, the Accused No. 1 is said to have issued a cheque for ₹ 3,00,000/- dated April 12, 2023, drawn on City Union Bank, as part payment from the partnership firm of Accused No. 2. The cheque was dishonored twice due to insufficient funds, first on April 15, 2023 and later on June 23, 2023. Following this, the Complainant issued a statutory notice under Sections 138 and 142 of the Negotiable Instruments Act, but the Accused refused to accept it and failed to pay the dues. The matter is currently pending adjudication. |

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

#### **4) Litigation involving Tax Liability**

##### **A.Y. 2023-24:**

**M/s. Blue Water Logistics Limited** (Converted from a partnership firm **M/s. Blue Water Logistics**) (hereinafter referred to as the “Assessee”) has filed an appeal with the CIT (A) raising a dispute over the and subsequent rectification order dated January 30, 2024. The dispute involves difference in credit of TDS and TCS amounting to Rs. 84,64,275/- which the assessee claims to have received to the credit of the erstwhile partnership firm, but not claimed in the return of the firm as the income against the said TDS and TCS credits were booked in the books of the Company upon the conversion of the firm. The matter is pending before the concerned authority.

#### **5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

### **PART 2: LITIGATION RELATING TO OUR DIRECTORS AND PROMOTERS OF OUR COMPANY**

#### **A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTERS**

##### **1) Litigation involving Criminal Laws**

NIL

##### **2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

##### **3) Disciplinary Actions by Authorities**

NIL

##### **4) Litigation involving Tax Liability**

**Indirect Tax:** NIL

**Direct Tax:** NIL

##### **5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

#### **B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTERS**

##### **1) Litigation involving Criminal Laws**

NIL

##### **2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

##### **3) Disciplinary Actions by Authorities**

NIL

##### **4) Litigation involving Tax Liability**

**Indirect Tax:** NIL

**Direct Tax:** NIL

5) **Other Pending Litigation based on Materiality Policy of our Company**

NIL

**PART 3: LITIGATION RELATING TO OUR SUBSIDIARIES AND/OR GROUP COMPANIES**

**A. LITIGATION AGAINST OUR SUBSIDIARIES AND /OR GROUP COMPANIES**

1) **Litigation involving Criminal Laws**

NIL

2) **Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

3) **Disciplinary Actions by Authorities**

NIL

4) **Litigation involving Tax Liability**

**Direct Tax:**

**A.Y. 2022-23**

M/s. Moonglade Shipping And Logistics Private limited hereinafter referred to as the(“assessee”) had been issued with an order dated march 26, 2024 issued u/s. 143(3) r.w.s 144B of the Income Tax Act, 1961, making an addition of Rs. 50,75,038 /- to the returned income of Rs. 1,04,92,750 /- for the A.Y. 2022-23 by way of addition of Rs.49,54,713/- u/s. 68 of the act by considering the creditors as non-genuine on the basis of their non-response to the notice u/s. 133(6) & addition of Rs. 1,20,325/- under income from other sources, thus raising a demand notice bearing demand reference no: 2023202237246438962C dated March 26, 2024 for an amount of Rs. 46,56,670/- .

Aggrieved by the aforementioned order, the assessee herein filed an appeal before the CIT(A) vide acknowledgement no. 181840150200424 dated April 20, 2024.

Pending disposal of the appeal, the assessing officer vide its order bearing no. **ITBA/COM/F/17/2024-25/1070148917(1)** dated November 06, 2024 has stayed the recovery of the balance 80% of demand which comes to Rs. 37,25,330/- (Rs. 46,56,670– Rs. 9,31,340) .

A separate penalty proceedings u/s 271AAC & u/s 270A were initiated against the assessee dated March 26, 2024 by way issuance of notice u/s 274 of the Income Tax Act, 1961.

However as per details available on the website, an amount of Rs. 46,56,670/- is pending to be paid by the assessee.

**Indirect Tax:**

| Sr. No | Entity and GSTIN                                      | Name of Authority   | Notice /Demand Order Id & Period                         | Notice /Order Description  | Amount in Dispute (Rs.)  | Current Status   |
|--------|---|---|--|--|--|--|
| 1.     | M/s. Moonglade Shipping And Logistics Private Limited | State Tax Officer<br>Ghatak 11 (Ahmedabad):Range -<br>3:Division -<br>1:Gujarat | Show Cause Notice Bearing Reference No. ZD24072401 5623M | Excess ITC Availd/Utilised In GSTR-3B As Compared To ITC Available | Total Liability: Rs. 45,51,456/- (Tax: Rs.25,61,176 /-Interest : Rs. 17,34,162/-<br>Penalty:- Rs. 2,56,118/- ) | The Company has filed detailed reply dated July 05,2024 in this matter and the same is pending for response from |

| Sr. No | Entity and GSTIN                 | Name of Authority | Notice /Demand Order Id & Period                                    | Notice /Order Description | Amount in Dispute (Rs.) | Current Status              |
|--------|----------------------------------|-------------------|---|---------------------------|-------------------------|-----------------------------|
|        | 24AAMCM<br>3236F1ZM<br>(Gujarat) |                   | Dated :July<br>05,2024<br><br>Period: April<br>2020 - March<br>2021 | As Per<br>GSTR-2A         |                         | the concerned<br>authority. |

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. LITIGATION FILED BY OUR SUBSIDIARIES AND/ OR GROUP COMPANIES**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTERS, DIRECTORS, GROUP COMPANIES AND PROMOTOR GROUP DURING THE LAST 5 FINANCIAL YEARS**

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters, Directors or Group Companies during the last 5 financial years including outstanding actions except as disclosed above.

**PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS**

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of this Draft Red Herring Prospectus in the case of our Company, Promoters, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the Draft Red Herring Prospectus

**OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY**

As on the date of the Draft Red Herring Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

## **PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES**

There are no proceedings initiated against our Company for any economic offences.

## **NON-PAYMENT OF STATUTORY DUES**

As on the date of the Draft Red Herring Prospectus there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

## **MATERIAL FRAUDS AGAINST OUR COMPANY**

There have been no material frauds committed against our Company in the five years preceding the year of this Draft Red Herring Prospectus.

## **DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoters, nor Group Companies and nor Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

## **DISCLOSURES PERTAINING TO FRAUDULENT BORROWER**

Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

## **MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE**

Except as disclosed in Chapter titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 215 there have been no material developments that have occurred after the Last Balance Sheet Date.

## **OUTSTANDING DUES TO CREDITORS**

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the Creditors with outstanding amount as on September 30, 2024:

(₹ in Lakhs)

| <b>Name</b>   | <b>Balance Amount</b> |
|---|-----------------------|
| Total Outstanding dues to Micro and Small & Medium Enterprises                      | 61.96                 |
| Total Outstanding dues to Creditors other than Micro and Small & Medium Enterprises | 626.82                |

For further information, see please refer section titled "*Restated Financial Statements*" beginning on page 180 of this Draft Red Herring Prospectus.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Draft Red Herring Prospectus and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

### **Approvals in relation to our Company's incorporation**

1. Originally incorporated as a Partnership firm in the name and style of M/s. Blue Water Logistics, pursuant to partnership deed dated April 16, 2010
2. Fresh certificate of incorporation dated August 22, 2022 from the Registrar of Companies, Central Registration Centre, under the Companies Act, 2013 as "Blue Water Logistics Private Limited" (Company Identification Number. U63030TG2022PTC165815)
3. Fresh certificate of incorporation dated July 25, 2024 pursuant to the conversion of the Company from "Blue Water Logistics Private Limited" to "Blue Water Logistics Limited" from the Registrar of Companies, Central Processing Centre, under the Companies Act, 2013 and consequent change of CIN of our Company from 'U63030TG2022PTC165815' to 'U63030TG2022PLC165815'.

### **Approvals in relation to the Issue**

#### ***Corporate Approvals***

1. Our Board of Directors has, pursuant to resolutions passed at its meeting held on December 16, 2024 authorized the Issue, subject to the approval by the shareholders of our Company under section 62(1) (c) of the Companies Act, 2013.
2. Our shareholders have, pursuant to a special resolution dated December 17, 2024 under Section 62(1) (c) of the Companies Act, 2013, authorized the Issue.
3. Our Board of Directors has, pursuant to a resolution dated January 21, 2025 and [●] authorized our Company to take necessary action for filing the Draft Red Herring Prospectus and Red Herring Prospectus respectively with NSE EMERGE.

#### ***Approvals from Stock Exchange***

1. Our Company has received in- principle listing approval from the NSE Emerge dated [●] for listing of Equity Shares issued pursuant to the issue.

#### ***Other Approvals***

1. The Company has entered into a tripartite agreement dated June 24, 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. The Company has 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 Company's International Securities Identification Number is: INE0X3M01010.



**TAX RELATED APPROVALS**

| Sr. No | Description   | Address of Place of Business/Premises  | Registration Number                           | Issuing Authority                                   | Date of issue  | Date of Expiry       |
|--------|---|--|---|---|--|----------------------|
| 1.     | Permanent Account Number (PAN)                      | M/s. Blue Water Logistics Limited  | AALCB0113D                                    | Income Tax Department                               | August 22, 2022  | Valid till Cancelled |
| 2.     | Tax Deduction Account Number (TAN)                  | M/s. Blue Water Logistics Limited, H No.8-2-270/B/1/2, Block-3, 4 <sup>th</sup> Floor Uptown Banjara, Banjara Hills-500034, Telangana                                | HYDB12344D                                    | Income Tax Department                               | August 22, 2022  | Valid till Cancelled |
| 3.     | GST Registration Certificate (Telangana)            | M/s. Blue Water Logistics Limited, Block 3 4 <sup>th</sup> Floor, Uptown Banjara, Road Number 3 Banjarahills, Banjara Hills, Hyderabad, Hyderabad, Telangana, 500034 | 36AALCB0113 D1ZB                              | Goods and Services Tax department                   | Issued on October 15, 2022<br>Amended Date August 23, 2024 | Valid till Cancelled |
| 4.     | Professions Tax Enrollment Certificate (P.T.E.C.)   | M/s. Blue Water Logistics Limited, Block 3, 4 <sup>th</sup> Floor, Road Number 3, Banjara hills, Hyderabad-500034,   | PT36AALCB0 113D1ZB                            | Government of Telangana Commercial Taxes Department | November 20, 2024  | Valid till Cancelled |
| 5.     | Professions Tax Registration Certificate (P.T.R.C.) | M/s. Blue Water Logistics Limited Block 3, 4 <sup>th</sup> Floor, Road Number 3, Banjarahills, Hyderabad-50034   | PT36AALCB0 113D1ZB                            | Government of Telangana Commercial Taxes Department | November 20,2024   | Valid till Cancelled |
| 6.     | Professions Tax Enrollment Certificate (P.T.E.C.)   | M/s. Blue Water Logistics Limited, Office No.302, Pratibha Building, Old Mumbai Agra Road,Thane-400601   | Enrolment Certificate Number: 27442471169P    | Maharashtra Sales Tax Department                    | January 21,2025  | Valid till Cancelled |
| 7.     | Professions Tax Registration Certificate (P.T.R.C.) | M/s. Blue Water Logistics Limited, Office No.302, Pratibha Building, Old Mumbai Agra Road,Thane-400601   | Registration Certificate Number: 99925019459P | Maharashtra Sales Tax Department                    | January 21,2025  | Valid till Cancelled |


**BUSINESS RELATED REGISTRATIONS**

| Sr. No | Description  | Address  | License Number   | Issuing Authority  | Date of Issue          | Date of Expiry          |
|--------|--|--|--|--|------------------------|-------------------------|
| 1.     | Registration under the Employees Provident fund (EPF)                      | M/s. Blue Water Logistics Limited<br>82270/B/1/2, Block3,<br>4 <sup>th</sup> Floor Uptown Banjara, Road No.3,<br>Banjara,<br>Hyderabad-500034  | APHYD27381<br>81000  | Regional Employees' Provident Fund Organization,<br>Hyderabad        | August 22,<br>2022     | Valid till<br>Cancelled |
| 2.     | Registration under the Employees State Insurance Corporation (ESIC)        | M/s. Blue Water Logistics Limited,<br>H No. 8-2-270/B/1/2,<br>Block-3, 4 <sup>th</sup> Floor Uptown Banjara, Road No.3, Banjara Hills,<br>Hyderabad-500034                             | 520011413900<br>00799  | Regional office, Employees State Insurance Corporation,<br>Hyderabad | August 22,<br>2022     | Valid till<br>Cancelled |
| 3.     | Registration under The Telangana Shops and Establishments Act, 1988        | M/s. Blue Water Logistics Limited<br>H NO.8-2-270/B/1/2,<br>Block-3, 4 <sup>th</sup> Floor, Uptown Banjara, Road No.3, Banjara Hills,<br>Hyderabad, Telangana,<br>Circle 37, Hyderabad | SEA/HYD/DC<br>L/H2/0551084<br>/2022                            | Labour Department,<br>Government of Telangana                        | September<br>13, 2024  | December<br>31, 2025    |
| 4.     | Registration under The Delhi Shops and Establishment Act, 1954.            | M/s. Blue Water Logistics Limited,<br>510 5th Floor,<br>Mansarover Building,<br>90, Nehru Place, New Delhi-110019  | Certificate<br>Number:<br>2024225136                           | Department of Labour, Delhi  | December<br>12, 2024   | Valid till<br>Cancelled |
| 5.     | Registration under Rajasthan Shops And Commercial Establishments Act, 1958 | M/s. Blue Water Logistics Limited,<br>T 318, Third Floor,<br>Orbit Mall, Civil Line,<br>Ajmer Road, Jaipur,<br>Rajasthan   | Registration<br>Number:<br>SCA/2024/14/<br>136261              | Department of Labour,<br>Rajasthan                                   | December<br>20, 2024   | Valid till<br>Cancelled |
| 6.     | The Tamil Nadu Industrial Establishments Act,1958<br>Form No.111           | M/s. Blue Water Logistics Limited,<br>Old 74, New 149,<br>Thambu Chetty Street,<br>George Town,Pursawalkam<br>Taluk,Chennai-600001   | Registration<br>Number:<br>TN/AIL5CHE/<br>NFSH/68-25-<br>00314 | Labour Department,<br>Government of Tamil Nadu                       | Jan<br>uary<br>11,2025 | January<br>10,2026      |
| 7.     | Trade License Under (A.P. Municipal Corporation Act,1994)                  | M/s. Blue Water Logistics Limited,<br>Door No.50-4817/A,<br>NMC High School,<br>Back Side P and T Colony,<br>Seethammadhara,<br>Visakhapatnam-<br>530013                               | ROC Number:<br>88054-2024-<br>MW                               | Greater Visakhapatnam Municipal Corporation                          | December<br>19, 2024   | March 31,<br>2025       |
| 8.     | Import Export Code (IEC)   | M/s. Blue Water Logistics Limited,<br>H No.8-2-270/B/1/2,<br>Block 3 4 <sup>th</sup> Floor,<br>Uptown Banjara, Road  | AALCB0113<br>D   | Ministry of Commerce and Industry<br>Directorate General of          | November<br>02, 2022   | Valid till<br>Cancelled |

| Sr. No | Description   | Address   | License Number                  | Issuing Authority   | Date of Issue     | Date of Expiry       |
|--------|---|---|---------------------------------|---|-------------------|----------------------|
|        |   | No.3, Banjarahills,, Hyderabad, Telangana, 500034   |                                 | Foreign Trade   |                   |                      |
| 9.     | ISO 9001:2015   | M/s. Blue Water Logistics Limited, Block3, 4 <sup>th</sup> Floor, Uptown Banjara, Road Number 3, Banjara Hills, Hyderabad - 500034, Telangana | Certificate Number: IQMCB1275A  | International Quality Management Certification Board, USA                         | August 17, 2024   | August 16, 2027      |
| 10.    | LEI( Legal Entity Identifier)   | M/s. Blue Water Logistics Limited,  | 3358008ESW 3EI7H4NF69           | Legal Entity Identifier India Limited   | March 28, 2023    | March 28, 2025       |
| 11.    | UDYAM Registration Certificate  | M/s. Blue Water Logistics Limited, No.8-2-270/B/1/2, Banjara Hills, Uptown Banjara, Block-3, Hyderabad ,Telangana - 500034                    | UDYAM-TS-02-0079024             | Ministry of Micro Small & Medium Enterprises                                      | October 28, 2022  | Valid till Cancelled |
| 12.    | Multimodal Transportation Of Goods Act 1993 and Registration of Multimodel Transport Operators Rules 1992 | M/s. Blue Water Logistics Limited, Block 3 4 <sup>th</sup> Floor, Uptown Banjara, Road Number 3, Banjara hills, Hyderabad - 500034            | MTO/DGS/29 14/DEC/2025          | Ministry of Ports, Shipping and Waterways Directorate General of Shipping, Mumbai | January 30, 2023  | December 31, 2025    |
| 13.    | Membership of Federation of Freight Forwarders Associations in India                                      | M/s. Blue Water Logistics Private Limited   | Membership Number: KAK/ALL/00 1 | National Apex Body of Custom Brokers Association                                  | April 01, 2022    | March 31, 2027       |
| 14     | Registration Under International Air Transport Association (IATA)   | M/s. Blue Water Logistics Limited, Block 3 4 <sup>th</sup> Floor, Uptown Banjara, Road Number 3, Banjara hills, Hyderabad - 500034            | IATA Numeric Code: 14010950004  | Accredited Cargo Agent, International Air Transport Association (IATA)            | March 28,2023     | February 28,2025     |
| 15.    | Membership of International Federation of Freight Forwarders Association                                  | M/s. Blue Water Logistics Limited, Block 3 4 <sup>th</sup> Floor, Uptown Banjara, Road Number 3, Banjara hills, Hyderabad - 500034            | Bond No. KMS52005               | Federation of Freight Forwarders Association                                      | December 01, 2022 | November 30, 2025    |
| 16.    | Registration under Food Safety And Standards Act, 2006 (Central License)                                  | M/s. Blue Water Logistics Limited, Block 3 4 <sup>th</sup> Floor, Uptown Banjara, Road Number 3, Banjara hills, Hyderabad - 500034            | License Number: 136259990000 18 | Food Safety And Standards Authority of India, India                               | January 07, 2025  | January 06, 2026     |

## INTELLECTUAL PROPERTY

Trademarks registered/Objected/Abandoned in the name of our Company:

| Sr. No | Brand Name/Logo Trademark  | Class | Registration number | Owner                    | Date of Application                            | Authority                    | Status     |
|--------|--|-------|---------------------|--------------------------|--|------------------------------|------------|
| 1.     | Device "Blue Water Logistics"<br> | 39    | 4130227             | M/s Blue Water Logistics | March 27, 2019<br>Noc Dated September 01, 2022 | Trade Mark Registry, Chennai | Registered |

## DOMAIN DETAILS

| Sr. No | Domain Name   | Sponsoring Registrar | Registrant Name and ID          | Creation Date  | Registry Expiry Date |
|--------|---------------|----------------------|---------------------------------|----------------|----------------------|
| 1.     | www.bwl.co.in | D7226031-IN          | GoDaddy.com, LLC<br>IANA ID:146 | April 15, 2013 | April 15, 2026       |

## LICENSES APPLIED FOR/ TO BE APPLIED

| Sr. No | Description                                      | Address of Premises   | Authority to which application to be made  | Application Number and date                                      |
|--------|--|---|--|--|
| 1.     | License for Custom House Broker                  | M/s. Blue Water Logistics Limited,<br>Block 3 4 <sup>th</sup> Floor, Uptown Banjara, Road Number 3, Banjara hills, Hyderabad - 500034 | The Deputy Commissioner of Customs<br>(Commissionerate-VIII),<br>Customs Broker Section,<br>Customs House, Chennai | Application number 10000005288 dated December 28, 2024           |
| 2.     | The Maharashtra Shops and Establishment Act 1948 | Unit No.302, 3 <sup>rd</sup> Floor Pratibha Building, Village-Panchpakhadi, Opposite Three Petrol Pump, LBS Marg, Thane (West)        | Labour Department,<br>Government of Maharashtra  | To be Applied  |
| 3.     | Authorised Economic Operator (AEO)               | M/s. Blue Water Logistics Limited,<br>Block 3 4 <sup>th</sup> Floor, Uptown Banjara, Road Number 3, Banjara hills, Hyderabad - 500034 | AEO Cell, Customs Zone-Hyderabad   | Application Dated: December 20,2024<br>Registration for: Tier-LO |

### Other approvals obtained by our Company in relation to our business and operations:

In addition to the material approvals required for our business and operations, we have obtained national and state permits for the vehicles owned by our Company, for their movement across India.

### Approvals expired and renewal to be applied for:

Except as mentioned hereinabove, as on the date of this Draft Red Herring Prospectus, there are no material approvals that have expired but have not been renewed by our Company.

### Approvals required but not obtained or applied for:

As on the date of this Draft Red Herring Prospectus, there are no material approvals which our Company were required to obtain or apply for, but which have not been obtained or been applied for.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

Our Board of Directors has, pursuant to a resolution passed at its meeting held on December 16, 2024 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of our Company have authorized the Issue, by passing a Special Resolution at the Extra Ordinary General Meeting held on December 17, 2024 in accordance with the provisions of Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

### IN-PRINCIPLE LISTING APPROVALS

Our Company has received an In-Principle Approval letter dated [●] from NSE for using its name in this Draft Red Herring Prospectus for listing our shares on the NSE Emerge. NSE is the Designated Stock Exchange for the purpose of this Issue.

### PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

We confirm that our Company, promoters, members of the promoter group, directors are not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Draft Red Herring Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

None of our Directors are associated with securities market related business, in any manner and there have been no outstanding actions initiated by SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus.

Our Company, Promoters or Directors have not been declared as wilful defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters offered by the RBI.

Our Promoters or Directors have not been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

### PROHIBITION BY RBI

Neither our Company nor any of our Promoters or Directors has been declared as willful defaulter(s) or fraudulent borrowers by the RBI or any other governmental authority.

### DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are associated with the securities market and there has been no outstanding action initiated by SEBI against them in the five years preceding the date of this Draft Red Herring Prospectus.

### COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, Promoters and members of the Promoter Group confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

### ELIGIBILITY FOR THE ISSUE

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations; and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations.

This Issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI ICDR Regulations, as amended from time to time, whereby, an issuer whose post Issue face value capital is exceed ₹ 10 crores but does not exceed ₹ 25 crores rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the NSE Emerge).

As per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of NSE Emerge.

- Our Company was incorporated on August 22, 2022, with the Registrar of Companies, Central Registration Centre, under the Companies Act, 2013 in India.
- As on the date of this Draft Red Herring Prospectus, our Company has a total paid-up capital (face value) of ₹ 800.00 Lakhs comprising 80,00,000 Equity Shares of ₹10/- each and the Post Issue paid-up Capital (face value) will be ₹ [●] Lakhs comprising [●] Equity Shares which shall be below ₹ 2,500.00 Lakhs.
- Our Company was originally formed as a partnership firm in the name and style of “Blue Water Logistics”, pursuant to deed of partnership dated April 16, 2010. Blue Water Logistics was thereafter converted from a Partnership Firm to Private Limited company under Part I chapter XXI of the Companies Act, 2013 with the name and style of “Blue Water Logistics Private Limited” and received a certificate of incorporation from the Registrar of Companies, Central Registration Centre dated August 22, 2022. Subsequently, our Company was converted into Public Limited Company and name of Company was changed from “Blue Water Logistics Private Limited” to “Blue Water Logistics Limited” vide fresh certificate of incorporation dated July 25, 2024. Hence, our Company fulfils the criteria of having track record of 3 years.
- Our Company’s operating profit (earnings before interest, depreciation and tax) from operations as per the Restated Financial Statements for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022, respectively are as follows:

*(Rs. In Lakhs)*

| Particulars   | For the period ended/ the financial year ended |                 |                 |                |
|---|--|-----------------|-----------------|----------------|
|   | September 30, 2024                             | March 31, 2024  | March 31, 2023* | March 31, 2022 |
| Profit Before Tax   | 457.81   | 793.84          | 345.27          | 325.76         |
| Add- Depreciation   | 61.62  | 95.55           | 65.15           | 19.00          |
| Add- Interest   | 123.16   | 167.53          | 220.48          | 114.70         |
| Less- Other Income  | 4.56   | 6.96            | (12.94)         | 9.16           |
| Add- Exceptional Items  | 0.00   | 0.00            | 0.00            | 0.00           |
| <b>Operating profit (Earnings before interest, depreciation, and tax) from operations</b> | <b>638.03</b>                                  | <b>1,049.96</b> | <b>617.96</b>   | <b>450.29</b>  |

*\*for the financial year 2022-23 we combined the figures of partnership firm i.e. up to August 31, 2022 and also of the Company i.e. from September 01, 2022 to March 31, 2023.*

- As per the Restated Financial Statements, our Company’s net-worth for the period ended on September 30, 2024 is ₹ 1290.70 Lakhs i.e., its net-worth is positive.
- The company has positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application.

*(Rs. In Lakhs)*

| Particulars   | March 31, 2024 | March 31, 2023 | March 31, 2022 |
|---|----------------|----------------|----------------|
| Net Cash flow from Operations   | 423.28         | -490.08        | -845.32        |
| Less- Purchase of Fixed Assets (net of sale proceeds of Fixed Assets) | -176.97        | -372.98        | -28.60         |
| Add- Net Total Borrowings (net of repayment)                          | -158.32        | 1891.35        | 1051.86        |
| Less- Interest expense x (1-T)  | -125.37        | -164.99        | -85.83         |
| <b>Free cash flow to Equity (FCFE)</b>                                | <b>-37.38</b>  | <b>863.30</b>  | <b>92.11</b>   |

*\*for the financial year 2022-23 we combined the figures of partnership firm i.e. up to August 31, 2022 and also of the Company i.e. from September 01, 2022 to March 31, 2023.*

- Our Company has not been referred to Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against our company and promoting companies.
- There is no winding up petition against the company, which has been admitted by NCLT/ Court of competent jurisdiction or a liquidator has not been appointed.
- No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past three years against our Company.
- Other Disclosures:
  - There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) of the applicant company.
  - 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/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years except as mentioned in the Draft Red Herring Prospectus.
  - We have disclosed the details of our company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) litigation record, the nature of litigation, and status of litigation. For details, please refer the chapter “*Outstanding Litigations and Material Developments*” on page 227 of this Draft Red Herring Prospectus.
  - We have disclosed all details of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of offer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For details, refer the chapter “*Outstanding Litigations and Material Developments*” on page 227 of this Draft Red Herring Prospectus.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- a) The Draft Red Herring Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the Emerge platform of NSE. NSE is the Designated Stock Exchange.
- b) Our Company has entered into an agreement dated May 29, 2024 with NSDL and agreement dated June 24, 2024 with CDSL for dematerialisation of its Equity Shares already issued and proposed to be issued.
- c) The entire pre-issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO are fully paid-up.
- d) The entire Equity Shares held by the Promoters are in the dematerialization form.
- e) The fund requirements set out for the Objects of the Issue are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms 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 Issue as required under the SEBI ICDR Regulations. For details, please refer the chapter “*Objects of the Issue*” on page 86 of this Draft Red Herring Prospectus.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

1. Neither our Company nor our Promoters, members of our Promoter group or our directors is debarred from accessing the capital markets by the SEBI.

2. None of our Promoters or Directors is Promoters or director of any other companies which are debarred from accessing the capital markets by the SEBI.
3. Neither our Company nor our Promoters or Directors is a wilful defaulter or a fraudulent borrower.
4. None of our Promoters or Directors is a fugitive economic offender.

We further confirm that we shall be complying with all other requirements as laid down for such issue 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.

**We further confirm that:**

1. In accordance with Regulation 246 the SEBI ICDR Regulations, the book running lead manager shall ensure that the issuer shall file copy of the Red Herring Prospectus with SEBI along with relevant documents as required at the time of filing the Red Herring Prospectus to SEBI.
2. In accordance with Regulation 260 of the SEBI ICDR Regulations, this issue will be one hundred percent (100%) underwritten and that the Book Running Lead Manager to the issue shall underwrite at least 15% of the Total Issue Size. For further details, pertaining to said underwriting please see “*General Information*” beginning on page 66 of this Draft Red Herring Prospectus.
3. In accordance with Regulation 268 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 (50), otherwise, the entire application money will be unblocked forthwith. If such money is not unblocked within four (4) days from the date our Company becomes liable to unblock it, then our Company and every officer in default shall, on and from expiry of fourth day, be liable to unblock such application money with interest as prescribed under the SEBI ICDR Regulations, the Companies Act, 2013 and applicable laws.

**COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS**

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI ICDR Regulations.

**COMPLIANCE WITH COMPANIES ACT, 2013**

Our Company, Promoters and members of the Promoter Group confirm that they are in compliance with the Companies Act, 2013, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

**DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO 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 OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE 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 THIS 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, SMART HORIZON CAPITAL ADVISORS PRIVATE LIMITED (FORMERLY KNOWN AS SHRENI CAPITAL ADVISORS PRIVATE LIMITED) HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [●] 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 THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND 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 ANY IRREGULARITIES OR LAPSES IN THIS OFFER DOCUMENT.**

**Note:** All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus/ Prospectus with the RoC in terms of sections 26, 30, 32 and 33 of the Companies Act, 2013.

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares issued hereby in any other 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 comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this issue will be subject to the jurisdiction of appropriate court(s) in Mumbai 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. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the 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 the Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any 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.

No person outside India is eligible to Bid for Equity Shares in the Issue unless that person has received the preliminary offering memorandum for the Issue, which contains the selling restrictions for the Issue outside India.

#### **Eligibility and Transfer Restrictions**

The Equity Shares offered in the Issue have not been, and will not be, registered under the U.S. Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who are reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in “offshore transactions” as defined in and in reliance on Regulation S 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.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law.

#### **DISCLAIMER FROM OUR COMPANY, THE DIRECTORS AND THE BOOK RUNNING LEAD MANAGER**

Our Company, our Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company’s instance and anyone placing reliance on any other source of information, including our Company’s website, <https://bwl.co.in/>, or the website of any affiliate of our Company, would be doing so at his or her own risk.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriter and our Company and Market Maker Agreement entered into among Market Maker and our Company.

All information shall be made available by our Company and the Book Running Lead Manager 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 bidding centres elsewhere.

The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Smart Horizon Capital Advisors Private Limited (Formerly Known as Shreni Capital Advisors Private Limited) is not an associate of the Company and is eligible to be appointed as the Book Running Lead Manager in this Issue, under SEBI MB Regulations.

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 issue, 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. Our Company and the Book Running Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Neither our Company nor Book Running Lead Manager is liable for any failure in (i) uploading the Applications due to faults in any software/ hardware system or otherwise, or (ii) the blocking of the Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on the account of any errors, omissions or non-compliance by various parties involved, or any other fault, malfunctioning, breakdown or otherwise, in the UPI Mechanism.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

#### **DISCLAIMER CLAUSE OF THE NSE**

As required, a copy of the Draft Red Herring Prospectus shall be submitted to the NSE Emerge. The Disclaimer Clause as intimated by the NSE Emerge to us, post scrutiny of the Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and Prospectus prior to the filing with RoC.

#### **LISTING**

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the EMERGE Platform of NSE. Application have been made to the EMERGE Platform of NSE for obtaining permission for listing of the Equity Shares being issued and sold in the Issue on its NSE Emerge Platform after the allotment in the Issue. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our company has obtained In-principle approval from NSE vide letter dated [●] to use name of NSE in the Red Herring Prospectus for listing of equity shares on NSE EMERGE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE EMERGE the Company shall unblock, without interest, all moneys received from the applicants in pursuance of the Red Herring Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE EMERGE mentioned above are taken within three (3) Working Days of the Bid/Issue Closing Date or such period as may be prescribed by SEBI. If our Company does not allot Equity Shares pursuant to the Issue within 3 Working Days from the Bid/Issue Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% p. a, for the delayed period.

#### **CONSENTS**

Consents in writing of: (a) Directors, Promoters, the Chief Financial Officer, Company Secretary & Compliance Officer, the Statutory and Peer Review Auditors, (b) the Book Running Lead Manager, Registrar to the Issue, the Legal Advisors to the Issue, Bankers to the Issue<sup>(i)</sup>, Bankers to the Company, Market Maker<sup>(i)</sup>, Syndicate Member<sup>(i)</sup> and Underwriters<sup>(i)</sup> to act in their respective capacities, have been obtained and shall be filed along with a copy of the Red Herring Prospectus with the RoC, as required under Section 26 of the Companies Act, 2013.

- (i) The aforesaid will be appointed prior to filing of the Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus with RoC.

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, our Statutory and Peer Reviewed Auditors, M/s. M B Jajodia & Associates, Chartered Accountants, have provided their written consent to the inclusion of Restated Financial Statements dated December 27, 2024 and to the inclusion of their reports dated December 27, 2024 on Statement of Tax Benefits, which may be available to the Company and its shareholders, included in this Draft Red Herring Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Draft Red Herring Prospectus.

#### **EXPERT OPINION**

Except the report of the Statutory and Peer Reviewed Auditors on statement of tax benefits and report on Restated Financial Statements for the period ending on September 30, 2024 and for the financial years ended March 31, 2024, 2023 and 2022 as included in this Draft Red Herring Prospectus, our Company has not obtained any expert opinion.

Here, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

#### **PREVIOUS PUBLIC OR RIGHTS OFFERS DURING THE LAST FIVE YEARS**

We have not made any rights to the public and public offers in the past and we are an “Unlisted Company” in terms of the SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations.

#### **COMMISSION AND BROKERAGE PAID ON PREVIOUS OFFERS OF OUR EQUITY SHARES IN LAST FIVE YEARS**

Since this is an Initial Public Offer of the Company, 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 inception of the Company.

#### **CAPITAL OFFERS DURING THE LAST THREE YEARS BY OUR COMPANY, LISTED GROUP COMPANIES, SUBSIDIARIES & ASSOCIATES OF OUR COMPANY**

Except as disclosed in Chapter titled “*Capital Structure*” on page 75 of Draft Red Herring Prospectus, our Company has not made any capital issue during the previous three years.

#### **PERFORMANCE VIS-À-VIS OBJECTS**

Except as stated in the chapter titled “*Capital Structure*” beginning on page 75 of this Draft Red Herring Prospectus, we have not made any previous rights and / or public issues during the last five (5) years and are an “Unlisted Issuer” in terms of SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

For details in relation to our group companies, please see chapter titled “*Our Group Company*” on page 177 of Draft Red Herring Prospectus.

#### **PRICE INFORMATION OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER**

**Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Smart Horizon Capital Advisors Private Limited (Formerly known as Shreni Capital Advisors Private Limited):**

Price information of the past issues handled by the Book Running Lead Manager is not applicable as there is no listing track record till date.

**Summary statement of price information of past issues handled by Smart Horizon Capital Advisors Private Limited (Formerly known as Shreni Capital Advisors Private Limited):**

Summary statement of price information of past issues handled by the Book Running Lead Manager is not applicable as there is no listing track record till date.

## **TRACK RECORD OF PAST ISSUES HANDLED BY BOOK RUNNING LEAD MANAGER**

For details regarding track record of the Book Running Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Book Running Lead Manager at: [www.shcapl.com](http://www.shcapl.com).

## **STOCK MARKET DATA OF EQUITY SHARES**

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

## **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Registrar Agreement provides for retention of records with the Registrar to the Issue for a period of three years from the date of listing and commencement of trading of the Equity Shares to enable the Bidders to approach the Registrar to the Issue for redressal of their grievances. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving full details such as name of the sole or First Bidder, ASBA Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of ASBA Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Issue.

All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the Book Running Lead Manager where the Bid cum Application Form was submitted by the Anchor Investor.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding Two Working Days from the Bid / Issue Closing Date, 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 / Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) and SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (to the extent applicable).

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

Further, the investors shall be compensated by the SCSBs in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for nonallotted/partially-allotted applications, for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the BRLMs shall compensate the investors at the rate higher of ₹100 or 15% per annum of the application amount for the period of such delay. Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, 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.

The following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for public offers opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

| <b>Scenario</b>  | <b>Compensation amount</b>  | <b>Compensation period</b>  |
|--|---|---|
| Delayed unblock for cancelled / withdrawn / deleted applications             | ₹100 per day or 15% per annum of the Bid Amount, whichever is higher  | From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchange till the date of actual unblock |
| Blocking of multiple amounts for the same Bid made through the UPI Mechanism | Instantly revoke the blocked funds other than the original application amount and<br>₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher | From the date on which multiple amounts were blocked till the date of actual unblock  |
| Blocking more amount than the Bid Amount                                     | Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and<br>₹100 per day or 15% per annum of the difference amount, whichever is higher                                       | From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock   |
| Delayed unblock for non – Allotted / partially Allotted applications         | ₹100 per day or 15% per annum of the Bid Amount, whichever is higher  | From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock   |

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Book Running Lead Manager shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Our Company, the BRLM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

For helpline details of the Book Running Lead Manager pursuant to the SEBI/HO/CFD/DIL-2/OW/P/2021/2481/1/M dated March 16, 2021, see “*General Information – Book Running Lead Manager*” on page 66 of this Draft Red Herring Prospectus.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

All grievances relating to Bids submitted with Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the SEBI ICDR Regulations.

The Registrar to the Issue shall obtain the required information from the SCSBs and Sponsor Bank for addressing any clarifications or grievances of ASBA Applicants. Applicants can contact our Company Secretary and 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, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Anchor Investors are required to address all grievances in relation to the Issue to the Book Running Lead Manager.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned herein.

Our Company has also appointed Ms. Priya Bharat Dholu, Company Secretary and Compliance officer for the Issue. For details, see “*General Information*” beginning on page 66 of this Draft Red Herring Prospectus.

#### **STATUS OF INVESTOR COMPLAINTS**

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

#### **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 7 (seven) days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints within 30 days of receipt of complaint or upon receipt of satisfactory documents.

Our Company have obtained authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 in relation to redressal of investor grievances through SCORES.

Further, our Board by a resolution on December 06, 2024, has also re-constituted Stakeholders’ Relationship Committee. The composition of the Stakeholders’ Relationship Committee is as follows:

| <b>Name of the Directors</b> | <b>Nature of Directorship</b>      | <b>Designation in Committee</b> |
|------------------------------|------------------------------------|---------------------------------|
| Mr. Nikhar Ami Agarwal       | Non-Executive Independent Director | Chairperson                     |
| Mr. Lalit Panda              | Managing Director                  | Member                          |
| Mr. Laxmi Narayan Mishra     | Whole-Time Director                | Member                          |

For further details, please see the chapter titled “*Our Management*” beginning on page 157 of this Draft Red Herring Prospectus.

#### **EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI**

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

#### **Other confirmations**

No person connected with the Issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.

## SECTION IX – ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Draft Red Herring Prospectus, Bid cum Application Form, the Revision Form, the Confirmation of Allocation Note (“CAN”) and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notifications, and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by retail individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

### RANKING OF EQUITY SHARES

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

### AUTHORITY FOR THE ISSUE

This Issue has been authorized by a resolution of the Board passed at their meeting held on December 16, 2024 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra ordinary General Meeting of the Company held on December 17, 2024.

### MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and other applicable laws in this respect and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled “Dividend Policy” beginning on Page no. 179.

### FACE VALUE, ISSUE PRICE, FLOOR PRICE AND PRICE BAND

The face value of each Equity Share is ₹ 10/- and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“Cap Price”).

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper and Telugu Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchange.

The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled “Basis for Issue Price” beginning on Page No. 96

## **COMPLIANCE WITH THE DISCLOSURE AND ACCOUNTING NORMS**

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

## **RIGHTS OF THE EQUITY SHAREHOLDER**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- 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, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, SEBI(LODR), 2015 and the Memorandum and Articles of Association of the Company.

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 the Articles of Association*” beginning on page 291.

## **ALLOTMENT ONLY IN DEMATERIALIZED FORM**

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

- i. Tripartite agreement dated June 24, 2024 amongst our Company, CDSL and Registrar to the Issue.
- ii. Tripartite agreement dated May 29, 2024 between our Company, NSDL and Registrar to the Issue.

For details in relation to the Basis of Allotment, see “*Issue Procedure*” on 263.

## **MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT**

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the NSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

## **JOINT HOLDERS**

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

## **JURISDICTION**

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the



United States and may not be issued or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues 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 issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

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.

#### **NOMINATION FACILITY TO THE INVESTOR**

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, 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 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 Registered Office or 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 shall upon 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 (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies 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 form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their 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.

#### **OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM**

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchange.

#### **WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the 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 (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed.

The BRLM, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Banks (in case of UPI Bidders), to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Issue to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal

will be issued in the same newspapers where the pre-issue advertisements have appeared, and the Stock Exchange will also be informed promptly. In terms of the UPI Circulars, in relation to the Issue, the BRLM will submit reports of compliance with the applicable listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. Further, in case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/ Issue Closing Date, 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/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company in consultation with BRLM withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

## **BID/ISSUE PROGRAM**

An indicative timetable in respect of the Issue is set out below:

| <b>Event</b>   | <b>Indicative Date</b> |
|--|------------------------|
| <b>Bid/Issue Opens on</b>  | [●] <sup>(1)</sup>     |
| <b>Bid/Issue Closes on</b>   | [●] <sup>(2)(3)</sup>  |
| <b>Finalization of Basis of Allotment with the Designated Stock Exchange</b> | On or before [●]       |
| <b>Initiation of Refunds / unblocking of funds from ASBA Account*</b>        | On or before [●]       |
| <b>Credit of Equity Shares to demat account of the Allottees</b>             | On or before [●]       |
| <b>Commencement of trading of the Equity Shares on the Stock Exchange</b>    | On or before [●]       |

1. Our Company in consultation with the BRLM, may consider participation by Anchor Investors. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations
2. Our Company in consultation with the BRLM, may consider closing the Bid/Issue Period for QIBs one day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations
3. UPI mandate end time and date shall be at 5:00 pm IST on Bid/ Issue Closing Date, i.e. [●]

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 for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher, 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 BRLMs and shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated by the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with the 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/DIL2/P/CIR/2022/75 dated May 30, 2022, and the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the Self Certified Syndicate Bank(s) (“SCSB”), to the extent applicable. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 read with SEBI master circular no. SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, for which the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable. The processing fee for applications made by the UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 read with SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023.

The above timetable other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation or liability on our Company or the BRLM.

Any circulars or notifications from the SEBI after the date of this Draft Red Herring Prospectus may result in changes to the timelines. Further, the issue procedure is subject to change to any revised circulars issued by the SEBI to this effect.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within such time as prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. In terms of the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, our Company shall within three days from the closure of the Issue, refund the subscription amount received in case of non – receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. The Shareholder, severally and not jointly, has specifically confirmed that it shall extend such reasonable support and co-operation required by our Company and the BRLM for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchange within such time as prescribed by SEBI.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

In terms of the UPI Circulars, in relation to the Issue, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within such time as prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

#### Submission of Bids (other than Bids from Anchor Investors)

| <b>Bid/ Offer Period (except the Bid/ Offer Closing Date)</b>  |  |
|--|--|
| Submission and Revision in Bids  | Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))       |
| <b>Bid/Offer Closing Date*</b>   |  |
| Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIIs, Eligible Employees Bidding in the Employee Reservation Portion other than QIBs and NIIs        | Only between 10.00 a.m. and up to 5.00 p.m. IST                            |
| Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹500,000) | Only between 10.00 a.m. and up to 4.00 p.m. IST                            |
| Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)  | Only between 10.00 a.m. and up to 3.00 p.m. IST                            |
| Submission of Physical Applications (Bank ASBA)  | Only between 10.00 a.m. and up to 1.00 p.m. IST                            |
| Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications where Bid Amount is more than ₹500,000)   | Only between 10.00 a.m. and up to 12.00 p.m. IST                           |
| <b>Modification/ Revision/cancellation of Bids</b>   |  |
| Upward Revision of Bids by QIBs and Non-Institutional Bidders categories <sup>#</sup>  | Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date |
| Upward or downward Revision of Bids or cancellation of Bids by RIIs and Eligible Employees Bidding in the Employee Reservation Portion   | Only between 10.00 a.m. and up to 5.00 p.m. IST                            |

\* UPI mandate and time and date shall be at 5:00 p.m. on Bid/Offer Closing Date

<sup>#</sup> QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

**On the Bid/Issue Closing Date, the Bids shall be uploaded until:**

4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange in case of Bids by RIIs.

On Bid/Issue Closing Date, extension of time will be granted by Stock Exchange only for uploading Bids received by RIIs after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchange.

**It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.**

Due to the limitation of time available for uploading the Bid-Cum- Application Forms on the Bid/Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid-Cum- Application Forms are received on the Bid/ Issue Closing Date, as is typically experienced in public Issue, some Bid-Cum- Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum- Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid-Cum- Application Forms due to faults in any software/hardware system or otherwise; or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Bank due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism.

Our Company in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the Face Value of the Equity Shares.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid-Cum- Application Forms prior to the Bid/ Issue Closing Date. Allocation to Retail Individual Bidders, in this Issue will be on a proportionate basis.

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 file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid-Cum- Application Form, for a particular ASBA Bidder, the Registrar to the issue shall ask the relevant SCSBs /RTAs / DPs / stock brokers, as the case may be, for the rectified data.

**In case of revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, may extend the Bid/Issue Period for a minimum of one Working Day, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public announcement and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.**

## **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 been 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, our company shall forthwith refund the entire subscription amount received. If there is a delay beyond two 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 accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Issue.

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000/- (Rupees One Lac only) per application.

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 issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **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.

#### **RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES**

Except for the lock-in of the pre- Issue capital of our Company, lock-in of the Promoters' minimum contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" beginning on page 75 and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see "*Main Provisions of the Articles of Association*" beginning on page 291.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

#### **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 Promoters, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue.

#### **ALLOTMENT OF SECURITIES IN DEMATERIALIZED FORM**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

#### **APPLICATION BY ELIGIBLE NRIS, FPIS OR VCFS REGISTERED WITH SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

**AS PER THE EXTENT GUIDELINES OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE**

The current provisions of the Foreign Exchange Management (Transfer or offer of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or offer of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

**MIGRATION TO MAIN BOARD**

In accordance with the NSE Circular dated March 10, 2014, further revised vide circulars dated April 18, 2018 and January 21, 2021 our Company will have to be mandatorily listed and traded on the Emerge Platform of the NSE for a minimum period of 2 (Two) years from the date of listing and only after that it can migrate to the Main Board of the NSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI(ICDR) Regulations, NSE has reviewed and revised the migration policy effective from April 20, 2023 from NSE Emerge to NSE Main board and has further and revised the migration policy effective from April 20, 2024 from NSE Emerge to NSE Main board vide Circular dated March 07, 2024 as follows.

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the Emerge Platform on a later date subject to the following:

| <b>Parameter</b>   | <b>Migration policy from NSE SME Platform to NSE Main Board</b>  |
|--|--|
| Paid up Capital & Market Capitalization  | The paid-up equity capital of the applicant shall not be less than 10 crores and the capitalization of the applicant's equity shall not be less than 25 crores**<br><br>** Explanation<br>For this purpose, capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post issue number of equity shares.   |
| Earnings before Interest, Depreciation and Tax (EBITDA) and Profit After Tax (PAT)   | The applicant company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.  |
| Listing period   | The applicant should have been listed on SME platform of the Exchange for at least 3 years.  |
| Other Listing conditions   | a) The applicant Company has not referred to the Board of Industrial & Financial Reconstruction (BIFR) &/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.<br>b) The company has not received any winding up petition admitted by a NCLT.<br>c) The net worth* of the company should be at least 75 crores.<br><br>*Net Worth – as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.  |
| Public Shareholders  | Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1000.   |
| The applicant desirous of listing its securities on the main board of the Exchange should also satisfy the Exchange on the following | a) The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner.<br>b) Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed.<br>c) Redressal mechanism of Investor grievance.<br>d) PAN and DIN no. of Director(s) of the Company.<br>e) Change in Control of a Company/Utilisation of funds raised from public. |

## **MARKET MAKING**

The shares Offered through this offer are proposed to be listed on the NSE Emerge with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on NSE Emerge. For further details of the market making arrangement please refer the chapter titled “*General Information*” beginning on page 66.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than ₹ 10 crores and up to ₹ 25 crores, shall issue equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the NSE Emerge). For further details regarding the salient features and terms of such an issue, please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on Page no. 250 and 263263 respectively.

### ISSUE STRUCTURE

This Issue comprised of Initial Public Offering of up to 30,00,000 Equity Shares for Cash at an Issue Price of ₹ [●] per Equity Share. The Issue comprises a reservation of up to [●] Equity Shares of face value of ₹10/- each for subscription by the designated Market Maker (“**the Market Maker Reservation Portion**”) and Net Issue to Public of up to [●] Equity Shares of face value of ₹10/- each (“the Net Issue”). The Issue and the Net Issue will constitute [●] % and [●] %, respectively of the post Issue paid-up equity share capital of the Company

This Issue is being made by way of Book Building Process:

| Particulars of the Issue <sup>(2)</sup>                         | Market Maker Reservation Portion | QIBs <sup>(1)</sup>  | Non-Institutional Applicants       | Retail Individual Investors        |
|---|----------------------------------|--|------------------------------------|------------------------------------|
| Number of Equity Shares available for allocation <sup>(2)</sup> | Up to [●] Equity Shares          | Not more than [●] Equity Shares.   | Not less than [●] Equity Shares    | Not less than [●] Equity Shares    |
| Percentage of issue size available for allocation               | [●] % of the issue size          | Not more than 50% of the Net Issue being available for allocation to QIB Bidders.<br>However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only.<br>Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion (excluding the Anchor investor portion). The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion | Not less than 15% of the Net Issue | Not less than 35% of the Net Issue |



| Particulars of the Issue <sup>(2)</sup> | Market Maker Reservation Portion                                   | QIBs <sup>(1)</sup>  | Non-Institutional Applicants  | Retail Individual Investors  |
|---|--|--|---|--|
| Basis of Allotment <sup>(3)</sup>       | Firm Allotment   | Proportionate as follows (excluding the Anchor investor portion):<br>a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and<br>b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.<br>c) Up to 60% of QIB Portion (of upto [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price | Proportionate basis subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares. For details, see “Issue Procedure” beginning on page 263262. | Proportionate basis subject to minimum allotment of [●] Equity Shares. For details, see “Issue Procedure” beginning on page 262. |
| Mode of Bid                             | Only through ASBA Process  | ASBA only except for Anchor Investors <sup>(4)</sup>   | Only through ASBA Process   | Through ASBA Process, Through Banks or by using UPI ID for payment   |
| Mode of Allotment                       | Compulsorily in dematerialized form                                |  |   |  |
| Minimum Bid Size                        | [●] Equity Shares in multiple of [●] Equity shares                 | Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000   | Such number of Equity shares in multiple of [●] Equity shares that Bid size exceeds ₹ 2,00,000  | [●] Equity Shares in multiple of [●] Equity shares so that the Bid Amount does not exceed ₹ 2,00,000                             |
| Maximum Bid Size                        | [●] Equity Shares  | Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue (excluding the Anchor portion), subject to applicable limits  | Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder               | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000                 |
| Bid Lot                                 | [●] Equity Shares and in multiples of [●] Equity Shares thereafter |  |   |  |

| Particulars of the Issue <sup>(2)</sup> | Market Maker Reservation Portion  | QIBs <sup>(1)</sup>   | Non-Institutional Applicants  | Retail Individual Investors   |
|---|---|---|---|---|
| Trading Lot                             | [●] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations   | [●] Equity Shares and in multiples thereof  | [●] Equity Shares and in multiples thereof  | [●] Equity Shares   |
| Who can apply? <sup>(5)</sup>           | Market Maker  | Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, registered with SEBI, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹2500 lakhs, pension fund with minimum corpus of ₹2500 lakhs, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs, in accordance with applicable laws including FEMA Rules. | Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, family offices, trusts, FPIs who are individuals, corporate bodies and family offices | Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs applying for Equity Shares such that the Bid amount does not exceed ₹2.00 Lakhs in value |
| Terms of Payment                        | <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 Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, 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 shall be payable by the Anchor Investors at the time of submission of their Bids<sup>(6)</sup></p> |   |   |   |
| Mode of Bid                             | Only through the ASBA process   |   |   |   |

(1) Our Company in consultation with the Book Running Lead Manager, may 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 ₹200.00 Lakhs, (ii) minimum of two and maximum of fifteen Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs under the Anchor Investor Portion, subject to a minimum Allotment of ₹100.00 Lakhs

per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 Lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of fifteen Anchor Investors for allocation up to ₹2,500.00 Lakhs, and an additional ten Anchor Investors for every additional ₹2,500.00 Lakhs or part thereof will be permitted, subject to minimum allotment of ₹100.00 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 ₹200.00 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.

- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI ICDR Regulations, this is an Issue for at least 25% of the post Issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI ICDR Regulations.
- (3) Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.
- (4) Anchor Investors are not permitted to use the ASBA process.
- (5) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.
- (6) 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.
- (7) SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the Bidders. Accordingly, Stock Exchanges shall, for all categories of Bidders viz. QIBs, NIBs and RIIs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

The Bids by FPIs with certain structures as described under “*Issue Procedure*” on page 262 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.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

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 in consultation with the BRLMs 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, see “*Terms of the Issue*” on page 250.

**In case of any revision in the Price Band, the Bid/ Issue Period shall be extended for 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. 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 public announcement and also by indicating the change on the websites of the BRLMs 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.

## ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (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. The General Information Document is available on the websites of Stock Exchange, the Company and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants 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 Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications 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 (xiv) interest in case of delay in Allotment or refund.

SEBI vide 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, 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 RIIs 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 until June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by UPI Bidders through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II 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 Issue will be undertaken pursuant to the processes and procedures under UPI Phase III, 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, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances, including the reduction of time period for unblocking of application monies from 15 days to four days. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, as amended, are deemed to form part of this Draft Red Herring Prospectus.

The BRLM shall be the nodal entity for any Issues arising out of the public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

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 (opening on or after May 1, 2022) whose application sizes are up to ₹5.00 lakhs shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar has introduced certain additional measures

for streamlining the process of initial public offers and redressing investor grievances. 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).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two (2) Working Days from the Bid/Issue Closing Date, in accordance with the SEBI master circular no. SEBI/HO/CFD/PoD-2/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 (2) Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, has reduced the timelines for refund of Application money to two days.

Our Company and the BRLM, members of the syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the GID and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus, when filed.

Further, our Company and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Issue.

### **BOOK BUILDING PROCEDURE**

This Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5.00% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15.00% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% 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.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 read with press release dated September 17, 2021, and CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

**Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for RIIs Bidding in the Retail Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.**

### **PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE**

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIIs through

Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII 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. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by RIIs 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 would continue 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 Issue 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 the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

**The Issue is being made under Phase III of the UPI (on a mandatory basis).**

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 issued by SEBI, as amended by the 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 (the "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 Streaming 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 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. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post- issue BRLM will be required to compensate the concerned investor.

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. The Issue will be made under UPI Phase III of the UPI Circular.

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

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

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 ₹2.00 lakhs and up to ₹5.00 lakhs, 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 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (“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 Book Running Lead Manager.

### **ELECTRONIC REGISTRATION OF BIDS**

- The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Issue.
- On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.
- Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.
- QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids.

### **BID CUM APPLICATION FORM**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the website of the of NSE ([www.nseindia.com](http://www.nseindia.com)), at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the Book Running Lead Manager.

UPI Bidders Bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process, ASBA Bidders (other than UPI Bidders using the UPI Mechanism) must provide the bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid

amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which shall be effective from September 1, 2022.

ASBA Bidders (not using the UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which shall be effective from September 1, 2022. All ASBA Bidders are required to provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details will be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable to be rejected. The UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIIs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

Since the Issue is made under Phase III, ASBA Bidders may submit the ASBA Form in the manner below:

- a. RIIs (other than the UPI Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- b. UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- c. QIBs and NIIs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.
- d. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked.

In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked. The prescribed colour of the Bid cum Application Form for the various categories is as follows:

| Category   | Colour of Bid cum Application form* |
|--|-------------------------------------|
| Resident Indians, including QIBs, Non-institutional Investors and Retail Individual Bidders, each resident in India and Eligible NRIs applying on a non-repatriation basis.  | White                               |
| Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis | Blue                                |
| Anchor Investors**   | White                               |

\* Excluding electronic Bid cum Application Form.

\*\* Bid cum Application Forms for Anchor Investors will be made available at the office of the Book Running Lead Manager. Electronic Bid cum Application forms will also be available for download on the website of NSE ([www.nseindia.com](http://www.nseindia.com)).

The Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any escrow bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the



electronic bidding system of the Stock Exchanges. 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 up to 5.00 p.m. on Bid/ Offer Closing Date.

In case of ASBA forms, the relevant Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchange and the Stock Exchange 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 Exchange. The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders, the Stock Exchange shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded. The Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Bidders) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchange bidding platform, and the liability to compensate the UPI Bidders in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the Bankers to the 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 Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Issue shall provide the audit trail to the Book Running Lead Manager for analysing the same and fixing liability.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchange platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Manager in the format and within the timelines as specified under the SEBI UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI 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 the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm IST on the Bid/Issue Closing Date (“Cut-Off Time”). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification/cancellation of Bids (if any) shall be allowed in parallel during the Bid/Issue Period until the Cut-Off Time.

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Bidding Centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Issue closing date:

- i. A standard cut-off time of 3.00 p.m. for acceptance of bids.
- ii. A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.
- iii. A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of bids received up to the closure of timings and reported by BRLM to NSE Emerge within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/ Issue Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in accordance with SEBI circular no: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries”):

1. An SCSB, with whom the bank account to be blocked, is maintained.
2. A syndicate member (or sub-syndicate member).
3. A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”).
4. A Depository Participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity).
5. A Registrar to an Issue and share transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity).

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

|  |   |
|--|---|
| <b>For Applications submitted by Investors to SCSBs:</b>   | After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.  |
| <b>For applications submitted by investors to intermediaries other than SCSBs:</b>                             | After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.  |
| <b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b> | After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account. |

Stock exchange shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

### **Who Can Apply?**

In addition to the category of Applicants 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:

1. Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional investor's category;
10. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
11. Foreign Venture Capital Investors registered with the SEBI;
12. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
13. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
14. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
15. Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
16. Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest

in equity shares;

17. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
18. Insurance funds set up and managed by army, navy or air force of the Union of India;
19. Multilateral and bilateral development financial institution;
20. Eligible QFIs;
21. Insurance funds set up and managed by army, navy or air force of the Union of India;
22. Insurance funds set up and managed by the Department of Posts, India;
23. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.
24. Applications not to be made by:
  - a. Minors (except through their Guardians)
  - b. Partnership firms or their nominations
  - c. Foreign Nationals (except NRIs)
  - d. Overseas Corporate Bodies

**PARTICIPATION BY PROMOTERS, PROMOTER GROUP, THE BOOK RUNNING LEAD MANAGER, THE SYNDICATE MEMBERS AND PERSONS RELATED TO PROMOTERS/PROMOTER GROUP/THE BOOK RUNNING LEAD MANAGER**

The Book Running Lead Manager and the Syndicate Members shall not be allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Manager and the Syndicate Members may Bid for Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Manager and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Manager nor any associate of the Book Running Lead Manager can apply in the Issue under the Anchor Investor Portion:

- i. mutual funds sponsored by entities which are associate of the Book Running Lead Manager;
- ii. insurance companies promoted by entities which are associate of the Book Running Lead Manager;
- iii. AIFs sponsored by the entities which are associate of the Book Running Lead Manager; or
- iv. FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Manager.

Further, an Anchor Investor shall be deemed to be an “associate of the Book Running Lead Manager” if:

- i. 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
- ii. either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or
- iii. there is a common director, excluding nominee director, amongst the Anchor Investors, the Book Running Lead Manager.

Further, the Promoter and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer, except in accordance with the applicable law. Furthermore, persons related to the Promoter and the Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders’ agreement or voting agreement entered into with any of the Promoter or members of the Promoter

Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoter or Promoter Group of our Company.

#### **BIDS BY MUTUAL FUNDS**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

#### **BIDS BY ELIGIBLE NON-RESIDENT INDIANS**

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).

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 respective SCSB to block their 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 respective SCSB to block their NRO accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Issue through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the members of the Indian company in a general meeting.

NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Issue, provided the UPI facility is enabled for their NRI/ NRO accounts.

For details of restrictions on investment by NRIs, see "Restrictions on Foreign Ownership of Indian Securities" beginning on 289.

Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

#### **BIDS BY HUFs**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder 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: 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 from individuals.

#### **BIDS BY FPIs**

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post- offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the offer are advised to use the Bid cum Application Form for Non-Residents (Blue in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

- i. such offshore derivative instruments are issued only by persons registered as Category I FPIs;
- ii. such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
- iii. such offshore derivative instruments are issued after compliance with 'know your client' norms;
- iv. such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

- a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and
- b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- a) FPIs which utilise the multi-investment manager structure;
- b) Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- c) Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- d) FPI registrations granted at investment strategy level / sub fund level where a collective investment scheme or fund has multiple investment strategies / sub-funds with identifiable differences and managed by a single investment manager.
- e) Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- f) Government and Government related investors registered as Category 1 FPIs; and

g) Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

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, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Collecting Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

**There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.**

#### **BIDS UNDER POWER OF ATTORNEY**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹2,500.00 lakhs and pension funds with a minimum corpus of ₹2,500.00 lakhs (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company in consultation with the Book Running Lead Manager in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

#### **BIDS BY SEBI REGISTERED VCFs, AIFs AND FVCIs**

The SEBI FVCI Regulations, inter alia, prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA Rules, VCFs and FVCIs can invest only up to 33.33% of their investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds 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. Pursuant to the repeal of the SEBI VCF Regulations, 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. Our Company, the Book Running Lead Manager will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the issue shall be subject to the FEMA Rules.

**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 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 Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof.

#### **BIDS BY BANKING COMPANIES**

In case of Bids made by banking companies registered with the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

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 Master Directions - 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 bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company 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 bank's 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 the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) 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.

#### **BIDS BY SCSBs**

SCSBs participating in the issue are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

#### **BIDS BY INSURANCE COMPANIES**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended ("IRDAI Investment Regulations"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the issue are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **BIDS BY PROVIDENT FUNDS/PENSION FUNDS**

In case of Bids made by provident funds/pension funds with minimum corpus of ₹2,500.00 lakhs, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid, without assigning any reason thereof.

#### **BIDS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time



## BIDS BY ANCHOR INVESTORS

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

1. Anchor Investor Application Forms will be made available for the Anchor Investors Portion at the offices of the Book Running Lead Manager.
2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹200.00 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 ₹200.00 lakhs.
3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
4. Bidding for Anchor Investors will open one Working Day before the Bid/ issue Opening Date and be completed on the same day.
5. Our Company in consultation with the Book Running Lead Manager, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - where allocation in the Anchor Investor Portion is up to ₹ 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than ₹2,500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation up to ₹2,500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹2,500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor.
6. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the Book Running Lead Manager before the Bid/ issue Opening Date, through intimation to the Stock Exchange.
7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid
8. 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 within 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.
9. The Equity Shares Allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI ICDR Regulations. 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.
10. Neither the (a) Book Running Lead Manager or any associate of the Book Running Lead Manager (other than mutual funds sponsored by entities which are associate of the Book Running Lead Manager or insurance companies promoted by entities which are associate of the Book Running Lead Manager or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Manager or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Manager) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category.

For more information, please read the General Information Document.

**The information set out above is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent**

**investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as will be specified in the Red Herring Prospectus.**

### **Information for Bidders**

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchange 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 Book Running Lead Manager are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.

### **PRE- ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre- issue advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] editions of the Telugu daily newspaper [●] (Telugu being the regional language of Telangana where our Registered Office is located) each with wide circulation.

In the pre- issue advertisement, we shall state the Bid/ Issue Opening Date and the Bid/ Issue Closing Date. 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 THE UNDERWRITING AGREEMENT AND FILING WITH THE ROC**

Our company has entered into an Underwriting Agreement dated [●].

After signing the Underwriting Agreement, an updated Prospectus will be filed with the RoC in accordance with applicable law. The Prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, the Issue size, and underwriting arrangements and will be complete in all material respects.

### **Depository Arrangements**

The Allotment of the Equity Shares in the Issue shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- The Company has entered into a tripartite agreement dated June 24, 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.
- The Company has 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.

For more information, see “*Terms of the Issue*” on page 250 .

### **GENERAL INSTRUCTIONS**

Please note that QIBs and Non-Institutional Bidders 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. RIIs can revise their Bid(s) during the Bid

Period and withdraw or lower the size of their Bid(s) until Bid/Issue Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid Period.

**Do's:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that your PAN is linked with Aadhaar and you are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021
3. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
4. Ensure that you have Bid within the Price Band;
5. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
6. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder in the Bid cum Application Form and if you are a UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
7. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;
8. UPI Bidders Bidding in the Issue shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party
9. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;
10. Ensure that you mandatorily have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;
11. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;
12. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. 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;
13. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
14. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment.
15. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular no. MRD/DOP/Cir-20/2008 dated June 30, 2008 issued by SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, and (iii) persons/entities exempt from holding a PAN under applicable law, 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;

16. 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;
17. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;
19. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
20. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.
21. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
22. Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and PAN available in the Depository database;
23. In case of QIBs and NIIs, 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 [www.sebi.gov.in](http://www.sebi.gov.in));
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 Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
25. Ensure that the Demographic Details are updated, true and correct in all respects;
26. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Issue, which is UPI 2.0 certified by NPCI;
27. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIIs, once the Sponsor Banks issues the Mandate Request, the RIIs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
28. Bidding through 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 UPI Bidder Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the RIB Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Banks offer a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;
29. UPI Bidders should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;

30. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Banks to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner;
31. Bids by Eligible NRIs for a Bid Amount of less than ₹2.00 lakhs would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹2.00 lakhs would be considered under the Non-Institutional Category for allocation in the Issue;
32. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIIs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019; and
33. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date.
34. The ASBA bidders shall ensure that bids above ₹5.00 lakhs, are uploaded only by the SCSBs.

**The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.**

**Don'ts:**

1. Do not Bid for lower than the minimum Bid Lot;
2. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
3. Do not Bid for a Bid Amount exceeding ₹2.00 lakhs (for Bids by RIIs) and ₹5.00 lakhs for Bids by Eligible Employees Bidding in the Employee Reservation Portion;
4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;
5. Do not Bid/ revise the Bid amount to less than the Floor Price or higher than the Cap Price;
6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
10. Do not submit the Bid for an amount more than funds available in your ASBA account;
11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
12. 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;
13. 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);
14. 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 the Red Herring Prospectus;
15. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;
16. In case of ASBA Bidders (other than UPI Bidders using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;

17. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;
18. Anchor Investors should not bid through the ASBA process;
19. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;
20. 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;
21. Do not submit the GIR number instead of the PAN;
22. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Manager;
23. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;
24. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/ Issue Closing Date;
25. 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 or Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bids on or before the Bid/ Issue Closing Date;
26. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are a UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;
27. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
28. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a UPI Bidder. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Issue;
29. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;
30. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;
31. Do not Bid if you are an OCB;
32. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected; and
33. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders.
34. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹5.00 lakhs;

**The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.**

#### **GROUND FOR TECHNICAL REJECTION**

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids 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 a plain paper;
4. Bids submitted by UPI 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 Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked

bank account UPI ID (subject to availability of information regarding third party account from Sponsor Banks);

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. ASBA Form by the RIIs by using third party bank accounts or using third party linked bank account UPI IDs;
10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/22/2010 dated July 29, 2010;
11. GIR number furnished instead of PAN;
12. Bids by RIIs with Bid Amount of a value of more than ₹2.00 lakhs;
13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
14. Bids accompanied by stock invest, money order, postal order or cash; and
15. Bids uploaded by QIBs after 4.00 pm 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 RIIs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchanges. 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, 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 as informed to the Stock Exchanges.

Further, in case of any pre- issue or post issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance officer. For details of the Company Secretary and Compliance officer, see “*General Information*” beginning on page 66.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding three Working Days from the Bid/ Issue 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, Bidders shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

## **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Draft Red Herring Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis.

### **a. For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price. The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall

be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the NSE Emerge (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The number of Shares to be allocated to the successful Bidders will be arrived in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares allocated.
- c) Each successful Bidder shall be allotted [●] equity shares.

#### **b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price. The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

#### **c. For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI (ICDR) Regulations or Red Herring Prospectus / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for [●] % of the QIB Portion shall be determined as follows:
  - In the event that Bids by Mutual Fund exceeds [●] % of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●] % of the QIB Portion.
  - In the event that the aggregate demand from Mutual Funds is less than [●] % of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
  - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- b) In the second instance Allotment to all QIBs shall be determined as follows:
  - In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●] % of the QIB Portion.
  - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
  - Under-subscription below [●] % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.



d. Allotment to anchor investor (if applicable)

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the Book Running Lead Manager, subject to compliance with the following requirements:

i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;

ii) 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 price at which allocation is being done to other Anchor Investors; and

iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹ 2 crores;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
- in case of allocation above twenty five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty five crore rupees and an additional 10 such investors for every additional twenty five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the Book Running Lead Manager, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

**c) In the event that the Issue Price is higher than the Anchor Investor Allocation Price:**

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

**d) In the event the Issue Price is lower than the Anchor Investor Allocation Price:**

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

**e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Issue:**

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the NSE Emerge (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).

b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:

- Each successful Bidder shall be allotted [●] equity shares; and
- The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.

a) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.

b) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares Issued, the final allotment may be higher at the sole discretion of the Board of Directors, up to 101% of the size of the Issue specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹2,00,000/-Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director/ Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

**Flow of Events from the closure of bidding period (T DAY) Till Allotment:**

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

**Process for generating list of allottees: -**

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawl of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.

On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

**NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER**

The authorised employees of the Stock Exchange, along with the Book Running Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

## **ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE**

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.

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

### **Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

### **Terms of payment**

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

## **METHOD OF ALLOTMENT AS MAY BE PRESCRIBED BY SEBI FROM TIME TO TIME**

Our Company will not make any allotment in excess of the Equity Shares offered through this Offer document.

The allotment of Equity Shares to bidders other than to the RIIs, NIIs 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 shares, if any, shall be allotted on a proportionate basis. Further, not less than 15% of the Net Issue shall be available for allocation to Non-Institutional Bidders

in accordance with the SEBI ICDR Regulations. Further, the allocation to each Non-Institutional Investor shall not be less than Minimum NIB Application Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

### **PAYMENT INTO ANCHOR INVESTOR ESCROW ACCOUNTS**

Our Company in consultation with the Book Running Lead Manager will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favor of:

- In case of resident Anchor Investors: “[●]”
- 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 of Bid amounts from Anchor Investors.

### **ALLOTMENT ADVERTISEMENT**

Our Company, the Book Running Lead Manager and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] and [●] editions of the Telugu daily newspaper [●] (Telugu being the regional language of Telangana, where our Registered Office is located) each with wide circulation.

The information set out above is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

### **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:

- f) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- g) 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
- h) 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, for fraud involving an amount of at least ₹10.00 lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹10.00 lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹50.00 lakhs or with both.

### **UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders. the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;

- all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/ Issue Closing Date or such other period as may be prescribed;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within three Working Days from the Bid/ Issue Closing Date or such other prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- Promoters' contribution, if any, shall be brought in advance before the Bid/ Issue Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;
- that if our Company does not proceed with the 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 shall be informed promptly;

#### **UTILISATION OF ISSUE PROCEEDS**

- Our Company severally and not jointly, specifically confirm that all monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act.
- Details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Net Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- Details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

## 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.

As per the FDI policy, FDI in companies engaged in the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such company under the automatic route.

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 our Company are not exceeding 10% of the total paid-up Equity Share capital of our 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 our 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 subject to the total holdings of all FPIs/sub accounts including any other direct and indirect foreign investments in the Company shall not exceed 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, the 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. The Company has not passed such resolutions as yet.

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 our Company.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

For further details, see “*Issue Procedure*” on 263. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Issue Period.

**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 Applications 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. Our 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.**

## SECTION X – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013  
(COMPANY LIMITED BY SHARES)

### ARTICLE OF ASSOCIATION

OF

BLUE WATER LOGISTICS LIMITED (\*)

**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 CLAUSE

1. In the interpretation of these Articles, unless repugnant to the subject or context:

“Act” means “The Companies Act, 2013” or any other statutory modification or re-enactment thereof for the time being in force

“Articles” means these Articles of Association as may, from time to time, be altered by special resolution

“Annual General Meeting” means a general meeting of the members held in accordance with the provisions of Section 96 of the Act or any adjourned meeting thereof

“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

“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.

“Beneficial Owner” means and include beneficial owner as defined in clause (a) sub-Section (1) of Section 2 of the Depositories Act, 1996 or such other Act as may be applicable

“Board Meeting” means a meeting of the Directors or a committee thereof duly called and constituted

“Board” or “Board of Directors” means the means the collective body of the directors for the time being of the Company

“Capital” means the share capital for the time being raised or authorized to be raised, for the purpose of the Company

“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.

“Business Day” means any day on which banks are open for business in the State/UT of “Insert name of State”;

“Chairperson” means the chairperson of the Board as appointed under the provision of these Articles of Association.

“Chief Executive Officer” means executive officer as defined under Section 2(18) of the Companies Act 2013.

“Circular Resolution” means resolution within the meaning of section 175 of Companies Act 2013.

“Director” means the Director appointed to the Board of the Company.

“Employees” means the employee of the Company.



“Financial Year” has the meaning assigned to it pursuant to the provisions of section 2 (45) of the Act;

“Independent Director” means independent director as defined under Section 149(6) of the Companies Act 2013;

“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;

“Company” or “This Company” means **BLUE WATER LOGISTICS LIMITED**

“Chief Executive Officer” means an officer of a Company, who has been designated as such by the Company

“Chief Financial Officer” means a person appointed as the Chief Financial Officer of a Company

“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

“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.

“Depositories Act” means the Depositories Act, 1996 and includes any statutory modification or enactment thereof

“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.

“Director” means a director appointed to the Board of the Company.

“Dividend” includes interim Dividend

“Extraordinary General Meeting” means an extraordinary general meeting of the Members duly called and constituted and any adjourned meeting thereof.

“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.

“Financial Year” means the period ending on the 31st day of March every year.

“Free Reserves” means such reserves which, as per the latest audited balance sheet of a company, are available for distribution as Dividend: Provided that—

- (i) any amount representing unrealized gains, notional gains or revaluation of assets, whether shown as a reserve or otherwise, or

- (ii) any change in carrying amount of an asset or of a liability recognized in equity, including surplus in profit and loss account on measurement of the asset or the liability at fair value, shall not be treated as free reserves.

“In writing” or “written” means and include printing, typing, lithographing, computer mode and other modes of reproducing words in visible form

“Independent Director” means a Director fulfilling the criteria of independence and duly appointed as per Applicable Law.

“Key Managerial Personnel” means such persons as defined in Section 2(51) of Act

“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.

“Meeting” or “General Meeting” means a meeting of Members.

“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.

“Month” means a calendar month

“Office”, in relation to the Company, means the registered office of the Company.

“Officer” includes any director, manager, Key Managerial Personnel or any person in accordance with whose instructions or directions the Board of Directors or any one or more of the Directors of the company is or are accustomed to act.

“Ordinary Resolution” means a resolution referred to in Section 114 of the Act.

“Paid up” means the Capital which is paid up presently.

“Persons” includes any artificial juridical person, corporations or such other entities as are entitled to hold property in their own name.

“Postal Ballot” means voting by post through any electronic mode as permitted under Applicable Law.

“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

“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.

“Registrar” means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated

“Seal” means the common seal of the Company

“Security” means shares, Debentures and/or such other securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956

“Shares” means the shares into which the Capital of the Company is divided whether held in tangible or fungible form.

“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

“Special Resolution” means a resolution referred to in Section 114 of the Act.

“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 subdivided. 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 become 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 instalment not paid notice may be given**

52. If any member fails to pay any call or instalment 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 instalment 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.

**DEMATERIALIZATION 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 dematerialize 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 dematerialized.

#### **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. Delivery 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 or expedient to 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 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 XI – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and 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) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC. Copies of the contracts and documents for inspection referred to hereunder, may be inspected at our Registered Office between 10 a.m. to 5 p.m. on all Working Days from date of the Red Herring Prospectus until the Bid/ Issue Closing Date. The copies of the contracts and documents for inspection referred to hereunder will be uploaded on the website of our Company at <https://bwl.co.in/>, and will be available for inspection from date of the Red Herring Prospectus until the Bid/Issue Closing Date (except for such agreements executed after the Bid/issue Closing Date).

#### MATERIAL CONTRACTS

1. Issue Agreement dated January 09, 2025 between our Company and the Book Running Lead Manager.
2. Registrar Agreement January 09, 2025 between our Company and the Registrar to the Issue.
3. Cash Escrow and Sponsor Bank Agreement dated [●] amongst our Company, the Registrar to the Issue, the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Bank, Sponsor Bank, Public Issue Bank and the Refund Bank.
4. Market Making Agreement dated [●] between our Company and the Book Running Lead Manager and Market Maker.
5. Underwriting Agreement dated [●] between our Company and Book Running Lead Manager and the Underwriter.
6. Syndicate Agreement dated [●] amongst our Company, the Book Running Lead Manager, and Syndicate Members.
7. Tripartite agreement between the CDSL, our Company and the Registrar to the Issue dated June 24, 2024.
8. Tripartite agreement between the NSDL, our Company and the Registrar to the Issue dated May 29, 2024.

#### MATERIAL DOCUMENTS

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certificate of Incorporation dated August 22, 2022, issued as “Blue Water Logistics Private Limited” under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre.
3. Copy of Fresh Certificate of Incorporation dated July 25, 2024, issued by RoC consequent to name change from “Blue Water Logistics Private Limited” to “Blue Water Logistics Limited” pursuant to the conversion of our Company into a Public Limited Company.
4. Resolution of the Board of Directors dated December 16, 2024 in relation to the Issue.
5. Resolution of the Shareholders of our Company, passed at the Extra Ordinary General Meeting held on December 17, 2024 in relation to the Issue.
6. Examination report for Restated Financial Statements dated December 27, 2024 from our Peer Review Auditor included in this Draft Red Herring Prospectus.
7. The Statement of Possible Tax Benefits dated December 27, 2024 from our Peer Review Auditor included in this Draft Red Herring Prospectus.
8. Copies of Audited Financial Statements of the Company for the period ended September 30, 2024 and financial year ended March 31, 2024, 2023, and 2022.
9. Consents of our Directors, Promoters, Company Secretary and Compliance Officer, Chief Financial Officer, Senior Management Personnel, Statutory and Peer Review Auditor, Banker(s) to the Company, Book Running Lead Manager, Legal Advisor to the Issue and Registrar to the Issue to act in their respective capacities.

10. Certificate on KPI's issued by the Peer Review Auditor M B Jajodia & Associates, Chartered Accountants by way of their certificate dated January 10, 2025.
11. Board Resolution dated January 21, 2025 for approval of Draft Red Herring Prospectus, dated for [●] approval of Red Herring Prospectus
12. Due Diligence Certificate dated [●] to SEBI by the Book Running Lead Manager.
13. In Approval from NSE vide letter dated [●] to use the name of NSE in this Offer Document for listing of Equity Shares on the NSE Emerge.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

### SIGNED BY THE DIRECTORS OF OUR COMPANY

|   |   |
|---|---|
| Sd/-<br><b>Mr. Lalit Panda</b><br>Managing Director<br><b>DIN: 05358709</b>                         | Sd/-<br><b>Mr. Laxmi Narayan Mishra</b><br>Chairman and Whole Time Director<br><b>DIN: 05358706</b>             |
| Sd/-<br><b>Ms. Madhusmita Mohanty</b><br>Whole-Time Director<br><b>DIN: 06575521</b>                | Sd/-<br><b>Ms. Supriya Mishra</b><br>Non-Executive Non-Independent Director<br><b>DIN: 06681803</b>             |
| Sd/-<br><b>Mr. Sugoto Ghosh</b><br>Non-Executive Independent Director<br><b>DIN: 03227177</b>       | Sd/-<br><b>Ms. Falguniben Khodabhai Prajapati</b><br>Non-Executive Independent Director<br><b>DIN: 10735011</b> |
| Sd/-<br><b>Mr. Nikhar Ami Agarwal</b><br>Non-Executive Independent Director<br><b>DIN: 09781591</b> |   |

### SIGNED BY THE CFO AND CS OF OUR COMPANY

|   |   |
|---|---|
| Sd/-<br><b>Mr. Mohammed Jaffar</b><br>Chief Financial Officer | Sd/-<br><b>Ms. Priya Bharat Dholu</b><br>Company Secretary and Compliance Officer |
|---|---|

**Date: January 21, 2025**

**Place: Hyderabad**