**DRAFT RED HERRING PROSPECTUS**
**Dated:** January 24, 2025
Please read section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Issue

# SHREEJI SHIPPING GLOBAL LIMITED

**CORPORATE IDENTITY NUMBER: U52242GJ2024PLC150537**

| REGISTERED AND CORPORATE OFFICE | CONTACT PERSON | EMAIL AND TELEPHONE | WEBSITE |
|---|---|---|---|
| "Shreeji House", Town Hall Circle, Kalavad, Jamnagar - 361001, Gujarat, India | Archanaba Krunalsinh Gohil Company Secretary and Compliance Officer | **Email:** info@shreejishipping.in **Tel:** +91 288 2553331 | www.shreejishipping.in |

**PROMOTERS OF OUR COMPANY: ASHOKKUMAR HARIDAS LAL AND JITENDRA HARIDAS LAL**

**DETAILS OF THE ISSUE TO THE PUBLIC**

| TYPE | FRESH ISSUE SIZE# | OFFER FOR SALE SIZE | TOTAL ISSUE SIZE | ELIGIBILITY AND SHARE RESERVATION AMONG QIBS, NIIS AND RIIS |
|---|---|---|---|---|
| Fresh Issue | Up to 20,000,000 equity shares of face value of ₹10 each aggregating up to ₹ [●] million | Not Applicable | Up to 20,000,000 equity shares of face value of ₹10 each ("**Equity Shares**") aggregating up to ₹ [●] million ("**Issue**") | The Issue is being made in terms of Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"). For further details, see "*Other Regulatory and Statutory Disclosure – Eligibility for the Issue*" on page 387. For details in relation to share reservation among Qualified Institutional Buyers, Non-Institutional Investors and Retail Individual Investors, see "*Issue Structure*" on page 406. |

**RISKS IN RELATION TO THE FIRST ISSUE**

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of each Equity Share is ₹10. The Floor Price, the Cap Price and the Issue Price, as determined by our Company in consultation with the Book Running Lead Managers, 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*" on page 115, 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 of our Company, or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISK**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares 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 35**.**

**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, once issued through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges being BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"). For the purposes of the Issue, the Designated Stock Exchange shall be [●].

| BOOK RUNNING LEAD MANAGERS | | |
|---|---|---|
| **Name of Book Running Lead Managers** | **Contact Person** | **Email and Telephone** |
| **Beeline Capital Advisors Private Limited** | Nikhil Shah | **Telephone**: +91 79 4918 5784<br>**Email:** mb@beelinemb.com |
| **Elara Capital (India) Private Limited** | Narendra Gamini | **Telephone:** + 91 22 6164 8599<br>**E-mail:** shreeji.ipo@elaracapital.com |

| REGISTRAR TO THE ISSUE | | |
|---|---|---|
| **Name of Registrar** | **Contact Person** | **Email and Telephone** |
| **Bigshare Services Private Limited** | Vinayak Morbale | **Telephone:** +91-22-62638200<br>**E-mail:** ipo@bigshareonline.com |

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

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

*#Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to the filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduce from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately, intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue, or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus*

*** Our Company may, in consultation with the Book Running Lead Managers, 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.*

*^UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Issue Closing Date.*

**DRAFT RED HERRING PROSPECTUS**
**Dated:** January 24, 2025
Please read section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Issue

# SHREEJI SHIPPING GLOBAL LIMITED

Our Company was constituted as a partnership firm namely, M/s Shreeji Shipping through deed of partnership dated June 14, 1995 (the "Partnership"). Subsequently, the Partnership was converted to a private limited company, pursuant to a resolution passed at the meeting of Partners dated March 02, 2024. Consequently, the name of our Company was changed to "Shreeji Shipping Global Private Limited" and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Central Registration Centre on April 11, 2024. Our Company received the approval of its shareholders at their extra-ordinary general meeting held on October 17, 2024 for conversion of the Company into a public limited company, the name of our Company was thereafter changed to "Shreeji Shipping Global Limited" and a fresh certificate of incorporation consequent upon change of name upon conversion to public limited company was issued to our Company by the Registrar of Companies, Central Processing Centre on November 18, 2024.. For further details, see "*History and Certain Corporate Matters*" on page 210.

**Corporate Identity Number:** U52242GJ2024PLC150537
**Registered and Corporate Office:** "Shreeji House", Town Hall Circle, Kalavad, Jamnagar 361001, Gujarat, India
**Contact Person:** Archanaba Krunalsinh Gohil, Company Secretary and Compliance Officer; **Tel:** +91 288 2553331
**E-mail:** info@shreejishipping.in **Website:** www.shreejishipping.in

**OUR PROMOTERS: ASHOKKUMAR HARIDAS LAL AND JITENDRA HARIDAS LAL**

**INITIAL PUBLIC OFFERING OF UP TO 20,000,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF SHREEJI SHIPPING GLOBAL LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "ISSUE"). THE ISSUE SHALL CONSTITUTE [●] % OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL.**

**OUR COMPANY, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER A PRE-IPO PLACEMENT, PRIOR TO THE FILING OF THE RED HERRING PROSPECTUS. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCE FROM THE ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SCRR. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE ISSUE. PRIOR TO THE COMPLETION OF THE ISSUE, OUR COMPANY SHALL APPROPRIATELY, INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE ISSUE, OR THE ISSUE MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND THE PROSPECTUS.**

**THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 EACH AND THE ISSUE PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMs AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED GUJARATI DAILY NEWSPAPER, GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS, AS AMENDED.**

In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLMs, 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 Exchanges, by issuing a public notice, and also by indicating the change on the website of the BRLMs and at the terminals of the Syndicate Member(s) and by intimation to the Designated Intermediaries and the Sponsor Bank, as applicable.

This is an Issue in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations. The Issue is being made through the Book Building Process in terms of Regulation 6 (1) of the SEBI ICDR Regulations, wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs** and such portion, the "**QIB Portion**"), provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("**Anchor Investor Portion**"), out of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("**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 Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received from them 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 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% of the Issue shall be available for allocation to Non-Institutional Bidders ("**Non-Institutional Portion**") of which (a) one third of the Non-Institutional Portion shall be reserved for Bidders with an application size between ₹ 0.20 million up to ₹ 1 million and (b) two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size exceeding ₹ 1 million provided under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other subcategory of Non-Institutional Portion, and not less than 35% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All potential Bidders (except Anchor Investors) are mandatorily required to participate in the Issue through the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders using the UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA Process. For further details, see "*Issue Procedure*" on page 409.

**RISKS IN RELATION TO THE FIRST ISSUE**

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each. The Floor Price, the Issue Price or the Price Band as (determined by our Company in consultation with the BRLMs, 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 under "*Basis for Issue Price*" on page 115, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares of our Company, or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares 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 35.

**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, once issued through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Issue, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For further details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/ Issue Closing Date, see "*Material Contracts and Documents for Inspection*" on page 469.

| BOOK RUNNING LEAD MANAGERS | | REGISTRAR TO THE ISSUE |
|---|---|---|
| **Beeline Capital Advisors Private Limited**<br>B 1311-1314 Thirteenth Floor Shilp Corporate Park Rajpath Rangoli Road Thaltej Ahmedabad Gujarat 380054 India.<br>**Telephone**: +91 79 4918 5784<br>**Email:** mb@beelinemb.com<br>**Website**: www.beelinemb.com<br>**Investor Grievance ID**: ig@beelinemb.com<br>**Contact Person:** Nikhil Shah<br>**SEBI Registration Number:** INM000012917 | **Elara Capital (India) Private Limited**<br>One International Center, Tower 3, 21st Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai – 400013, Maharashtra, India<br>**Telephone**: + 91 22 6164 8599<br>**Email:** shreeji.ipo@elaracapital.com<br>**Website**: www.elaracapital.com<br>**Investor Grievance ID**:<br>mb.investorgrievances@elaracapital.com<br>**Contact Person:** Narendra Gamini<br>**SEBI Registration Number:** INM000011104 | **Bigshare Services Private Limited**<br>S6-2, 6thFloor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai – 400093, Maharashtra, India<br>**Telephone**: +91 22-62638200<br>**E-mail**: ipo@bigshareonline.com<br>**Investor grievance e-mail**:<br>investor@bigshareonline.com<br>**Website**: www.bigshareonline.com<br>**Contact person**: Vinayak Morbale<br>**SEBI registration number**: INR000001385 |

**BID/ISSUE PROGRAMME**

| | |
|---|---|
| **BID/ISSUE OPENS ON** | **[●]*** |
| **BID/ISSUE CLOSES ON** | **[●]**^** |

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

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

*^UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Issue Closing Date.*

*#Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to the filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduce from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately, intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue, or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus*

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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 assigned below. References to statutes, rules, regulations, guidelines and policies will, unless the context otherwise requires, be deemed to include all amendments, modifications and replacements notified thereto, as of the date of this Draft Red Herring Prospectus, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.*

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

*The terms not defined herein but used in "Objects of the Issue", "History and Certain Corporate Matters", "Financial Indebtedness", "Basis of Issue Price", "Statement of Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "Financial Information", "Outstanding Litigation and Other Material Developments" "Issue Procedure" and "Description of Equity Shares and Terms of Articles of Association", on pages 104, 210, 376, 115, 124, 129, 205, 246, 378, 409 and 429 respectively, will have the meaning ascribed to such terms in those respective sections.*

**General Terms**

| Term | Description |
|---|---|
| our Company / the Company / the Issuer | Shreeji Shipping Global Limited, a public limited company incorporated under the Companies Act, 2013 and having its Registered Office at "Shreeji House", Town Hall Circle, Kalavad, Jamnagar 361001, Gujarat, India. |
| we / us / our | Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, on a consolidated basis as on the date of this Draft Red Herring Prospectus. |

**Company Related Terms**

| Term | Description |
|---|---|
| Articles of Association / Articles / AoA | Articles of association of our Company, as amended from time to time |
| Audit Committee | Audit Committee of our Board. For more details see "*Our Management – Corporate Governance*" on page 224 |
| Auditors / Statutory Auditors | Statutory Auditors of our Company, currently being M/s Sarda & Sarda, Chartered Accountants |
| Board / Board of Directors | Board of Directors of our Company, as constituted from time to time or any duly constituted committee thereof. For details see "*Our Management – Board of Directors*" on page 218 |
| Chairman | Chairman of our Company, namely Ashokkumar Haridas Lal. |
| Chief Financial Officer / CFO | Chief financial officer of our Company, namely Harshida Jayesh Bhanushali. For details, see "*Our Management – Key Managerial Personnel*" on page 234 |
| Company Secretary and Compliance Officer | The company secretary and compliance officer of our Company, Archanaba Krunalsinh Gohil. For details, see "*Our Management – Key Managerial Personnel*" on page 216 |
| Corporate Social Responsibility Committee / CSR Committee | The corporate social responsibility committee of our Company. For details see "*Our Management – Corporate Governance*" on page 224 |
| Director(s) | The director(s) on the Board of Directors, as appointed from time to time |
| D&B Report | The industry report titled "*Report on Indian Shipping and Logistic Industry*" dated December 31, 2024 prepared and issued by Dun & Bradstreet Information Services India Private Limited |
| Equity Shares | The equity shares of our Company of face value of ₹ 10 each |

| Term | Description |
|---|---|
| Executive Director(s) | Executive director(s) on our Board. For further details of the Executive Director, see "*Our Management*" on page 218 |
| Exemption Application | Application dated January 4, 2025 and filed with SEBI on January 7, 2025 under Regulation 300(1)(c) of the SEBI ICDR Regulations, requesting for relaxation of the strict enforcement of the provisions of the SEBI ICDR Regulations with respect to identifying and disclosing, Darshan Jagdishchandra Thakkar, Raghuvir Jagdish Thakkar and Yashraj J Thakkar the brothers of Kamalben Jitendrakumar Lal, who is the spouse of Jitendra Haridas Lal, one of the Promoters of our Company, Prarthana Jitesh Kanabar and Smita Kiritbhai Gadhiya, sisters of Kamalben Jitendrakumar Lal, who is the spouse of Jitendra Haridas Lal, one of the Promoters of our Company and Kokilaben J Thakkar the mother of Kamalben Jitendrakumar Lal, who is the spouse of Jitendra Haridas Lal, one of the Promoters of our Company, as members of Promoter Group, and from disclosing information and confirmations regarding, and from, such natural person(s) and entities, as required under the SEBI ICDR Regulations |
| Group Companies | The group companies of our Company in accordance with the SEBI ICDR Regulations and the Materiality Policy of our Company. For details see "*Group Companies*" on page 242 |
| Independent Director(s) | The Independent Director(s) on our Board appointed as per the Companies Act, 2013 and the Listing Regulations. For details of our Independent Directors, see "*Our Management-Board of Directors*" on page 218 |
| IPO Committee | The IPO committee of our Board. For details see "*Our Management – Corporate Governance*" on page 224 |
| Joint Managing Director | The Joint Managing Director, namely Jitendra Haridas Lal. For details, see "*Our Management*" on page 218 |
| Key Managerial Personnel / KMP | Key managerial personnel of our Company. For details see "*Our Management – Key Managerial Personnel*" on page 234 |
| Key Performance Indicators/ KPIs | Key financial and operational performance indicators of our Company, as included in *"Basis for the Issue Price", "Our Business -Key Performance Indicators"* and "*Management's Discussion and Analysis of Financial Position and Results of Operations -Key Performance Indicators"* on pages 115, 180 and 333, respectively |
| Managing Director | The Managing Director of our Company, namely Ashokkumar Haridas Lal. For details, see "*Our Management*" on page 218 |
| Materiality Policy | The Materiality Policy adopted by our Board pursuant to a resolution of our Board dated December 02, 2024 for identification of the material: (a) outstanding material litigation proceedings; (b) Group Companies; and (c) material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus. |
| Memorandum of Association / Memorandum/ MoA | The memorandum of association of our Company, as amended. |
| Nomination and Remuneration Committee / NRC | The nomination and remuneration committee of our Company. For details see "*Our Management – Corporate Governance*" on page 224 |
| Non – Executive Director(s) | A Director, not being an Executive Director. For further details of the Non- Executive Director, see *"Our Management"* on page 218 |
| Promoter(s) | The promoters of our Company namely, Ashokkumar Haridas Lal and Jitendra Haridas Lal. For details see in "*Our Promoters and Promoter Group*" on page 237 |
| Promoter Group | Such persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in "*Our Promoters and Promoter Group*" on page 237. |
| Registered and Corporate Office | "Shreeji House", Town Hall Circle, Kalavad, Jamnagar 361001, Gujarat, India |
| Registrar of Companies / RoC | Registrar of Companies, Gujarat at Ahmedabad. For further information, see "*General Information*" on page 84 |
| Restated Financial Statements/ Restated Financial Information" | The restated consolidated financial statements of our Company and our Subsidiaries, comprising of restated statement of assets and liabilities as at and for the six months period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the restated statement of profit and loss |

| Term | Description |
|---|---|
| | (including other comprehensive income), the restated statement of cash flows and restated statement of changes in equity for the six months period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the Significant Accounting Policies and explanatory notes to the restated financial statements of the Company and included in "*Financial Information*" on page 246 |
| Senior Management Personnel | Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as described in "*Our Management – Senior Management Personnel of our Company*" on page 234 |
| Shareholders | The holders of the Equity Shares of our Company from time to time |
| Stakeholders Relationship Committee | The stakeholders' relationship committee of our Company. For details see described in "*Our Management – Corporate Governance*" on page 224 |
| Subsidiaries | The subsidiaries of our Company namely USL Lanka Logistics Private Limited and Shreeji Global IFSC Private Limited. For details see "*Our Subsidiaries*" on page216 |

**Issue Related Terms**

| Term | Description |
|---|---|
| Abridged Prospectus | A memorandum containing such salient features of a prospectus as may be specified by SEBI in this regard |
| Acknowledgement Slip | The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form |
| Allot / Allotment /Allotted | Unless the context otherwise requires, allotment of Equity Shares issued pursuant to the Fresh Issue to successful Bidders |
| Allotment Advice | Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange |
| Allottee | A successful Bidder to whom the Equity Shares are Allotted |
| Anchor Investor(s) | A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus |
| Anchor Investor Allocation Price | Price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company consultation with the BRLMs during the Anchor Investor Bidding Date |
| Anchor Investor Application Form | 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 day, being 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 BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed |
| Anchor Investor Issue Price | Final price at which the Equity Shares will be issued and Allotted to 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 BRLMs |
| 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 BRLMs to 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 |

| Term | Description |
|---|---|
| Application Supported by Blocked Amount / ASBA | An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the ASBA Account and will include applications made by RIIs using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by RIIs using the UPI Mechanism |
| ASBA Account | A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a Retail Individual Investor linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a Retail Individual Investor Bidding through the UPI Mechanism |
| ASBA Bidders | All Bidders except Anchor Investors |
| ASBA Form | An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus |
| Banker(s) to the Issue | Collectively, the Escrow Collection Bank(s), Refund Bank(s), Sponsor Bank and Public Issue Account Bank(s), as the case may be |
| Basis of Allotment | Basis on which Equity Shares will be Allotted to successful Bidders under the Issue, as described in "*Issue Procedure*" on page 409. |
| 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.<br><br>The term "Bidding" shall be construed accordingly. |
| Bid Amount | The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid which was net of the Employee Discount, as applicable |
| Bidding Centres | Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs |
| Bid cum Application Form | Anchor Investor Application Form or the ASBA Form, as the context requires |
| Bid Lot | [●] Equity Shares and in multiples of [●] Equity Shares thereafter |
| Bid/Issue Closing Date | Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Gujarati daily newspaper, Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), and in case of any revision, the extended Bid/ Issue Closing Date shall also be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the website of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and Sponsor Bank(s), as required under the SEBI ICDR Regulations.<br><br>Our Company, in consultation with the BRLMs, 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. |
| 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, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper), [●] editions of |

| Term | Description |
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| | [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Gujarati daily newspaper, Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), and in case of any revision, the extended Bid/ Issue Period also be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the website of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and Sponsor Bank(s), as required under the SEBI ICDR Regulations. |
| Bid/ Issue Period | 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 Bidders (excluding Anchor Investors) can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus.<br><br>Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. |
| Bidder / Applicant | Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an ASBA Bidder and an Anchor Investor. |
| Book Building Process | The book building process as described in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made. |
| Book Running Lead Managers" or "BRLMs" | The book running lead managers to the Issue, namely Beeline Capital Advisors Private Limited and Elara Capital (India) Private Limited |
| Broker Centre | Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms, provided that RIBs may only submit ASBA Forms at such broker centres if they are Bidding using the UPI Mechanism, to a Registered Broker and details of which are available on the websites of the respective Stock Exchanges. The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), and updated from time to time. |
| Bidding Centres | Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, i.e., Designated SCSB Branches 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. |
| CAN or Confirmation of Allocation Note | The notice or advice or intimation of allocation of the Equity Shares sent to Anchor Investors who have been allocated Equity Shares on / after the Anchor Investor Bidding Date. |
| Cap Price | The higher end of the Price Band, i.e. ₹ [●] per Equity Share, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price. |
| Cash Escrow and Sponsor Bank Agreement | The agreement to be entered into between our Company, the Registrar to the Issue, the BRLMs, the Syndicate Member, the Banker(s) to the Issue, *inter alia*, for the appointment of the Sponsor Bank in accordance with the UPI Circular, for the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof. |
| Client ID | Client identification number maintained with one of the Depositories in relation to the Bidder's beneficiary account. |
| Collecting Depository Participant or CDP | 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. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI, as per the list available on the websites of BSE and NSE, as updated from time to time. |
| Cut-off Price | The Issue Price, as finalised by our Company, in consultation with the BRLMs which shall<br>be any price within the Price Band. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. |

| Term | Description |
| --- | --- |
| | QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at<br>the Cut-off Price |
| Cut-Off Time | 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 cutoff time of 5:00 pm on after the Bid/Issue Closing Date. |
| Demographic Details | Details of the Bidders including the Bidder's address, name of the Bidder's father/ husband, investor status, occupation, PAN, DP ID, Client ID and bank account details and UPI ID, where applicable. |
| Designated CDP Locations | Such locations of the CDPs where Bidders can submit the ASBA Forms, a list of which, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the websites of the respective Stock Exchanges (www.bseindia.com and www.nseindia.com) as updated from time to time. |
| Designated Date | The date on which funds are transferred from the Escrow Account to the Public Issue Account or the Refund Account, as appropriate, or the funds blocked by the SCSBs are transferred from the ASBA Accounts to the Public Issue Account, as the case may be, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors or IPO Committee may Allot Equity Shares to successful Bidders in the Issue. |
| Designated Intermediaries | In relation to ASBA Forms submitted by RIBs with an application size of up to to ₹0.20 million and Non-Institutional Bidders Bidding with an application size of up to ₹0.50 million (not using the UPI mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.<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 Bidders 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, Designated Intermediaries shall mean Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs. |
| Designated RTA Locations | Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs, a list of which, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time. |
| Designated SCSB Branches | Such branches of the SCSBs which shall collect ASBA Forms, a list of which is available on the website of the SEBI at https://www.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. |
| Designated Stock Exchange | [●] |
| Draft Red Herring Prospectus or DRHP | This draft red herring prospectus dated January 24, 2025, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the Issue, including the price at which the Equity Shares will be Allotted and the size of the Issue, and includes any addenda or corrigenda thereto. |
| Eligible FPIs | FPIs that are eligible to participate in the Issue in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an issue/ invitation under the Issue and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares issued thereby. |
| Eligible NRIs | NRI(s) eligible to invest under the relevant provisions of the FEMA Rules, on a non-repatriation basis, from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares |
| | |

| Term | Description |
|---|---|
| Escrow Account(s) | Accounts opened with the Escrow Collection Bank(s) and in whose favour Anchor Investors will transfer money through direct credit/ NEFT/ RTGS/NACH in respect of Bid Amounts when submitting a Bid |
| Escrow Collection Bank(s) | The banks which are clearing members and registered with SEBI as Bankers to an issue under the BTI Regulations, and with whom the Escrow Account(s) will be opened, in this case being [●] |
| First Bidder or Sole Bidder | The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names |
| Fraudulent Borrower | Fraudulent borrower as defined under Regulation 2(1) (lll) of the SEBI ICDR Regulations |
| Fugitive Economic Offender | A fugitive economic offender as defined under the Fugitive Economic Offenders Act, 2018 |
| Floor Price | The lower end of the Price Band, i.e. ₹ [●] subject to any revision(s) thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids, will be accepted |
| General Information Document or 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 Exchanges and the BRLMs |
| Gross Proceeds | The Issue proceeds from the Fresh Issue |
| Issue | The initial public offer of up to 20,000,000 Equity Shares of face value ₹10 each for cash at a price of ₹ [●] per Equity Share (including a share premium of [●] per Equity Share) aggregating up to ₹ [●] million. For information, see "*The Issue*" on page 76. |
| Issue Agreement | The agreement dated January 24, 2025 amongst our Company, and the BRLMs, pursuant to the SEBI ICDR Regulations, based on which certain arrangements are agreed to in relation to the Issue |
| Issue Price | ₹ [●] per Equity Share, being the final price within the Price Band, at which the Equity Shares will be Allotted to successful Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price in terms of the Red Herring Prospectus.<br>The Issue Price will be decided by our Company, in consultation with the BRLMs, in accordance with the Book Building Process on the Pricing Date and in terms of the Red Herring Prospectus. |
| Monitoring Agency | [●] |
| Monitoring Agency Agreement | Monitoring agency agreement to be entered into between our Company and the Monitoring Agency |
| Mutual Fund | Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 |
| Mutual Fund Portion | Up to 5% of the Net QIB Portion, or [●] Equity Shares of face value ₹10 each, which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Issue Price |
| Net Proceeds | The Gross Proceeds less our Company's share of the Issue-related expenses applicable to the Fresh Issue. For further details about use of the Net Proceeds and the Issue related expenses, see "*Objects of the Issue*" on page 104 |
| Net QIB Portion | QIB Portion, less the number of Equity Shares Allotted to the Anchor Investors |
| Non-Institutional Investors or NII(s) or Non-Institutional Bidders or NIB(s) | All Bidders, that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount of more than ₹ 0.20 million (but not including NRIs other than Eligible NRIs) |
| Non-Institutional Portion | The portion of the Issue being not less than 15% of the Issue comprising of [●] Equity Shares which shall be available for allocation to NIIs in accordance with the SEBI ICDR Regulations, to Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price.<br><br>The allocation to the NIIs shall be as follows: |

| Term | Description |
|---|---|
| | a) One-third of the Non-Institutional Portion shall be reserved for applicants with an application size of more than ₹0.20 million and up to ₹1.00 million; and<br><br>b) Two-thirds of the Non-Institutional Portion shall be reserved for applicants with an application size of more than ₹1.00 million<br><br>Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of non-institutional investors |
| Non-Resident or NR | A person resident outside India, as defined under FEMA |
| Price Band | Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) and includes any revisions thereof.<br><br>The Price Band and the minimum Bid Lot for the Issue will be decided by our Company, in consultation with the Book Running Lead Managers, and will be advertised in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] and all editions of the Gujarat daily newspaper [●] (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), each with a wide circulation, at least two Working Days prior to the Bid/Issue Opening Date, with the relevant financial ratios calculated at the Floor price and at the Cap Price, and shall be available to the Stock Exchanges for the purpose of uploading on their respective websites |
| Pricing Date | The date on which our Company, in consultation with the BRLMs, will finalise the Issue Price |
| Prospectus | The prospectus to be filed with the RoC, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations containing, amongst other things, 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 Bank(s) | The banks which are clearing members and registered with SEBI under the BTI Regulations, with whom the Public Issue Account(s) will be opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]. |
| Public Issue Account(s) | Bank account to be opened in accordance with the provisions of the Companies Act, 2013, with the Public Issue Account Bank(s) to receive money from the Escrow Accounts and from the ASBA Accounts on the Designated Date. |
| QIB Portion | The portion of the Issue (including the Anchor Investor Portion) being not more than 50% of the Issue, consisting of [●] Equity Shares of face value ₹10 each which shall be allocated to QIBs, including the Anchor Investors (which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the BRLMs up to a limit of 60% of the QIB Portion) subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price. |
| Qualified Institutional Buyers" or "QIBs" | A qualified institutional buyer, as defined under Regulation 2(1)(ss) of the SEBI ICDR<br>Regulations. However, non-residents which are FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Issue. |
| Red Herring Prospectus or RHP | The red herring prospectus, including any corrigenda or addenda thereto, to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of 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. The red herring prospectus will be filed with the RoC at least three working days before the Bid/ Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date. |
| Refund Account(s) | The 'no-lien' and 'non-interest bearing' account to be opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made |
| Refund Bank(s) | The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being [●]. |

| Term | Description |
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| Registered Broker | Stock brokers registered with the stock exchanges having nationwide terminals other than the members of the Syndicate, and eligible to procure Bids in terms of the circular No. CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI |
| Registrar Agreement | The agreement dated January 20, 2025 entered amongst 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 |
| Registrar and Share Transfer Agents or RTAs | Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations as per the lists available on the website of BSE and NSE, and the UPI Circulars |
| Registrar, or Registrar to the Issue | The Registrar to the Issue namely Bigshare Services Private Limited. |
| Resident Indian | A person resident in India, as defined under FEMA |
| Retail Individual Bidders or RIB(s) or Retail Individual Investors or RII(s) | Individual Bidders (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs) who have Bid for the Equity Shares for an amount not more than ₹0.20 million in any of the Bidding options in the Issue |
| Retail Portion | The portion of the Issue being not less than 35% of the Issue consisting of [●] Equity Shares of face value ₹10 each, which 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 |
| Revision Form | Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount<br>in any of their ASBA Form(s) or any previous Revision Form(s), as applicable<br><br>QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders Bidding in the Retail Portion can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date |
| SCORES | Securities and Exchange Board of India Complaints Redress System, a centralized web based complaints redressal system launched by SEBI vide circular no. CIR/OIAE/1/2014 dated December 18, 2014 |
| Self-Certified Syndicate Bank(s) or SCSB(s) | The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed by SEBI from time to time.<br><br>Applications through UPI in the Issue can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is provided as Annexure 'A' to the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, as updated from time to time. |
| Specified Locations | The Bidding centres where the Syndicate shall accept Bid cum Application Forms from relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time. |
| Sponsor Bank(s) | The Banker(s) to the Issue registered with SEBI which is appointed by the Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the UPI Mandate Requests and / or payment instructions of the RIBs using the UPI Mechanism and carry out any other responsibilities in terms of the UPI Circulars, in this case being [●]. |
| Stock Exchanges | Collectively, BSE Limited and National Stock Exchange of India Limited |

| Term | Description |
|---|---|
| Syndicate Agreement | Agreement to be entered into among our Company, the BRLMs, and the Syndicate Members in relation to collection of Bid cum Application Forms by Syndicate |
| Syndicate Members | Intermediaries (other than BRLM) registered with SEBI who are permitted to accept bids, applications and place orders with respect to the Issue and carry out activities as an underwriter namely, [●] |
| Syndicate or members of the Syndicate | Together, the BRLMs and the Syndicate Members |
| Systemically Important Non-Banking Financial Company or NBFC-SI | Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations |
| Underwriters | [●] |
| Underwriting Agreement | The agreement to be entered into amongst the Underwriters, and our Company on or after the Pricing Date, but prior to filing of the Prospectus |
| UPI | Unified Payments Interface, which is an instant payment mechanism developed by NPCI |
| UPI Bidders | Collectively, individual investors applying as RIBs in the Retail Portion, and individuals applying as Non-Institutional Investors with a Bid Amount of up to ₹ 0.50 million 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.<br><br>Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹ 0.50 million shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity). |
| UPI Circulars | SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard. |
| UPI ID | ID created on UPI for single-window mobile payment system developed by the NPCI |
| UPI Mandate Request | A request (intimating the UPI Bidder by way of a notification on the UPI application, by way of a SMS directing the UPI Bidder to such UPI 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 | The Bidding mechanism that may be used by a UPI Bidder to make a Bid in the Issue in accordance with the UPI Circulars |
| UPI PIN | Password to authenticate UPI transaction |
| Wilful Defaulter | A wilful defaulter, as defined under the SEBI ICDR Regulations |
| Working Day | All days, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Issue Period, Working Day shall mean all days except all Saturdays, Sundays and public holidays on which commercial banks in Mumbai are open for business and (c) the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays in India, as per the circulars issued by SEBI, including the SEBI UPI Circulars |

**Technical/ Industry Related Terms**

| Term | Description |
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| AHTS | Anchor handling tug supply vessel |
| ASEAN | The Association of Southeast Asian Nations |
| BC | Bulk carriers |
| BDI | Baltic Dry Index |
| CAGR | Compound Annual Growth Rate |
| CCON | Cellular container vessel |
| CEZ | Coastal Economic Zones |
| CHT | Chemical tanker |
| CLAP | Comprehensive Logistics Action Plan |
| CMIE | The Centre for Monitoring Indian Economy |
| CPI | Consumer Price Index |
| CPTPP | Comprehensive and Progressive Agreement for Trans-Pacific Partnership |
| Current Ratio (in Times) | Current Ratio is used to provide insight into whether a company can meet its immediate financial obligations using its readily available assets. A ratio above 1 suggests the company has enough assets to cover its short-term debts. |
| CY | Calendar Year (Jan-Dec) |
| Debt Service Coverage Ratio (in Times) | It indicates the company's ability to meet its debt obligations (both principal and interest) with its operating income. |
| Debt to Equity Ratio (in Times) | Debt / Equity ratio is used to measure the financial leverage of the Company. |
| DRB | Dumb pontoon barge |
| DRY | Dry cargo liner |
| EBITDA (₹ in million) | EBITDA provides information regarding the operational efficiency of the business. |
| EBITDA CAGR Fiscal 2022 to Fiscal 2024 (%) | EBITDA CAGR growth provides information regarding the growth of our operational performance for the respective period in CAGR terms. |
| EBITDA Margin (%) | EBITDA Margin is an indicator of the operational profitability and financial performance of our business. |
| ECAR | Ethylene Gas Carrier |
| EFTA | European Free Trade Association |
| ELOG | Ease of Logistics |
| Est., Adv. Est | Estimated, Advance Estimates |
| EXIM | Export-Import |
| F&FRM | Fertilizers and Fertilizer Raw Materials |
| FDI | Foreign Direct Investment |
| Fleet | Fleet includes our fleet of vessels (consisting of barges, mini bulk carriers (MBCs), tug boats and floating cranes) and earthmoving equipment (consisting of material handling machines, excavators, pay loaders, tippers including trailers, tankers and other vehicles) |
| Fixed Tangible Asset Turnover Ratio (in Times) | The Fixed Tangible Asset Turnover Ratio is calculated by dividing the net sales revenue by the total Tangible assets. It evaluates how effectively a company's assets are employed to generate sales, indicating operational efficiency. A higher ratio suggests better utilization of assets in generating revenue. |
| FTA | Free Trade agreements |
| FTWZ | Free Trade Warehousing Zone |
| FY | Fiscal Year/Financial Year (1st April-31st March) |
| GC | Gas carriers |
| GDP | Gross Domestic Product |
| GFCF | Gross fixed capital formation |
| GHG | Green House Gas |
| GMB | Gujarat Maritime boards |
| GST | Goods and Service Tax |
| GT | Gross Tonnage |
| GVA | Gross Value Added |
| GVC | Global Value Chain |
| IDS | Integration of Digital System |
| IFSC | International Financial Services Centre |
| IIP | Index of Industrial Production |
| IMEC | India-Middle East-Europe Economic Corridor |

| Term | Description |
|---|---|
| IMF | International Monetary Fund |
| INR | Indian Rupee |
| IT | Information Technology |
| IWAI | Inland Waterways Authority of India |
| JMVP | Jal Marg Vikas Project |
| LEEP | Logistics Efficiency Enhancement Program |
| LNG | liquefied natural gas |
| LNG | Liquefied Natural Gas |
| LPGT | LPG tanker |
| LPI | Logistics performance index |
| MIV | Maritime India Vision |
| MMT | Million Metric Tonnes |
| Mn, Bn, Tn, Cr | Million, Billion, Trillion, Crore |
| M-o-M | Month on Month |
| MoPSW | Ministry of Ports, Shipping, and Waterways |
| MORTH | Ministry of Road Transport and Highways |
| MOSPI | The Ministry of Statistics and Programme Implementation |
| MoU | Memorandum of Understanding |
| MPSV | Multipurpose Supply Vessels |
| MSV | Maneuver Support Vessel |
| Net Operating Cash Flows (₹ in Lakhs) | It evaluate the company's ability to generate cash from its regular business operations, excluding cash flows related to financing and investing activities. |
| NICDC | National Industrial Corridor Development Corporation |
| NIP | National Infrastructure Pipeline |
| NLP | National Logistics Policy |
| NSO | National Statistics Office |
| Number of Customers served | Volume Cargo Transported is used to measure the capacity of a company in the transportation operations at the ports in the respective period/year. |
| OSS | Offshore Support Vessel |
| OSV | Offshore Supply Vessels |
| P, F | Projected, Forecast |
| PASS | Passenger cum cargo |
| PAT CAGR Fiscal 2022 to Fiscal 2024 (%) | Profit after tax CAGR growth provides information regarding the growth of our operational performance in CAGR terms for the respective period. |
| PAT Margin (%) | PAT Margin is an indicator of the overall profitability and financial performance of our business. |
| PFCE | Private Final Consumption Expenditure |
| PGER | Passenger service |
| PLI | Production Linked Incentive |
| POL | Petroleum, Oil, and Lubricants |
| PPP | Public Private Partnerships |
| Profit after tax (PAT) (₹ in million) | Profit for the year / period provides information regarding the overall profitability of the business. |
| PSV | Platform supply vessel |
| RCEP | Regional Comprehensive Economic Partnership |
| Return on Capital Employed (%) | Return on capital employed provides how efficiently Company generates earnings from the capital employed in the business. |
| Return on Equity (RoE) (%) | Return on equity provides how efficiently Company generates profits from shareholders' funds. |
| Revenue CAGR Fiscal 2022 to Fiscal 2024 (%) | Revenue from operations CAGR growth provides information regarding the growth in terms of business for the respective period in CAGR terms. |
| Revenue from Operations (₹ in million) | Revenue from Operations means addition of revenue from customers and other operating income |
| RoRo | Roll-on/Roll-off |
| SAARC | The South Asian Association for Regional Cooperation |
| SCI | The Shipping Corporation of India |
| SEZ | Special Economic Zone |

| Term | Description |
|---|---|
| SIG | System Improvement Group |
| SMB | State Maritime Boards |
| SOFF | Specialised Vessels for offshore |
| SV | Supply vessel |
| TANC | Oil tanker (crude) |
| TEPA | Trade and Economic Partnership Agreement |
| TKm | Tonnes Kilometers |
| TNAP | Oil tanker (pc) |
| Total Income (₹ in million) | Total Income means addition of revenue from operations and other income |
| TUG | Tug |
| ULIP | Unified Logistics Interface Platform |
| USD | US Dollar |
| Volume of Cargo Handled (in MMTs) | Volume Cargo Handled is used to measure the capacity of a company in the cargo handling operations at the ports in the respective period/year. |
| Volume of Cargo Transported (in MMTs) | Volume Cargo Transported is used to measure the capacity of a company in the transportation operations at the ports in the respective period/year. |
| WPI | Wholesale Price Index |
| y-o-y | Year on Year |

**Conventional and General Terms or Abbreviations**

| Term | Description |
|---|---|
| A/c | Account |
| AGM | Annual general meeting |
| AIF | An alternative investment fund as defined in and registered with SEBI under the SEBI AIF Regulations |
| AS or Accounting Standards | Accounting standards issued by the Institute of Chartered Accountants of India |
| AY | Assessment year |
| B2B | Business-to-Business |
| BSE | BSE Limited |
| CAGR | Compounded Annual Growth Rate |
| Calendar Year / year | Unless the context otherwise requires, shall refer to the twelve-month period ending December 31 |
| CDSL | Central Depository Services (India) Limited |
| CIN | Corporate Identity Number |
| Companies Act, 1956 | Companies Act, 1956, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires |
| Companies Act, 2013 / Companies Act | Companies Act, 2013 and the rules, regulations, notifications, modifications and clarifications thereunder |
| Consolidated FDI Policy | The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any amendments or substitutions thereof, issued from time to time |
| Contract Labour Act | The Contract Labour (Regulation and Abolition) Act, 1970. |
| CSR | Corporate social responsibility |
| Demat | Dematerialised |
| Depositories Act | Depositories Act, 1996 read with the rules and regulations thereunder |
| Depository / Depositories | NSDL and CDSL |
| DIN | Director Identification Number |
| DP ID | Depository Participant's Identification Number |
| DP / Depository Participant | A depository participant as defined under the Depositories Act |
| DPIIT | The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India |
| EBITDA | Earnings before interest, tax, depreciation and amortisation |
| EGM | Extraordinary general meeting |
| EPS | Earnings per share |

| Term | Description |
|---|---|
| EUR | Euro |
| FAQs | Frequently asked questions |
| FCNR | Foreign currency non-resident account |
| FDI | Foreign direct investment |
| FDI Circular or Consolidated FDI Policy | The Consolidated Foreign Direct Investment Policy bearing DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time |
| FEMA | Foreign Exchange Management Act, 1999, including the rules and regulations thereunder |
| FEMA Regulations | Foreign Exchange Management (Transfer of Issue of Security by a Person Resident outside India) Regulations, 2017 |
| FEMA Rules | Foreign Exchange Management (Non-debt Instruments) Rules, 2019 |
| Financial Year / Fiscal / FY / F.Y. | Period of twelve months ending on March 31 on that particular year, unless stated otherwise |
| FI | Financial institutions |
| FPI(s) | A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations |
| Fraudulent Borrower | Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations |
| FVCI | Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI |
| FVCI Regulations | Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000 |
| Fugitive Economic Offender | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018. |
| GAAP | Generally Accepted Accounting Principles |
| GDP | Gross domestic product |
| Central Government / GoI | Government of India |
| GST | Goods and service tax |
| HUF | Hindu undivided family |
| IT Act | The Information Technology Act, 2000 |
| I.T. Act | The Income Tax Act, 1961 |
| ICAI | The Institute of Chartered Accountants of India |
| IFRS | International Financial Reporting Standards of the International Accounting Standards Board |
| Ind AS | Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013 |
| Ind AS Rules | Companies (Indian Accounting Standards) Rules, 2015 |
| Indian GAAP | Generally Accepted Accounting Principles in India, being, accounting principles generally accepted in India including the accounting standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended |
| IPO | Initial public offering |
| IRDAI | Insurance Regulatory and Development Authority of India |
| IT | Information technology |
| MCA | Ministry of Corporate Affairs, Government of India |
| MCLR | Marginal cost of fund-based lending rate |
| Mn / mn | Million |
| MCA | Ministry of Corporate Affairs, Government of India |
| N.A / NA | Not applicable |
| NACH | National Automated Clearing House |
| National Investment Fund | National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India |

| Term | Description |
|---|---|
| NAV | Net asset value |
| NBFC | Non-Banking Financial Companies |
| NBFC - SI | Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations. |
| NCLT | National Company Law Tribunal |
| NEFT | National electronic fund transfer |
| Negotiable Instruments Act | The Negotiable Instruments Act, 1881 |
| Non-Resident | A person resident outside India, as defined under FEMA |
| NPCI | National payments corporation of India |
| NRE Account | Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016 |
| NRI/ Non-Resident Indian | A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955 |
| NRO Account | Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016 |
| NSDL | National Securities Deposit Limited |
| NSE | National Stock Exchange of India Limited |
| OCB/ Overseas Corporate Body | A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date had taken benefits under the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue |
| p.a. | Per annum |
| P/E Ratio | Price/earnings ratio |
| PAN | Permanent account number allotted under the I.T. Act |
| PAT | Profit After Tax |
| R&D | Research and development |
| RBI | Reserve Bank of India |
| Regulation S | Regulation S under the U.S. Securities Act |
| RONW | Return on net worth |
| Rs. / Rupees/ ₹ / INR | Indian Rupees |
| RTGS | Real time gross settlement |
| SCORES | SEBI Complaints Redress System |
| SCRA | Securities Contracts (Regulation) Act, 1956 |
| SCRR | Securities Contracts (Regulation) Rules, 1957 |
| SEBI | Securities and Exchange Board of India constituted under the SEBI Act |
| SEBI Act | Securities and Exchange Board of India Act, 1992 |
| SEBI AIF Regulations | Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 |
| SEBI BTI Regulations | Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 |
| SEBI FPI Regulations | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 |
| SEBI FVCI Regulations | Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 |
| SEBI ICDR Master Circular | SEBI master circular (SEBI/HO/CFD/PoD-1/P/CIR/2024/0154) dated November 11, 2024 |
| SEBI ICDR Regulations | Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 |
| SEBI Insider Trading Regulations | Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 |
| SEBI Listing Regulations | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| SEBI Merchant Bankers Regulations | Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 |

| Term | Description |
|---|---|
| SEBI Mutual Funds Regulations | Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 |
| SEBI Takeover Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 |
| SEBI SBEB Regulations | Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 |
| SEBI VCF Regulations | Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations |
| Specified Securities | Equity shares and/or convertible securities |
| Stamp Act | The Indian Stamp Act, 1899 |
| State Government | Government of a state of India |
| Stock Exchanges | Collectively, the BSE and NSE |
| STT | Securities transaction tax |
| TAN | Tax deduction account number |
| TDS | Tax deducted at source |
| U.S. Securities Act | United States Securities Act of 1933, as amended |
| US GAAP | Generally Accepted Accounting Principles in the United States of America |
| USA/ U.S/ US | The United States of America |
| USD/ US$/ $ | United States Dollars |
| VAT | Value added tax |
| VCFs | Venture capital funds as defined in, and registered with SEBI under, the SEBI VCF Regulations |
| Wilful Defaulter or Fraudulent Borrower | Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations. |

## CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

### Certain Conventions

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

All references in this Draft Red Herring Prospectus to the "US", "U.S." "USA" or "United States" are to the United States of America and its territories and possessions.

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 and references to a Fiscal or a Fiscal Year are to the year ended on March 31, of that 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.

### Financial Data

Unless indicated or the context requires otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus are derived from our Restated Consolidated Financial Information. The Restated Consolidated Financial statements of our Company and our Subsidiaries, comprising of restated consolidated statement of assets and liabilities as at and for the six months period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income) for the six months period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statement of cash flows for the six months period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and restated consolidated statement of changes in equity for the six months period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, together, with the Basis of Preparation and Material Accounting Policies and other explanatory information, compiled from the Special Purpose consolidated Ind AS financial statements of our Company and its Subsidiaries as at and for the six months period ended September 30, 2024 and for the financial years ended March 31, 2024 and March 31, 2023, Special Purpose Ind AS financial statements of the Company as at and for the financial year ended March 31, 2022, prepared in accordance with Ind AS and other accounting principles generally accepted in India, restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, Explanation (ii) to Regulation 6 and 7 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI, as amended. See "*Summary of Restated Financial Information*" and "*Financial Information*" on pages 78 and 246, respectively.

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year and accordingly, all references to a particular financial year are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Our Restated Financial Information have been prepared in accordance with Ind AS. There are significant differences between International Financial Reporting Standards ("**IFRS**") and Generally Accepted Accounting Principles in the United States of America ("**U.S. GAAP**"). The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act 2013, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India. Accordingly, any reliance by persons not familiar with Ind AS, the Companies Act 2013, the SEBI ICDR Regulations, the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial information to those under U.S. GAAP or IFRS and we urge you to consult your own advisors regarding such differences and their impact on our financial information. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS see "*Risk Factor No. 50. Significant differences exist between Ind-AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements prepared and presented in accordance with Ind-AS contained in this Draft Red Herring Prospectus*." on page 69.

Certain additional financial information pertaining to our Group Companies are derived from their respective audited financial statements.

Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All decimals, including percentages, have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Red Herring Prospectus as rounded off to such number of decimal points as provided in their respective sources.

**Non-GAAP Financial Measures**

Certain Non-GAAP Measures relating to our operations and financial performance including EBIT, EBITDA, EBITDA Margin, PAT, PAT Margin, ROE, ROCE, Fixed Tangible Asset Turnover Ratio, Debt to Equity Ratio, Debt Service Coverage Ratio and Current Ratio ("**Non-GAAP Measures**") have been included in this Draft Red Herring Prospectus. We compute and disclose such Non-GAAP Measures relating to our financial performance as we consider such information to be supplemental and useful measures of our business and financial performance. These Non-GAAP Measures and other information relating to financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore, may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by generally accepted accounting principles, including Ind AS and may not be comparable to similarly titled measures presented by other companies.

**Currency and Units of Presentation**

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

All the figures in this Draft Red Herring Prospectus have been presented in million or in whole numbers where the numbers have been too small to present in million, unless stated otherwise. One million represents 1,000,000 and one billion represents 1,000,000,000. Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All figures in decimals have been rounded off to the second decimal. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third-party industry sources may be expressed in denominations other than million or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

**Exchange Rates**

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

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and the other currencies used in the Draft Red Herring Prospectus:

*(Amount in ₹)*

| Currency | Exchange rate* | | | |
|---|---|---|---|---|
| | September 30, 2024 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| USD | 83.79 | 83.37 | 82.22 | 75.81 |

*(Source www.fbil.org.in)*
*Note: Exchange rate is rounded off to two decimal point.*
**In the event that any of the aforementioned date is a public holiday, the previous calendar day not being a public holiday has been considered.*

**Industry and market Data**

Unless stated otherwise, information pertaining to the industry in which our Company operates in, contained in this Draft Red Herring Prospectus is derived from the *'Indian Shipping and Logistics Industry Report'* which has been exclusively commissioned and paid for by our Company, pursuant to an engagement letter dated July 24, 2024, for the purpose of understanding the industry in connection with this Issue, since no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's services, that may be similar to the D&B Report. This Draft Red Herring Prospectus contains certain data and statistics from the D&B Report, which is available on the website of our Company at www.shreejishipping.in.

Dun & Bradstreet Information Services India Private Limited is an independent agency which has no relationship with our Company, our Promoters, any of our Directors, Key Managerial Personnel, Senior Management or the Book Running Lead Managers.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but accuracy, completeness and underlying assumptions of such third-party sources are not guaranteed. Although the industry and market data used in this Draft Red Herring Prospectus is reliable, the data used in these sources may have been re-classified by us for the purposes of presentation however, no material data in connection with the Issue has been omitted. Data from these sources may also not be comparable. Further, D&B has confirmed that to the best of its knowledge no consent is required from any Government or other source from which any information is used in the D&B Report.

The D&B Report is subject to the following disclaimer:

*"This study has been undertaken through extensive secondary research, which involves compiling inputs from publicly available sources, including official publications and research reports. Estimates provided by Dun & Bradstreet ("**Dun & Bradstreet**") and its assumptions are based on varying levels of quantitative and qualitative analysis including industry journals, company reports and information in the public domain.*

*Dun & Bradstreet has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. We believe that this study presents a true and fair view of the industry within the limitations of, among others, secondary statistics, and research, and it does not purport to be exhaustive. The results that can be or are derived from these findings are based on certain assumptions and parameters/conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged.*
*Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.*

*The recipient should conduct its own investigation and analysis of all facts and information contained in this report is a part and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. The recipients should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction."*

For details of risks in relation to commissioned reports, see "*Risk Factor No. 42. Certain sections of this Draft Red Herring Prospectus contain information from the Dun & Bradstreet Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Issue is subject to inherent risks*" on page 67. Accordingly, no investment decision should be made solely on the basis of such information.

In accordance with the SEBI ICDR Regulations, "*Basis for Issue Price*" beginning on page 115 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified herein. Accordingly, no investment decision should be made solely on the basis of such information.

## FORWARD LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain statements which are not statements of historical facts and may be described as "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", 'are likely', "believe", "continue", "expect", "estimate", "intend", "will likely", "likely to", "may", "seek to", "shall", "objective", "plan", "project", "propose", "will", "will continue", "will pursue", "will achieve", "can", "could", "goal", "should" or other words or phrases of similar import. Similarly, statements that describe our Company's strategies, objectives, plans or goals are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. However, these are not the exclusive means of identifying forward looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Draft Red Herring Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry 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 globally which have an impact on our business activities, investments, or the industry in which we operate, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations, taxes, changes in competition in the industry in which we operate and incidents of any natural calamities and/or acts of violence. Certain important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- We derive a significant portion of our revenue from operations from our top ten customers, with our single largest customer contributing more than 17.39%, of our revenue from operations as on September 30, 2024. Loss of any of these customers or a reduction in purchases by any of them could adversely affect our business, results of operations and financial condition.
- We are dependent on the performance of industries in which our customers operate and fluctuations in the performance of such industries may result in a loss of such customers, a decrease in the volume of work we undertake or the price at which we offer our services.
- Our success depends on our ability to generate sufficient freight volumes and optimise revenue to achieve desired profit margins and avoid losses. Any failure on our part to achieve desired operating or net profit margins could have an adverse impact on our business, results of operations and financial condition.
- We face significant competition from domestic and international shipping and logistic which may lead to a reduction in our market share, which in turn may adversely affect our business, results of operations, financial condition and cash flows.
- We are subject to various risks associated with transportation and we may face claims relating to loss or damage to cargo, personal injury claims or other operating risks that are not adequately insured.
- Our success largely depends upon the knowledge and experience of our Promoters, Directors, Key Managerial Personnel and Senior Management as well as our ability to attract and retain personnel with technical expertise. Our inability to retain our Directors, Key Managerial Personnel and Senior Management or our ability to attract and retain other personnel with technical expertise could adversely affect our business, results of operations and financial condition.
- Any disruptions which affect our ability to utilize our transportation network in an uninterrupted manner could result in delays, additional costs or a loss of reputation or profitability.
- Our operations may be subject to strikes and work stoppages by our employees and are also susceptible to risks relating to compliance with labour laws, either of which could result in an increase in our employee benefits expense impacting our profitability.
- Our cargo handling services are dependent on the ports and jetties on which we provide our services. Majority of these ports and jetties are situated across the west coast of India. Any adverse developments affecting our

operations in such ports and jetties, could have an adverse impact on our business, financial condition, results of operations and cash flows.

- Upgrading or renovation works or physical damage to our vessels and earthmoving equipment may disrupt our operations and adversely affect our business, cash flows, and results of operations.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 35, 178 and 332 respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

Forward-looking statements reflect the current views of our Company 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, assumptions, current plans, estimates and expectations, 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, our Promoters, the Book Running Lead Managers, the Syndicate Members nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Share forming part of the Issue from the date of this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges

## SUMMARY OF THE ISSUE DOCUMENT

*The following is a general summary of the terms of the Issue included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring 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 the sections titled "Risk Factors", "The Issue", "Capital Structure", "Objects of the Issue", "Industry Overview", "Our Business", "Our Promoters and Promoter Group", "Financial Information", "Outstanding Litigation and Other Material Developments" and "Issue Procedure" on pages 35,* 76, 92, 104, 129, 178, 237, 246, 378 and 409 *respectively of this Draft Red Herring Prospectus.*

### Summary of Primary business of our Company

Our company provides shipping and logistic solution for dry bulk cargo at various Ports and Jetties at India and Sri Lanka. As of September 30, 2024, we have fleet of more than 75 vessels (consisting of barges, mini bulk carriers (MBCs), tug boats and floating cranes) and more than 380 earthmoving equipment (consisting of material handling machines, excavators, pay loaders, tippers including trailers, tankers and other vehicles) in services of our clients. We have a legacy of more than two and half decades in the shipping and logistic industry with prominent experience in cargo handling, transportation, fleet chartering and equipment rentals and other ancillary services. We offer comprehensive shipping and logistic solutions for dry bulk cargo, including cargo handling and transportation services. Under our cargo handling segment, we provide STS (Ship to Ship) Lighterage, Stevedoring and other port services including cargo management services. Further, as a part of logistic supply chain, we also provide transportation services for dry bulk cargo including port to premise drop-off and vice versa

### Summary of the Industry in which our Company operates

According to D&B Report, the cargo handled at ports in India is expected to grow at a CAGR of 10.80% from 1,540 MMTs of cargo in Fiscal 2024 and to 2,849 MMTs in Fiscal 2030. Further, total cargo handled by ports situated in Gujarat is expected to increase from 317.20 MMTs in Fiscal 2024 to 720 MMTs in Fiscal 2030, representing CAGR of 17.50%. India has a vast coastline of 7,516.6 km, supporting the waterways freight movement and coastal economic activities through 12 major ports and 217 minor ports as of as of FY 2024. However, amongst minor port, cargo handling activities in India takes place through 78 Non-Major Ports while others are used for fishing purpose. The major ports fall under the administration of the central government of India and the minor/non-major ports are under the state administration. In terms of number of ports, Gujarat ranks second after Maharashtra and with the one major port name: Deendayal Port (Kandla) and about 48 minor ports. The minor ports in Gujarat, are strategically positioned to support the movement of specialized cargo like coal and minerals.

India's logistics sector, one of the largest globally, is vital to the nation's economic growth. It links various economic elements and encompasses transportation, warehousing, and other supply chain solutions ranging from the suppliers to the end-customers. India's logistics industry has experienced a transformative journey, fueled by the liberalization of the economy in the 1990s, which opened doors to increased international trade and foreign investments. With a vast coastline, well-developed ports, and a strategic location, India has become an attractive destination for optimizing global supply chain networks. *(Source: Dun & Bradstreet Report)*

### Our Promoters

Our Promoters are Ashokkumar Haridas Lal and Jitendra Haridas Lal. For further details, see "*Our Promoters and Promoter Group*" on page 237.

### Issue Size

| | |
|---|---|
| **Issue of Equity Shares[1]** | Up to 20,000,000 Equity Shares of ₹ 10 each, for cash at price ₹ [●] per Equity Share (including a share premium of [●] per Equity Share) aggregating up to ₹ [●] million |

*Notes:*
1. *The Issue has been authorized by a resolution of our Board passed at its meeting held on December 02, 2024 and by a special resolution of our Shareholders passed at their meeting held on December 02, 2024.*

For further details of the issue, see "*The Issue*" and "*Issue Structure*" on pages 76 and 405, respectively. The Issue shall constitute [●] % of the post Issue paid up Equity Share capital of our Company.

**Objects of the Issue**

The Net Proceeds are proposed to be used by our Company in accordance with the details set forth below:

| Particulars | Estimated amount (₹ in million) | Estimated amount as a percentage of Net Proceeds (%) |
|---|---|---|
| Acquisition of Dry Bulk Carriers in Supramax category in the secondary market ("**Acquisition of Vessels**") | 2,894.34 | [●] |
| Pre-payment/ re-payment, in part or full, of certain outstanding borrowings availed by our Company | 195.07 | [●] |
| General Corporate Purposes(1)(2) | [●] | [●] |
| **Total(1)(2)** | **[●]** | **[●]** |

*Notes:*
*(1) To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.*
*(2) The amount to be utilized for general corporate purposes will not exceed 25% of the Gross Proceeds.*

For further details, see "*Objects of the Issue*" on page 104.

**Aggregate Pre-Issue and Post-Issue shareholding of our Promoters and the Promoter Group (other than our Promoters) as a percentage of the pre-Issue paid-up Equity Share Capital and post-Issue paid-up Equity Share Capital**

1. The aggregate pre-Issue and post-issue shareholding of our Promoters, as a percentage of the pre-Issue paid-up Equity Share capital and post Issue paid-up Equity Share capital of our Company is set out below:

| Name of the Shareholder | Equity Shares of face value of ₹ 10 each | Percentage of pre-Issue paid-up equity share capital (%) | Equity Shares of face value of ₹ 10 each | Percentage of post-Issue paid-up equity share capital (%)* |
|---|---|---|---|---|
| Ashokkumar Haridas Lal | 68,178,418 | 46.50 | [●] | [●] |
| Jitendra Haridas Lal | 68,178,418 | 46.50 | [●] | [●] |
| **Total** | **136,356,836** | **93.00** | [●] | [●] |

**To be updated at the time of Prospectus.*

2. The aggregate pre-Issue and post-issue shareholding of the members of the Promoters Group (other than our Promoter), as a percentage of the pre-Issue paid-up Equity Share capital and post Issue paid-up Equity Share capital of our Company is set out below:

| Name of the Shareholder | Equity Shares of face value of ₹ 10 each | Percentage of pre-Issue paid-up equity share capital (%) | Equity Shares of face value of ₹ 10 each | Percentage of post-Issue paid-up equity share capital (%) |
|---|---|---|---|---|
| Kamalben Jitendrakumar Lal | 2,932,405 | 2.00 | [●] | [●] |
| Krishnaraj Jitendrakumar Lal | 1,466,204 | 1.00 | [●] | [●] |
| Deenaben Ashokkumar Lal | 1,466,203 | 1.00 | [●] | [●] |
| Mitesh Ashokkumar Lal | 1,466,203 | 1.00 | [●] | [●] |

| Name of the Shareholder | Equity Shares of face value of ₹ 10 each | Percentage of pre-Issue paid-up equity share capital (%) | Equity Shares of face value of ₹ 10 each | Percentage of post-Issue paid-up equity share capital (%) |
|---|---|---|---|---|
| Viraj Ashokkumar Lal | 1,466,203 | 1.00 | [●] | [●] |
| Ashok Lal family beneficiary trust | 733,100 | 0.50 | [●] | [●] |
| Jitendra Lal family beneficiary trust | 733,100 | 0.50 | [●] | [●] |
| **Total** | **10,263,418** | **7.00** | [●] | [●] |

**To be updated at the time of Prospectus.*

For further details, see "*Capital Structure*" on page 92.

**Summary of Restated Financial Information:**

*(in ₹ million except per share data)*

| Particulars | As at and for the six months ended September 30, 2024 | As at and for the Fiscal ended March 31, 2024 | As at and for the Fiscal ended March 31, 2023 | As at and for the Fiscal ended March 31, 2022 |
|---|---|---|---|---|
| Equity Share Capital | 1,466.20 | 1.00 | 1.00 | 1.00 |
| Net Worth(1) | 2,971.78 | 3,151.83 | 2,558.07 | 1,529.71 |
| Total Borrowings(2) | 2,645.43 | 1,588.84 | 1,754.51 | 2,349.71 |
| Total Income(3) | 3,009.77 | 7,361.74 | 8,273.29 | 5,726.20 |
| Profit After Tax | 805.35 | 1,245.12 | 1,188.85 | 834.62 |
| Earnings per share (basic) (in ₹)(4) | 5.49* | 8.49 | 8.11 | 5.69 |
| Earnings per share (diluted) (in ₹)(5) | 5.49* | 8.49 | 8.11 | 5.69 |
| Net Asset Value per equity share (in ₹)(6) | 20.27 | 21.50 | 17.45 | 10.43 |

*Notes:*

*(1) Net worth shall mean the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write -back of depreciation and amalgamation.*

*(2) Total borrowings consists of current (including current maturities of long-term borrowings) and non-current borrowings.*

*(3) Total Income consists of revenue from operations and other income.*

*(4) Basic Earnings per Equity Share (₹) = Restated consolidated profit for the period/year divided by Weighted average number of equity shares outstanding during the year/ period.*

*(5) Diluted Earnings per Equity Share (₹) = Restated consolidated profit for the period/year divided by Weighted average number of diluted equity shares outstanding during the year/ period, as adjusted for the effects of all dilutive potential Equity Shares.*

*(6) Net Asset Value per Share represents Net worth divided by the numbers of shares outstanding at the end of respective year. The number of shares outstanding at the end of reporting period has been adjusted by giving effect of bonus issuance subsequent to respective balance sheet dates for all periods presented.*

For further details, see "*Summary of Financial Information*" and "*Other Financial Information*" on page 78 and 246.

**Qualifications of the Auditors which have not been given effect to in the Restated Financial Information**

There are no qualifications from the Statutory Auditors in the examination report that have not been given effect to in the Restated Financial Information.

**Summary of Outstanding Litigation and Material Developments**

A summary of outstanding litigation proceedings of our Company, Directors, Promoters and Subsidiaries as disclosed in "*Outstanding Litigation and Material Developments*" on page 378, in terms of the SEBI ICDR

Regulations and the materiality policy approved by our Board pursuant to resolution dated December 02, 2024 as of the date of this Draft Red Herring Prospectus is set forth below:

*(in ₹ million, unless otherwise specified)*

| Name | Criminal proceedings | Tax proceedings | Statutory or regulatory actions | Disciplinary actions by the SEBI or Stock Exchanges against our Promoters | Material civil litigation | Aggregate* amount involved (*₹ in millions*) |
|---|---|---|---|---|---|---|
| **Company** | | | | | | |
| By our Company | 24 | Nil | Nil | Nil | 1 | 109.13 |
| Against our Company | Nil | 9 | Nil | Nil | 1 | 413.29 |
| **Directors (*other than our Promoters*)** | | | | | | |
| By our Directors | Nil | Nil | Nil | Nil | Nil | Nil |
| Against our Directors | Nil | Nil | Nil | Nil | Nil | Nil |
| **Promoters** | | | | | | |
| By our Promoters | 123 | Nil | Nil | Nil | Nil | 97.21 |
| Against our Promoters | Nil | Nil | Nil | Nil | Nil | Nil |
| **Subsidiaries** | | | | | | |
| By our Subsidiaries | Nil | Nil | Nil | Nil | Nil | Nil |
| Against our Subsidiaries | Nil | Nil | Nil | Nil | Nil | Nil |

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigation proceedings involving our Group Company which may have a material impact on our Company as on the date of this Draft Red Herring Prospectus.

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" beginning on page 378.

**Risk Factors**

Specific attention of the investors is invited to "*Risk Factors*" on page 35. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. Details of our top 10 risk factors are set forth below:

- We derive a significant portion of our revenue from operations from our top ten customers, with our single largest customer contributing more than 17.39%, of our revenue from operations as on September 30, 2024. Loss of any of these customers or a reduction in purchases by any of them could adversely affect our business, results of operations and financial condition.
- We are dependent on the performance of industries in which our customers operate and fluctuations in the performance of such industries may result in a loss of such customers, a decrease in the volume of work we undertake or the price at which we offer our services.
- Our success depends on our ability to generate sufficient freight volumes and optimise revenue to achieve desired profit margins and avoid losses. Any failure on our part to achieve desired operating or net profit margins could have an adverse impact on our business, results of operations and financial condition.
- We face significant competition from domestic and international shipping and logistic which may lead to a reduction in our market share, which in turn may adversely affect our business, results of operations, financial condition and cash flows.

- We are subject to various risks associated with transportation and we may face claims relating to loss or damage to cargo, personal injury claims or other operating risks that are not adequately insured.
- Our success largely depends upon the knowledge and experience of our Promoters, Directors, Key Managerial Personnel and Senior Management as well as our ability to attract and retain personnel with technical expertise. Our inability to retain our Directors, Key Managerial Personnel and Senior Management or our ability to attract and retain other personnel with technical expertise could adversely affect our business, results of operations and financial condition.
- Any disruptions which affect our ability to utilize our transportation network in an uninterrupted manner could result in delays, additional costs or a loss of reputation or profitability.
- Our operations may be subject to strikes and work stoppages by our employees and are also susceptible to risks relating to compliance with labour laws, either of which could result in an increase in our employee benefits expense impacting our profitability.
- Our cargo handling services are dependent on the ports and jetties on which we provide our services. Majority of these ports and jetties are situated across the west coast of India. Any adverse developments affecting our operations in such ports and jetties, could have an adverse impact on our business, financial condition, results of operations and cash flows.
- Upgrading or renovation works or physical damage to our vessels and earthmoving equipment may disrupt our operations and adversely affect our business, cash flows, and results of operations.

**Summary of Contingent Liabilities**

As of September 30, 2024, contingent liabilities as per Ind AS 37 as indicated in our Financial Information are as follows:

*(₹ in million)*

| **Particulars** | **For the six months ended September 30, 2024** | **Fiscal 2024** | **Fiscal 2023** | **Fiscal 2022** |
|---|---|---|---|---|
| **a) Contingent Liabilities** | | | | |
| Tax Litigations* | 302.67 | 275.01 | 273.29 | 273.29 |
| Bank guarantees for performance, Earnest Money & Security Deposits | 57.28 | 57.28 | 57.28 | 57.28 |
| Arbitration Proceedings** | 130.29 | 130.29 | 130.29 | 130.29 |
| Motor Vehicle Accident Litigations | 4.50 | 4.50 | 3.00 | 3.00 |
| **b) Commitments** | | | | |
| Amount payable for investment made in wholly- owned subsidiary# | 30.00 | Nil | Nil | Nil |

** The company has an outstanding demand of ₹ 17,17,134/- for AY 2018-19. Against which the company has filed an appeal before ITAT, Rajkot on April 17, 2023 and the same is pending as on 30.09.2024.*
**The company has two (2) outstanding demands of service tax aggregating ₹ 24,33,14,170/- for the period from 01-07-2003 to 30-06-2010. Order of the same was received in our favour by CESTAT however the department has filed an appeal before Supreme Court and the same is under process.*
**The company has three (3) outstanding demands of CENVAT credit aggregating ₹ 2,99,76,907/- for the period from 01-10-2012 to 30-10-2017 and the same is pending before the department.*
**The company has received an show cause notice on 01.08.2024 under Goods and Services taxes aggregating ₹ 2,76,58,303/- for the period from 01-04-2018 to 31-03-2021 and the same is pending before the department.*
*** The Company is currently in arbitration proceedings with Amit Acetylene, involving a disputed amount of ₹2,02,86,563. The jurisdiction for this matter lies with the National Company Law Tribunal (NCLT), Ahmedabad. The Company awaits the decision from the Ahmedabad Arbitration Centre, which is currently pending.*
*** The Company is currently engaged in arbitration proceedings with Vedanta Limited, involving a disputed amount of ₹11,00,00,000. The jurisdiction for this matter lies with the High Court of Delhi. The Company awaits the decision from the Delhi International Arbitration Centre, which is currently pending.*
*# The Company Shreeji Global IFSC Private Limited a wholly owned subsidiary of Shreeji Shipping Global Private Limited was incorporated on 31/08/2024. Since it is proposed to carryout its object of Ship Leasing in GIFT City, Gandhinagar under IFSCA Regulations, we are under process of applying for the IFSC Registration. Once the registration is being received, after that the company will proceed for the Bank Account Opening and further Credit of Subscription entries. This Compliances will be done within the stipulated time given under the Companies Act, 2013*

For further details of contingent liabilities, see "*Restated Financial Information–Note 43– Contingent liabilities and commitments*" on page 246.

**Summary of Related Party Transactions**

Summary of the related party transactions of our Company for the six months period ended September 30, 2024 and Financial Year ended March 31, 2024, 2023 and 2022, as per Ind AS 24 – Related Party Disclosures read with the SEBI ICDR Regulations, derived from Restated Financial Information read with SEBI ICDR Regulations are set forth in the table below:

*(In ₹ million)*

| **Transactions with Related Parties:** | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Particulars** | **For the six month period ended 30 Sep 2024** | **% of Revenue from Operations** | **For the year ended 31 March 2024** | **% of Revenue from Operations** | **For the year ended 31 March 2023** | **% of Revenue from Operations** | **For the year ended 31 March 2022** | **% of Revenue from Operations** |
| **Sales** | | | | | | | | |
| Siddhi Marine Services LLP | 10.42 | 0.35% | 37.19 | 0.51% | 107.55 | 1.30% | 205.64 | 3.60% |
| Shreeji Shippers Private Limited | 5.55 | 0.19% | 22.20 | 0.30% | 25.74 | 0.31% | - | - |
| Krishna Roadways | 1.10 | 0.04% | 0.02 | 0.00% | 0.01 | 0.00% | 0.66 | 0.01% |
| Shreeji Petroleum | 18.89 | 0.63% | 4.80 | 0.07% | 47.36 | 0.57% | 54.14 | 0.95% |
| Shreeji Shipping Services (I) Ltd. | 19.79 | 0.66% | 343.38 | 4.70% | 924.93 | 11.18% | - | 0.00% |
| Krishnaraj Shipping Co. Ltd. | 5.87 | 0.20% | 30.08 | 0.41% | 381.77 | 4.62% | 18.32 | 0.32% |
| Alfalal Shipping Pvt. Ltd. | 15.85 | 0.53% | 4.93 | 0.07% | 9.99 | 0.12% | 0.40 | 0.01% |
| Shakti Clearing Agency Pvt. Ltd. | - | - | 68.72 | 0.94% | 45.71 | 0.55% | 39.14 | 0.68% |
| Shreeji Coke and Energy Pvt. Ltd. | 5.55 | 0.19% | 22.20 | 0.30% | 25.74 | 0.31% | - | - |
| **Cargo Handling Expense** | | | | | | | | |
| N.K. Parmar & Co. | 0.60 | 0.02% | 0.29 | 0.00% | 0.65 | 0.01% | 4.42 | 0.08% |
| Siddhi Marine Services LLP | 23.90 | 0.80% | 64.79 | 0.89% | 263.98 | 3.19% | 272.04 | 4.76% |
| Kamalben J Lal | - | - | 0.24 | 0.00% | 0.90 | 0.01% | 1.05 | 0.02% |
| Viraj A Lal | - | - | 2.20 | 0.03% | 1.40 | 0.02% | 2.21 | 0.04% |
| Shreeji Petroleum | 2.40 | 0.08% | 27.24 | 0.37% | 18.14 | 0.22% | 12.49 | 0.22% |
| Shreenath Petroleum | 4.35 | 0.15% | 26.89 | 0.37% | 26.02 | 0.31% | 16.00 | 0.28% |
| Krishnaraj Jitendra Lal | - | - | 0.24 | 0.00% | 0.88 | 0.01% | 0.40 | 0.01% |
| Siddhi Wind Energy Pvt. Ltd. | - | - | - | - | 1.83 | 0.02% | 1.23 | 0.02% |
| Shreeji Coke and Energy Pvt. Ltd. | 0.94 | 0.03% | - | - | 0.24 | 0.00% | 3.10 | 0.05% |
| Shreeji Fuel Station | 2.33 | 0.08% | 28.87 | 0.40% | 29.15 | 0.35% | 2.85 | 0.05% |
| Shreeji Holiday Hotels Pvt. Ltd. | - | - | 1.26 | 0.02% | 1.80 | 0.02% | - | - |
| USL Lanka Logistics (Pvt.) Ltd. | - | - | - | - | 0.53 | 0.01% | - | - |
| Shreeji Shipping Lanka Private Limited | - | - | 4.62 | 0.06% | 24.67 | 0.30% | 9.94 | 0.17% |
| Shreeji Shipping Services (I) Ltd. | 65.74 | 2.20% | 155.82 | 2.13% | 218.22 | 2.64% | 48.73 | 0.85% |
| Krishnaraj Shipping Co. Ltd. | 15.93 | 0.53% | 48.53 | 0.66% | 88.62 | 1.07% | 57.16 | 1.00% |
| Alfalal Shipping Pvt. Ltd. | - | 0.00% | 146.20 | 2.00% | 85.15 | 1.03% | 30.35 | 0.53% |
| Shakti Clearing Agency Pvt. Ltd. | 5.04 | 0.17% | 2.30 | 0.03% | 0.78 | 0.01% | - | 0.00% |
| **Rent Expenses** | | | | | | | | |
| Amidhara Builders Pvt. Ltd. | - | - | 0.04 | 0.00% | 1.97 | 0.02% | 0.04 | 0.00% |

| Transactions with Related Parties: | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Particulars** | **For the six month period ended 30 Sep 2024** | **% of Revenue from Operations** | **For the year ended 31 March 2024** | **% of Revenue from Operations** | **For the year ended 31 March 2023** | **% of Revenue from Operations** | **For the year ended 31 March 2022** | **% of Revenue from Operations** |
| Khorshed Buildcon Pvt. Ltd. | 0.05 | 0.00% | 0.09 | 0.00% | 0.09 | 0.00% | 0.09 | 0.00% |
| Kamalben J Lal | 0.05 | 0.00% | 0.53 | 0.01% | 0.53 | 0.01% | 0.57 | 0.01% |
| Manjulaben H Lal | - | - | 0.36 | 0.00% | 0.67 | 0.01% | 0.36 | 0.01% |
| Viraj A Lal | - | - | 0.42 | 0.01% | 0.42 | 0.01% | 0.42 | 0.01% |
| Sarthak Buildcon Pvt. Ltd. | - | - | 0.05 | 0.00% | 1.91 | 0.02% | 0.05 | 0.00% |
| Krishnaraj Jitendra Lal | 0.04 | 0.00% | 0.50 | 0.01% | 0.50 | 0.01% | 0.62 | 0.01% |
| Viraj Buildcon Pvt. Ltd. | - | - | 0.23 | 0.00% | 0.02 | 0.00% | 0.02 | 0.00% |
| Jitendra Haridas Lal | 0.11 | 0.00% | 0.92 | 0.01% | 0.74 | 0.01% | 0.72 | 0.01% |
| Ashokkumar Haridas Lal | - | - | 0.38 | 0.01% | 0.50 | 0.01% | 0.50 | 0.01% |
| **Interest On loan** | | | | | | | | |
| Ashok Kumar Haridas Lal (HUF) | - | - | 1.64 | 0.02% | 1.47 | 0.02% | 1.43 | 0.03% |
| Jitendra H Lal (HUF) | - | - | 1.20 | 0.02% | 1.05 | 0.01% | 0.87 | 0.02% |
| Kamalben J Lal | - | - | 0.67 | 0.01% | 0.22 | 0.00% | - | - |
| Mitesh A Lal | - | - | 3.42 | 0.05% | 3.23 | 0.04% | - | - |
| Narottamka Commodities Pvt. Ltd. | 11.98 | 0.40% | 24.81 | 0.34% | 33.12 | 0.40% | 35.56 | 0.62% |
| Trincass Vyapar Pvt. Ltd. | 23.34 | 0.78% | 35.55 | 0.49% | 54.03 | 0.65% | 57.47 | 1.00% |
| Krishnaraj Jitendra Lal | - | - | 4.50 | 0.06% | 2.10 | 0.03% | - | - |
| Dinaben A Lal | - | - | 1.04 | 0.01% | 1.57 | 0.02% | 1.50 | 0.03% |
| **Transportation Expense** | | | | | | | | |
| Krishna Roadways | 9.64 | 0.32% | 19.56 | 0.27% | 14.08 | 0.17% | 10.82 | 0.19% |
| **Salary expense** | | | | | | | | |
| Krishnaraj Jitendra Lal | - | - | 17.65 | 0.24% | - | - | - | - |
| **Travel & Conveyance Expense** | | | | | | | | |
| Aatithya Complex & Motels Pvt. Ltd. | - | - | 0.57 | 0.01% | 0.39 | 0.00% | 0.10 | 0.00% |
| Krishnaraj Buildcon Pvt. Ltd. | 0.28 | 0.01% | 0.72 | 0.01% | 1.29 | 0.02% | 28.66 | 0.50% |
| Shreeji Aviation Pvt. Ltd. | 1.47 | 0.05% | 1.07 | 0.01% | 40.60 | 0.49% | 1.73 | 0.03% |
| **Advertisement and Promotion Expense** | | | | | | | | |
| Shreeji News Publication (Guj) Pvt. Ltd. | - | - | 0.14 | 0.00% | 0.37 | 0.00% | 0.64 | 0.01% |
| **Remuneration** | | | | | | | | |
| Ashokkumar Haridas Lal | - | - | - | - | 5.00 | 0.06% | - | - |

| Transactions with Related Parties: | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Particulars | For the six month period ended 30 Sep 2024 | % of Revenue from Operations | For the year ended 31 March 2024 | % of Revenue from Operations | For the year ended 31 March 2023 | % of Revenue from Operations | For the year ended 31 March 2022 | % of Revenue from Operations |
| | | | | | | | | |
| Jitendra Haridas Lal | - | - | - | - | 5.00 | 0.06% | - | - |
| Harshida Jayesh Bhanushali | 0.47 | 0.02% | 0.93 | 0.01% | 0.78 | 0.01% | 0.72 | 0.01% |
| **Fixed Assets Purchase** | | | | | | | | |
| Shreeji Coke and Energy Pvt. Ltd. | 1.19 | 0.04% | - | - | 0.45 | 0.01% | - | - |
| **Fixed Assets Sale** | | | | | | | | |
| Shreeji Coke and Energy Pvt. Ltd. | 0.04 | 0.00% | - | - | 3.78 | 0.05% | - | - |
| Shreeji Shipping Services (I) Ltd. | 420.00 | 14.03% | - | - | - | - | - | - |
| **Loan taken** | | | | | | | | |
| Ashok Kumar Haridas Lal (HUF) | 0.45 | 0.02% | 0.63 | 0.01% | 0.12 | 0.00% | 1.48 | 0.03% |
| Jitendra H Lal (HUF) | 0.45 | 0.02% | 0.63 | 0.01% | 3.50 | 0.04% | 5.86 | 0.10% |
| Kamalben J Lal | - | - | 13.75 | 0.19% | 4.00 | 0.05% | - | - |
| Mitesh A Lal | 6.15 | 0.21% | 21.00 | 0.29% | 14.00 | 0.17% | 93.00 | 1.63% |
| Narottamka Commodities Pvt. Ltd. | 108.00 | 3.61% | 419.50 | 5.74% | 298.50 | 3.61% | 182.50 | 3.19% |
| Trincass Vyapar Pvt. Ltd. | 596.00 | 19.91% | 1,076.00 | 14.72% | 1,211.00 | 14.64% | 652.00 | 11.40% |
| Shreeji Petroleum | - | - | - | - | 19.23 | 0.23% | 2.47 | 0.04% |
| Krishnaraj Jitendra Lal | 21.10 | 0.70% | 70.64 | 0.97% | 26.17 | 0.32% | 55.00 | 0.96% |
| Dinaben A Lal | 0.57 | 0.02% | 17.06 | 0.23% | 2.75 | 0.03% | 6.76 | 0.12% |
| Ashokkumar Haridas Lal | 1,350.60 | 45.12% | - | - | - | - | - | - |
| Jitendra Haridas Lal | 1,382.01 | 46.17% | - | - | - | - | - | - |
| **Loan Repaid** | | | | | | | | |
| Ashok Kumar Haridas Lal (HUF) | 0.33 | 0.01% | 0.42 | 0.01% | 0.22 | 0.00% | 0.48 | 0.01% |
| Jitendra H Lal (HUF) | 0.09 | 0.00% | 0.27 | 0.00% | 0.36 | 0.00% | 0.32 | 0.01% |
| Kamalben J Lal | 0.55 | 0.02% | 7.28 | 0.10% | 1.58 | 0.02% | - | - |
| Mitesh A Lal | 5.22 | 0.17% | 11.50 | 0.16% | 14.37 | 0.17% | 67.10 | 1.17% |
| Narottamka Commodities Pvt. Ltd. | 88.99 | 2.97% | 459.00 | 6.28% | 257.00 | 3.11% | 337.80 | 5.91% |
| Trincass Vyapar Pvt. Ltd. | 329.26 | 11.00% | 1,015.00 | 13.89% | 1,643.50 | 19.87% | 421.50 | 7.37% |
| Shreeji Petroleum | - | - | - | - | 21.70 | 0.26% | - | - |
| Krishnaraj Jitendra Lal | 36.05 | 1.20% | 49.60 | 0.68% | 21.29 | 0.26% | 52.50 | 0.92% |
| Dinaben A Lal | 0.45 | 0.02% | 0.33 | 0.00% | 0.79 | 0.01% | 12.14 | 0.21% |

| **Transactions with Related Parties:** | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| **Particulars** | **For the six month period ended 30 Sep 2024** | **% of Revenue from Operations** | **For the year ended 31 March 2024** | **% of Revenue from Operations** | **For the year ended 31 March 2023** | **% of Revenue from Operations** | **For the year ended 31 March 2022** | **% of Revenue from Operations** |
| Ashokkumar Haridas Lal | 1,005.73 | 33.60% | - | - | - | - | - | - |
| Jitendra Haridas Lal | 999.88 | 33.40% | - | - | - | - | - | - |

For details of the related party transactions in accordance with Ind AS 24, see "*Restated Financial Information –Note 46 – Related Party Disclosures*" beginning on page 246.

**Financing arrangements**

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives (as defined in Companies Act, 2013) have financed the purchase of any securities of our Company by any other person other than in the normal course of the business of the financing entity during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

**Weighted average price at which the Equity Shares were acquired by our Promoters in the last one year preceding the date of this Draft Red Herring Prospectus**

The weighted average price at which our Promoters acquired the Equity Shares in the last one year preceding the date of this Draft Red Herring Prospectus are as follows:

| Name | Number of Equity Shares acquired | Weighted Average Price* of Equity Shares acquired (₹)^ |
|---|---|---|
| **Promoters** | | |
| Ashokkumar Haridas Lal | 73,310,127 | 11.46 |
| Jitendra Haridas Lal | 73,310,127 | 11.46 |

*^ As certified by the Statutory Auditor, by way of their certificate dated January 24, 2025*
**Weighted average price has been arrived at by considering only the cost of shares allotted to the promoters on account of right issue and bonus issue, i.e., cost paid by promoter for acquisition by way of subscription and bonus issue divided by the total number of equity shares acquired by the above transactions. The selling price of the shares transferred by the respective promoters whether for consideration as cash or other than cash, to others is not netted off while calculating the weighted average cost of acquisition.*

Weighted average cost of acquisition of all equity shares transacted in the three years, 18 months and one year preceding the date of the Draft Red Herring Prospectus:

| Period | Weighted average cost of acquisition per Equity Share (in ₹)^ | Cap Price is 'x' times the weighted average cost of acquisition# | Range of acquisition price per Equity Share: lowest price – highest price (in ₹)^* |
|---|---|---|---|
| Last one year preceding the date of this Draft Red Herring Prospectus | 11.46 | [●] | Nil-257.54 |
| Last 18 months preceding the date of this Draft Red Herring Prospectus | 11.46 | [●] | Nil-257.54 |
| Last three years preceding the date of this Draft Red Herring Prospectus | 11.46 | [●] | Nil-257.54 |

*^ As certified by the Statutory Auditor, by way of their certificate dated January 24, 2025*
**As the shares acquired by the promoters in last one year/last eighteen months/last three years prior to this certificate includes only acquisition by way of bonus or gift, the Weighted average price of Equity Shares has been taken as Nil. Further, the impact of the issuance of bonus shares has been considered in the calculation weighted average cost of acquisition per Equity Share and range of acquisition price.*
*# To be included on finalisation of Price Band*

**Average cost of acquisition of Equity Shares of our Promoters**

The average cost of acquisition per Equity Share of the Equity Shares held by our Promoters, as at the date of this Draft Red Herring Prospectus, is set forth below:

| Name | Number of Equity Shares held as on Date of Offer Document | Average cost of acquisition* per Equity Share^ (₹) |
|---|---|---|
| **Promoters:** | | |
| Ashokkumar Haridas Lal | 68,178,418 | 11.46 |
| Jitendra Haridas Lal | 68,178,418 | 11.46 |

*^As certified the Statutory Auditor, by way of their certificate dated January 24, 2025.*
**Average cost of acquisition has been arrived at by considering only the cost of shares allotted to the Promoters on account of right issue and bonus issue i.e., the cost paid by Promoter for acquisition by way of subscription and bonus issue divided by the total number of equity shares*

*acquired by the above transactions. The selling price of the shares transferred by the respective Promoters to others has not been netted off while calculating the average cost of acquisition.*

**Details of price at which specified securities were acquired in the last three years preceding the date of this Draft Red Herring Prospectus by our Promoters, the Promoter Group, the Promoter Selling Shareholders and the Shareholders with rights to nominate one or more directors on the Board or other rights**

Except as stated below, there have been no specified securities that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoters, the Promoter Group, the Promoter Selling Shareholders and Shareholders with special right to nominate one or more directors on the Board of our Company or other rights, as applicable. The details of the respective price at which these acquisitions were undertaken is stated below:

| Name of the acquirer | Date of acquisition/transfer of Equity Shares | Number of Equity Shares acquired/ (transferred) | Acquisition price per Equity Share^ (in ₹) |
|---|---|---|---|
| ***Promoters*** | | | |
| Ashokkumar Haridas Lal | April 11, 2024 | 50,000 | 10.00 |
| | September 09, 2024 | 2,327 | 360,818.00 |
| | September 12, 2024 | 73,257,800 | Nil* |
| | October 14, 2024 | (5,131,709) | Nil# |
| Jitendra Haridas Lal | April 11, 2024 | 50,000 | 10.00 |
| | September 09, 2024 | 2,327 | 360,818.00 |
| | September 12, 2024 | 73,257,800 | Nil* |
| | October 14, 2024 | (5,131,709) | Nil# |
| ***Promoter Group (Other than Promoters)*** | | | |
| Deenaben Ashokkumar Lal | October 14, 2024 | 1,466,203 | Nil# |
| Mitesh Ashokbhai Lal | October 14, 2024 | 1,466,203 | Nil# |
| Viraj Ashokbhai Lal | October 14, 2024 | 1,466,203 | Nil# |
| Ashok Lal family beneficiary trust | October 14, 2024 | 733,100 | Nil# |
| Kamalben Jitendra Lal | October 14, 2024 | 2,932,405 | Nil# |
| Krishnaraj Jitendra Lal | October 14, 2024 | 1,466,204 | Nil# |
| Jitendra Lal family beneficiary trust | October 14, 2024 | 733,100 | Nil# |

*^As certified the Statutory Auditor, by way of their certificate dated January 24, 2025.*
**The Board of Directors pursuant to a resolution dated September 12, 2024, and ordinary resolution dated September 12, 2024, passed by our Shareholders, have approved the issuance of 146,515,600 bonus Equity Shares in the ratio of one thousand fourteen hundred equity shares for every one equity share held which were issued and allotted on September 12, 2024.*
*#No consideration has been paid/(received) as the same is acquired/(transferred) by way of gift or bonus shares.*

For further details of the acquisition of Equity Shares of our Promoters, see "*Capital Structure*" at page 92.

**Details of Pre-IPO Placement**

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to the filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Issue. Prior to the completion of the Issue, our Company shall appropriately, intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue, or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

**Issue of Equity Shares for consideration other than cash in the last one year**

Other than as disclosed in "*Capital Structure*" on page 92, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

**Split or Consolidation of Equity Shares in the last one year**

Our Company has not undertaken any split or consolidation of Equity Shares in one year preceding the date of this Draft Red Herring Prospectus.

**Exemption from complying with any provisions of securities laws**

Our Company made an application dated January 4, 2025 and filed with SEBI on January 7, 2025 under Regulation 300(1)(c) of the SEBI ICDR Regulations, requesting for relaxation of the strict enforcement of the provisions of the SEBI ICDR Regulations with respect to identifying and disclosing, Darshan Jagdishchandra Thakkar, Raghuvir Jagdish Thakkar and Yashraj J Thakkar the brothers of Kamalben Jitendrakumar Lal, who is the spouse of Jitendra Haridas Lal, one of the Promoters of our Company, Prarthana Jitesh Kanabar and Smita Kiritbhai Gadhiya, sisters of Kamalben Jitendrakumar Lal, who is the spouse of Jitendra Haridas Lal, one of the Promoters of our Company and Kokilaben J Thakkar the mother of Kamalben Jitendrakumar Lal, who is the spouse of Jitendra Haridas Lal, one of the Promoters of our Company, as members of Promoter Group, and from disclosing information and confirmations regarding, and from, such natural person(s) and entities, as required under the SEBI ICDR Regulations **("Exemption Application")**.

In furtherance of the Exemption Application, we had received a queries from SEBI dated January 08, 2025 and January 15, 2025 seeking certain clarifications, to which a replies have been filed dated January 15, 2025 and January 20, 2025 as a response to the clarifications sought.

The Exemption Application is pending as on date of filing of this Draft Red Herring Prospectus with SEBI. Since our Company has not been able to procure relevant information, from, and in relation to, the Related Individual and Connected Persons, and to comply with the provisions of the SEBI ICDR Regulations, the disclosures in relation to the Related Individual in this Draft Red Herring Prospectus have been included to the best of our Company's knowledge and to the extent the information was available and accessible in the public domain published on the websites of (i) Watchout Investors (accessible at https://www.watchoutinvestors.com/); (ii) CIBIL (accessible at https://suit.cibil.com/), (iii) BSE Limited (list ofdebarredentitiesaccessibleathttps://www.bseindia.com/investors/debent.aspx);and(iv)NationalStock Exchange of India Limited (accessible at https://www.nseindia.com/regulations/member-sebi-debarred-entities), on a 'name search' and "PAN search" basis.

## SECTION II – RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below before making an investment in the Equity Shares.*

*We have described the risks and uncertainties that our management believes are material, but these risks and uncertainties may not be the only risks relevant to us, the Equity Shares, or the shipping and logistics industry in which we currently operate. Unless specified or quantified in the relevant risk factor below, we are not in a position to quantify the financial or other implication of any of the risks mentioned in this section. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment. For more details on our business and operations, see "Our Business", "Industry Overview", "Key Regulations and Policies", "Summary of Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 178, 129, 205, 78 and 332, respectively, as well as other financial information included elsewhere in this Draft Red Herring Prospectus. In making an investment decision, you must rely on your own examination of us and the terms of the Issue, including the merits and risks involved, and you should consult your tax, financial and legal advisors about the particular consequences of investing in the Issue. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries.*

*This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward- looking statements as a result of certain factors, including but not limited to the considerations described below. For details, see "Forward-Looking Statements" on page 20.*

*Unless the context otherwise requires, in this section, references to "we", "us" and "our" refer to our Company and its Subsidiaries on a consolidated basis while "our Company" or "the Company", refers to our Company on a standalone basis. Our financial or fiscal year ends on March 31 of each calendar year. Accordingly, references to a "Fiscal" or "fiscal year" are to the 12-month period ended March 31 of the relevant year. References in this section to a "six-months period" refers to the six months period ended September 30 of a particular fiscal year. Unless otherwise stated or the context otherwise requires, the consolidated financial information included in this section is based on our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For further information, see "Summary of Financial Information" on page 78.*

*We have also included various operational and financial performance indicators in this Draft Red Herring Prospectus, some of which have not been derived from our Restated Consolidated Financial Information. The manner of calculation and presentation of some of the operational and financial performance indicators, and the assumptions and estimates used in such calculation, may vary from that used by other companies in India and other jurisdictions.*

*Unless otherwise indicated, the industry-related information contained in this section is derived from a report titled "Report on Indian Shipping Industry" dated December 31, 2024, prepared by Dun & Bradstreet, which has been prepared exclusively for the purpose of understanding the industry in connection with the Issue and commissioned and paid for by our Company in connection with the Issue (the "D&B Report"). The data included herein includes excerpts from the Dun & Bradstreet Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Dun & Bradstreet Report and included herein with respect to any particular year, refers to such information for the relevant calendar year. Copy of the Dun & Bradstreet Report is available on the website of our Company at www.shreejishipping.in.*

### Internal Risks

#### *Risks Relating to our Business*

1. ***We derive a significant portion of our revenue from operations from our top ten customers, with our single largest customer contributing more than 17.39%, of our revenue from operations in the six months period ended September 30, 2024. Loss of any of these customers or a reduction in purchases by any of them could adversely affect our business, results of operations and financial condition.***

We are dependent on limited number of customers for majority of our revenue from operations, which expose us to a high risk of customer concentration. In the six months period ended on September 30, 2024, we have served total of 76 customers and in the Fiscal 2024, Fiscal 2023 and Fiscal 2022, we have served 102, 96 and 95 customers, respectively. The table below sets forth our revenue from our largest customer, top three (3) customers and top ten (10) customers and their contribution to our revenue from operations for the periods indicated.

The table below sets forth the revenue from operations derived from our top ten customers for the six-month ended September 30, 2024 for each of the periods indicated.

| **Particulars** | **For the six-month ended September 30, 2024** | |
|---|---|---|
| | **₹ million** | **% of revenue from operations** |
| **Customer 1*** | 520.47 | 17.39% |
| Adani Enterprises Limited | 346.24 | 11.57% |
| Agarwal Coal Corporation Private Limited | 266.17 | 8.89% |
| Taranjot Resources Private Limited | 208.33 | 6.96% |
| Ceylon Shipping Corporation Limited | 160.05 | 5.35% |
| Torrent Power Limited | 139.48 | 4.66% |
| **Customer 7*** | 129.35 | 4.32% |
| Tata International Limited | 125.94 | 4.21% |
| A T Trade Overseas Private Limited | 87.01 | 2.91% |
| Global Logistics | 78.96 | 2.64% |
| **Total** | **2,061.99** | **68.88%** |

**Names of the customers have not been included in this Draft Red Herring Prospectus due to non-receipt of consent from such customers to be named in the Issue Document.*

The table below sets forth the revenue from operations derived from our top ten customers for the Fiscal 2024 for each of the periods indicated.

| **Particulars** | **Fiscal 2024** | |
|---|---|---|
| | **₹ million** | **% of revenue from operations** |
| **Customer 1*** | 1,111.23 | 15.20% |
| **Customer 2*** | 864.45 | 11.83% |
| Adani Enterprises Limited | 853.42 | 11.67% |
| **Customer 4*** | 440.73 | 6.03% |
| Ceylon Shipping Corporation Limited | 417.15 | 5.71% |
| Taranjot Resources Private Limited | 327.94 | 4.49% |
| Shreeji Shipping Services (India) Limited | 320.34 | 4.38% |
| Agarwal Coal Corporation Private Limited | 243.27 | 3.33% |
| Tata International Limited | 231.40 | 3.17% |
| Torrent Power Limited | 218.87 | 2.99% |
| **Total** | **5,028.80** | **68.79%** |

**Names of the customers have not been included in this Draft Red Herring Prospectus due to non-receipt of consent from such customers to be named in the Issue Document.*

The table below sets forth the revenue from operations derived from our top ten customers for the Fiscal 2023 for each of the periods indicated.

| **Particulars** | **Fiscal 2023** | |
|---|---|---|
| | **₹ million** | **% of revenue from operations** |
| **Customer 1*** | 1,391.71 | 16.83% |
| **Customer 2*** | 931.84 | 11.27% |
| Shreeji Shipping Services (India) | 921.52 | 11.14% |

| Particulars | Fiscal 2023 | |
|---|---|---|
| | **₹ million** | **% of revenue from operations** |
| Limited | | |
| Adani Enterprises Limited | 909.22 | 10.99% |
| **Customer 5*** | 542.40 | 6.56% |
| Krishnaraj Shipping Company Limited | 375.81 | 4.54% |
| Tata International Limited | 361.10 | 4.37% |
| Agarwal Coal Corporation Private Limited | 316.38 | 3.83% |
| Ceylon Shipping Corporation Limited | 256.68 | 3.10% |
| **Customer 10*** | 267.56 | 3.24% |
| **Total** | **6,274.21** | **75.87%** |

**Names of the customers have not been included in this Draft Red Herring Prospectus due to non-receipt of consent from such customers to be named in the Issue Document.*

The table below sets forth the revenue from operations derived from our top ten customers for the Fiscal 2022 for each of the periods indicated.

| Particulars | Fiscal 2022 | |
|---|---|---|
| | **₹ million** | **% of revenue from operations** |
| **Customer 1*** | 1,019.63 | 17.83% |
| **Customer 2*** | 685.77 | 11.99% |
| Adani Enterprises Limited | 528.39 | 9.24% |
| RSPL Limited | 320.45 | 5.60% |
| Ceylon Shipping Corporation Limited | 292.93 | 5.12% |
| **Customer 6*** | 253.16 | 4.43% |
| Siddhi Marine Services LLP | 203.42 | 3.56% |
| Agarwal Coal Corporation Private Limited | 202.84 | 3.55% |
| Green Gold Global Resources Private Limited | 180.66 | 3.16% |
| Mohit Minerals Limited | 179.31 | 3.13% |
| **Total** | **3,866.57** | **67.60%** |

**Names of the customers have not been included in this Draft Red Herring Prospectus due to non-receipt of consent from such customers to be named in the Issue Document.*

We expect that we will continue to rely significantly on our key customers for the foreseeable future. As at September 30, 2024, had relationships in of over 5 years with 7 (seven) of our top 10 (ten) customers. However, the loss of any of our top 10 customers for any reason including due to loss of, or failure to renew existing arrangements; regulatory changes, disputes with a customer; adverse changes in the financial condition of our customers, including possible bankruptcy or liquidation or other financial hardship or a reduction in the demand for our products by any of our top customers could have a material adverse effect on our business, results of operations and financial condition.

While we have historically maintained strong demand from our top 10 customers, we cannot guarantee continued similar levels of demand in the future. For instance, one of our long-term customers in the steel industry shifted its cargo loading and unloading operations from Hazira Port to one of its acquired jetty leading to a reduction in volume of cargo handled at Hazira Port from 2.63 MMTs in Fiscal 2022 to 0.02 MMTs in Fiscal 2024, impacting our revenue from operations in Fiscal 2024.

Our contracts with our customers typically have short term period or for a particular consignment. Our agreements with such customers may be terminated by giving a short or no prior notice, and without compensation. Accordingly, if we fail to retain these customers on terms that are commercially reasonable or if there is any significant reduction in the volume of business with such customers, it could materially and adversely affect our business, results of operations, cash flows and financial condition. These customers could cease doing business with us or reduce the volume of business they do with us for a number of reasons, including adverse general economic conditions, a decline in business/sales of such customers, unfavourable financial position of such customers, an adverse change in any of such customers' supply chain strategies, a reduction in their outsourcing of logistics operations or if such customers decide to choose our competitors over us. Further, in order to retain some of our existing customers we may also be required to offer terms to such customers which we may place restraints on our resources.

Apart from one instance, where we have entered into settlement agreement with one of our top customer, there have been no material disputes with our top 10 customers in last three fiscal years and in the six months period ended September 30, 2024. There is no assurance that our customers (in particular our top 10 customers) will continue to source their logistics from us at volumes or rates consistent with, and commensurate to, the amount of business received from them historically, or at all. Any decrease in the demand for our products from our top 10 customers, or a termination of our arrangements altogether, would adversely impact our business, results of operations and financial condition.

For further details, see "*Our Business—Our Strengths—Long-term institutional customer relationships in key growth industries*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Significant factors affecting our results of operations and financial condition—Relationship with existing customers and acquisition of new customers*" on pages 183 and 342, respectively.

***2. We are dependent on the performance of industries in which our customers operate and fluctuations in the performance of such industries may result in a loss of such customers, a decrease in the volume of work we undertake or the price at which we offer our services.***

We primarily cater to our customers in various sectors including oil and gas, energy and power, fast moving consumer goods (FMCG), coal and the metal industry. Any fluctuation in the performance of the industries in which certain of our customers operate may result in a loss of customers, leading to reduction in volume of cargo for which we provide our integrated services. The table below sets out the percentage of revenue from operations from our top ten (10) customers operating in certain sectors, for the periods indicated.

| **Revenue from operations by Industry type** | **Six months period ended September 30, 2024** | | **Fiscal 2024** | | **Fiscal 2023** | | **Fiscal 2022** | |
|---|---|---|---|---|---|---|---|---|
| | **Amount (₹ in millions)** | **% of revenue from operation** | **Amount (₹ in millions)** | **% of revenue from operation** | **Amount (₹ in millions)** | **% of revenue from operation** | **Amount (₹ in millions)** | **% of revenue from operation** |
| Oil and Gas | 649.82 | 21.71% | 1,975.69 | 27.03% | 2,323.55 | 28.10% | 1,019.63 | 17.83% |
| Energy and Power | 485.72 | 16.23% | 1,072.29 | 14.67% | 909.22 | 10.99% | 528.39 | 9.24% |
| Coal | 561.51 | 18.76% | 571.20 | 7.81% | 583.94 | 7.06% | 815.97 | 14.27% |
| Shipping and Logistic | 239.01 | 7.98% | 737.49 | 10.09% | 1,554.01 | 18.79% | 496.36 | 8.68% |
| FMCG | 125.94 | 4.21% | 231.40 | 3.17% | 361.10 | 4.37% | 320.45 | 5.60% |
| Metal | - | - | 440.73 | 6.03% | - | - | - | - |
| Steel | - | - | - | - | 542.40 | 6.56% | 685.77 | 11.99% |
| **Total** | **2,061.99** | **68.88%** | **5,028.80** | **68.79%** | **6,274.21** | **75.87%** | **3,866.57** | **67.60%** |

These industries may be sensitive to factors beyond our control, including general economic conditions such as consumer demand, consumer confidence, inflation, employment and disposable income levels, interest rate levels, demographic trends, technological changes, increasing environmental, health and safety regulations, government policies, political instability and fuel prices. A loss of, or a significant decrease in business from top customers could materially and adversely affect our business, results of operations and financial condition.

Fluctuations in the performance of the industries in which our customers operate may result in a loss of such customers, a decrease in the volume of work we undertake or the price at which we offer our services, which could materially and adversely affect our business, results of operations and financial condition. Though, no such instance has occurred in last three fiscal years and in the six-month period ended September 30, 2024, we cannot assure that a similar situation will not occur in the future.

***3. Our success depends on our ability to generate sufficient volume of cargo and optimise revenue to achieve desired profit margins and avoid losses. Any failure on our part to achieve desired operating or net profit margins could have an adverse impact on our business, results of operations and financial condition.***

Our business is dependent on our ability to attract sufficient volume of cargo from our customers to achieve desired margins and avoid losses. As at September 30, 2024, we have provided our services at more than twenty (20) ports and jetties in India including major ports such as Kandla, Non-major ports such as Navlakhi, Magdalla, Bhavnagar, Bedi and Dharmatar and overseas port at Puttalam Port (Sri Lanka). Following table provides data of cargo handled by our company at Major, Non-Major and Other Ports and Jetties.

| Particulars | Six months period ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Volume of cargo (in MMTs) | Percentage of total cargo handled | Volume of cargo (in MMTs) | Percentage of total cargo handled | Volume of cargo (in MMTs) | Percentage of total cargo handled | Volume of cargo (in MMTs) | Percentage of total cargo handled |
| **Cargo Handled in India** | | | | | | | | |
| Major Ports | - | - | 0.22 | 1.61% | 0.01 | 0.07% | 1.35 | 9.48% |
| Non-Major Ports | 6.06 | 86.80% | 11.32 | 82.17% | 11.03 | 79.58% | 7.83 | 54.98% |
| Other Ports and Jetties | 0.00 | 0.00% | 0.08 | 0.56% | 1.44 | 10.37% | 2.83 | 19.84% |
| **Total (A)** | **6.06** | **86.80%** | **11.62** | **84.34%** | **12.48** | **90.02%** | **12.01** | **84.30%** |
| **Cargo Handled Outside India** | | | | | | | | |
| Sri Lanka | 0.92 | 13.20% | 2.16 | 15.66% | 1.38 | 9.98% | 1.91 | 13.43% |
| Guinea | - | - | - | - | - | - | 0.32 | 2.26% |
| **Total (B)** | **0.92** | **13.20%** | **2.16** | **15.66%** | **1.38** | **9.98%** | **2.24** | **15.70%** |
| **Grand Total (A+B)** | **6.99** | **100.00%** | **13.78** | **100.00%** | **13.87** | **100.00%** | **14.24** | **100.00%** |

For the six months period ended September 30, 2024 and for Fiscal 2024, Fiscal 2023 and Fiscal 2022, we handled a total cargo volume of 6.99 MMTs, 13.78 MMTs, 13.87 MMTs and 14.24 MMTs, respectively. We have faced reduction in the volume of cargo handled in Fiscal 2023 and Fiscal 2024. The reason for such decrease is due to decrease in volume of cargo handled at Hazira port from 2.63 MMTs in Fiscal 2022 to 0.02 MMTs in Fiscal 2024, due to one of our customers in the steel industry shifting its cargo loading and unloading operations away from the Hazira Port.

The high fixed costs that are typical in our business do not vary significantly with variations in freight volumes or the number of consignments undertaken, and a relatively small change in freight volumes or occupancy or freight rates can have a significant effect on our business, results of operations and financial condition. As a result, the success of our business depends on our ability to optimize freight volumes and revenues. If we are unable to optimize freight volume and revenues sufficiently, we may not be able to achieve desired operating or net profit margins, and our business, results of operations and financial condition could be adversely affected.

4. ***We face significant competition from domestic and international shipping and logistic players which may lead to a reduction in our market share, which in turn may adversely affect our business, results of operations, financial condition and cash flows.***

The global shipping and logistics Industry is characterized by a complex interplay of consolidation and fragmentation. While the top tier is dominated by a handful of large carriers, controlling a significant portion of the market, the industry also comprises a multitude of smaller players catering to niche segments. Entry barriers into the Indian shipping and logistics industry are substantial, primarily due to the large capital investments required for vessel acquisition, port infrastructure, and operational expertise. However, regional players and specialized carriers have carved out niches, adding to the industry's complexity. Key factors shaping competition in the Indian shipping industry include government policies, infrastructure development, trade volumes, fuel costs, and environmental regulations. Despite challenges, the sector presents opportunities for growth due to India's strategic positioning in the maritime trade and increasing global trade with developed and emerging countries.

We believe that the principal competitive factors include service quality, reliability, price and the ability to understand evolving industry trends as well as the ability to anticipate, understand and address customer requirements. The availability and configuration of vessels, vehicles and storage facilities that are able to comprehensively address diverse requirements of different industries and specific customer needs is also another factor. We believe that our ability to compete effectively is primarily dependent on ensuring consistent service quality and timely services at competitive prices

The availability and configuration of barges, mini bulk carriers, tug boats, floating cranes, vehicles and equipment that are able to comprehensively address varying requirements of different industries and specific customer needs is also another factor. Our competitors may successfully attract our clients by matching or exceeding what we offer. Among other things, our competitors may:

- expand their fleet of vessel and vehicles or increase the frequency in their existing routes;
- reduce, or offer discounts on their prices; or
- benefit from greater economies of scale, if they are larger than us, and operating efficiencies such as a broader logistics network, a wider range of services, larger brand recognition or greater financial resources than we do and may be able to devote greater resources to pricing and promotional programs.

Our inability to compete effectively could affect our ability to retain our existing customers or attract new customers which may in turn materially and adversely affect our business, results of operations and financial condition.

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

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 barges, mini bulk carriers, tug boats, floating cranes, vehicles and equipment 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 when cargo or vessels are not unloaded or loaded within a specified timeframe by us. Sea and road transport services involve many risks and hazards, including mechanical breakdowns; however, insurance cover may be expensive, or may not be available, for certain of these risks. 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, or for occurrences which exceed maximum coverage under our policies. For more information on our insurance, see "*We may not have sufficient insurance coverage to cover our economic losses as well as certain other risks, not covered in our insurance policies, which could adversely affect business, results of operations and financial condition*." on page 51.

There have been instances in past, wherein we were not able to load and unload vessels within a specified timeframe and have been subject to Demurrage charges by our customers.

| **Particulars** | **Six months period ended September 30, 2024** | **Fiscal 2024** | **Fiscal 2023** | **Fiscal 2022** |
|---|---|---|---|---|
| Demurrage expenses (₹ in millions) | 7.53 | 32.37 | 33.02 | 28.89 |
| As a % of cost of services | 0.41% | 0.65% | 0.55% | 0.74% |

Certain of the cargo that we transport are corrosive and flammable and require skilled handling. Any failure or mishandling of hazardous freight, explosion or any adverse incident related to the freight or otherwise during the transportation, handling or storage, may cause accidents, fire, loss of human life and property, damage to our and third-party property and, 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 vessels or earthmoving equipment, which may have an adverse effect on our business, results of operations and financial condition.

Furthermore, any accident or incident involving our vessels and/or earthmoving equipment, even if fully insured, could negatively affect our reputation among customers and the public, thereby making it difficult for us to compete effectively, and could significantly affect the cost and availability of insurance in the future. To the extent that any such uninsured risks materialize, our business, results of operations and financial condition may be materially and adversely affected.

***6. Our success largely depends upon the knowledge and experience of our Promoters, Directors, Key Managerial Personnel and Senior Management as well as our ability to attract and retain personnel with technical expertise. Our inability to retain our Directors, Key Managerial Personnel and Senior Management or our ability to attract and retain other personnel with technical expertise could adversely affect our business, results of operations and financial condition.***

Any loss of our Promoters, Directors, Key Managerial Personnel and Senior Management or our ability to attract and retain them and other skilled personnel could adversely affect our business, results of operations and financial condition. We depend on the management skills and guidance of our Promoters and Board of Directors for development of business strategies, monitoring their successful implementation and meeting future challenges. Further, we also significantly depend on the expertise, experience and continued efforts of our Key Managerial Personnel and Senior Management. Our future performance will depend largely on our ability to retain the continued service of our management team. If one or more of our Key Managerial Personnel or Senior Management are unable or unwilling to continue in his or her present position, it could be difficult for us to find a suitable or timely replacement and our business, results of operations and financial condition could be adversely affected.

In addition, we may require a long period of time to hire and train replacement personnel when personnel with technical expertise terminate their employment with us. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining personnel with technical expertise that our business requires. The loss of the services of such persons could have an adverse effect on our business, results of operations and financial condition.

For our attrition rate, please see "*Our operations may be subject to strikes and work stoppages by our employees and are also susceptible to risks relating to compliance with labour laws, either of which could result in an increase in our employee benefits expense impacting our profitability*" on page 42.

While these positions have been appropriately filled and we have not faced any impact due to the resignations, we cannot assure that future resignations will not have impact the Company's business or operations.

There is significant competition for skilled personnel in the shipping and logistics industry in India, 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, results of operations and financial condition may be adversely affected. For further information, see "*Our Management*" on page 218.

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

With a significant portion of cargo and goods in India being transported by road, water and rail, our business operations are dependent on the steady functioning of all transport forms. Certain factors which could adversely affect any of these and result in delays, additional costs or unreliability include bad weather conditions, natural calamities, time-consuming and complex inter-state travel, political unrest, regional disturbances, fatigue or improper conduct of drivers, accidents, water leakage, shortage/pilferage, improper packaging, loading or unloading under supervision of untrained staff, breakdowns of vehicles and third-party negligence. Our cargo transported through any of these modes could suffer delays and additional costs due to, among others, personnel strikes, advent of unfavourable policy or regulatory framework, increased costs of cargo booking, mishandling of cargo by personnel. We cannot assure you that these factors and conditions will not affect our supply chain and logistics schedules, including last-mile connectivity, or our ability to operate without disruption. Any prolonged or significant downtime of, or damage to, our fleet or other related equipment may cause disruptions to our operations. If any of these risks materialize, our business, results of operations and financial condition may be materially and adversely affected. While we owe to our customers' certain contractual obligations such as timely delivery of cargo, any failure on our part to provide such services in an effective manner, we may become liable to claims by customers, suffer adverse publicity and suffer substantial loss as a result of deficiency which could adversely affect business, results of operations and financial condition.

Any congestion or disruption with its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our normal logistics activities. Any deterioration of India's physical infrastructure would harm the national economy, disrupt our logistics business including the transportation of cargo, and add costs to transportation and shipping and other parts of the logistics business in India. These problems could interrupt our operations, which could have adverse effect on our business, results of operations and financial condition.

8. ***Our operations may be subject to strikes and work stoppages by our employees and are also susceptible to risks relating to compliance with labour laws, either of which could result in an increase in our employee benefits expense impacting our profitability.***

We are dependent on our workforce for our shipping and logistic operations and maintaining good relationship with them is very important for us. As at September 30, 2024, our workforce comprised 1,146 permanent employees. While our core operations i.e., Cargo Handling and Transportation Department consists of 563 permanent employees. The table below set forth the number of employees and attrition rate for our employees for the periods indicated:

| Particulars | As at, and for the six months period ended, September 30, 2024 | As at, and for the year ended, March 31, 2024 | As at, and for the year ended, March 31, 2023 | As at, and for the year ended, March 31, 2022 |
|---|---|---|---|---|
| Number of employees | 1,146 | 1,295 | 1,057 | 852 |
| Number of employees exited | 293 | 175 | 176 | 93 |
| Attrition Rate (%)* | **24.01%** | **14.88%** | **18.44%** | **11.71%** |

**Attrition rate is calculated as the percentage of the number of employee departures in a particular Financial Year/period to the average number of employees in a particular Financial Year/period. The average number of employees in a particular Financial Year/period is calculated by the sum of the number of employees at the beginning of a particular Financial Year/period and at the end of a particular Financial Year/period, and then divided by two.*

The attrition rate in our industry tends to be at higher side due to the nature of our business which often involves demanding working conditions with relatively low wages. This leads to a higher employee turnover as compared to other industries with a higher wage structure and a minimum professional qualification requirement for employees. For further details, see "*Our Business—Human Resources*" on page 201.

Shortage of skilled supervisors or work stoppages caused by strikes or disagreements with employees could adversely affect our business, results of operations and financial condition. Although our employees are currently not unionised, we cannot assure you that they will not unionise in the future. If our employees unionise, it may become difficult for us to maintain flexible labour policies. While we have not experienced any disruption in our business operations due to strikes, disputes or other problems with our workforce in the past, we cannot assure you that we will not experience any such disruption in the future.

The table sets forth below details of our employee benefits expense, for the periods indicated.

| Particulars | Six months period ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Amount (₹ in millions) | % of Total Expenses | Amount (₹ in millions) | % of Total Expenses | Amount (₹ in millions) | % of Total Expenses | Amount (₹ in millions) | % of Total Expenses |
| Salary | 28.69 | 1.33% | 62.74 | 1.10% | 62.17 | 0.93% | 44.26 | 0.97% |
| *Contribution to Provident and Other Fund:* | | | | | | | | |
| Provident Fund | 0.25 | 0.01% | 0.73 | 0.01% | 0.65 | 0.01% | 0.5 | 0.01% |
| ESIC | 0.02 | 0.00% | 0.04 | 0.00% | 0.05 | 0.00% | 0.05 | 0.00% |

| Particulars | Six months period ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Amount (₹ in millions) | % of Total Expenses | Amount (₹ in millions) | % of Total Expenses | Amount (₹ in millions) | % of Total Expenses | Amount (₹ in millions) | % of Total Expenses |
| Labor Welfare Fund | - | - | 0.01 | 0.00% | - | - | - | - |
| Gratuity | 10.88 | 0.50% | 18.85 | 0.33% | 15.45 | 0.23% | 11.28 | 0.25% |
| Employees Welfare Expense | 3.30 | 0.15% | 5.89 | 0.10% | 7.67 | 0.11% | 6.59 | 0.14% |
| **Total (A)** | **43.14** | **1.99%** | **88.26** | **1.55%** | **85.99** | **1.28%** | **62.68** | 1.37% |

Our Company has been in compliance with the statutory payments in relation to provident fund and employees' state insurance since April 1, 2022. However, amendments to labour laws could adversely affect our business and operating costs (including our employee benefits expenses). In the event the welfare requirements under labour laws and regulations applicable to us change in a manner that requires us to increase payment of employee benefits, we cannot assure that we will be able to recover such increased labour and compliance costs from our customers, which may result in increase in our employee benefits expenses and, accordingly, may adversely affect our profitability.

9. ***Our cargo handling services are dependent on the ports and jetties on which we provide our services. Majority of these ports and jetties are situated across the west coast of India. Any adverse developments affecting our operations in such ports and jetties, could have an adverse impact on our business, financial condition, results of operations and cash flows.***

Our cargo handling services and other port related services are dependent on the ports and jetties on which we provide our services. We provide our services at Major and Non-major ports and jetties in India and overseas port. Majority of these ports and jetties are situated across the west coast of India and particularly in the State of Gujarat. Our entire revenue from operations for cargo handling services is from ports or jetties situated across the west coast of India. The table below sets forth the revenue generated by us from cargo handling services on the west coasts of India, respectively, for the periods indicated:

| Particulars | For the six months ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation |
| Cargo Handling Services in India | 2,177.50 | 72.74% | 4,647.85 | 63.58% | 5,177.05 | 62.60% | 3,565.95 | 62.34% |

As we derive a substantial portion of our revenue from ports and jetties located along the west coast of India, our operations at these ports and jetties are susceptible to local and regional factors, such as weather conditions, natural disasters, government policies, political developments and other unforeseen events and circumstances. For instance, at the time of cyclone or any other similar We have not faced any significant disruptions in our ports and jetties located across the west coast of India in the past three Fiscals, and the six months ended September 30, 2024. Such disruptions in the future could adversely impact our business, financial condition, results of operations and cash flows.

10. ***Our Company has in the past committed procedural non-compliances in respect to GR Waiver Approval by the Foreign Exchange Management Act 1999 and RBI Master circular Master Direction No. 16/2015-16 dated***

***January 01, 2016. However, no adverse actions have been taken by the statutory authorities in relation to such non-compliances.***

Our Company entered into an agreement dated December 23, 2019, with Ashapura Holdings UAE FZE for providing Dumb Floating Crane Siddhi (“Siddhi”) and the Tug Vaitarna (“Vaitarna”). Subsequently, both the parties entered into an Addendum dated December 26, 2019 (“1st Addendum”) for time chartering the self-propelled barge Yamuna Sagar (“Yamuna Sagar”) for Ashapura UAE's operations at Konta Port & similar port limits within Guinea, West Africa. Thereafter, our Company and Ashapura UAE entered into another Addendum to the Agreement on January 21, 2020 (“2nd Addendum”) for Dumb Floating Crane Prasiddhi (“Prasiddhi”). For the fleet’s movement outside India, GR waiver Approval no. FED.AH.EXP.822/07.21.001/2019-20 was attained from the Reserve Bank of India (“RBI”) by way of a letter submitted by our AD Bank (Kotak Mahindra Bank Ltd). However, Ashapura UAE failed to make timely payments (within 7 days of raising the invoice) as required under the Agreement but we continued putting efforts to regularize the receipt of lease rentals. Later, our Company entered into an agreement dated December 29, 2020 with Ashapura Guinea (subsidiary company of Ashapura UAE) and approval no. FED.AH.EXP.SUO 13480/07.21.001/2020-21 dated February 26, 2021 was obtained from the RBI in this regard. The service under the agreement dated December 29, 2020, based on which RBI had granted the approval no. 13480, never happened as Ashapura Guinea failed to mobilise the additional fleet and a final revised letter dated May 09, 2022 was filed with the AD Bank for cancellation of approval.

Our Company moved Prasiddhi to Dakar, Senegal for drydocking, in the absence of a suitable facility in Guinea before obtaining the RBI’s approval, but a final post facto approval dated December 22, 2021 was filed by our AD Bank in this regard, which also covered the request for approval of the netting off payment towards drydocking cost of Prasiddhi made by Ashapura UAE on our behalf. Our Company terminated the agreement with Ashapura UAE on March 21, 2022. Disputes arose over under performance, adjustment of demurrage and unpaid invoices, leading to the invocation of the mediation clause by our Company. The mediation proceedings resulted in the settlement of all claims, counterclaims and causes of action by both the parties. After the termination of the contract with Ashapura UAE, to cover at least the fixed costs, our Company had entered into a contract with Marine Bunkers Limited (“Marine Bunkers”) on April 09, 2022, for sending Yamuna Sagar to Freetown, Sierra Leone, for which regular status updates has been provided to AD as per advise. Due to the damages suffered by the vessel, we were advised that the drydocking should be preponed and carried out immediately. The agreement was terminated mutually. We decided to get the barge drydocked at Sierra Leone. Siddhi, Prasiddhi and Vaitarna have been brought back to India and necessary bill of entry has been filed with our AD Bank. Yamuna Sagar is ready for deployment since September 30, 2023. It is right now at Freetown, Sierra Leone. We have not deployed the same in the wait for conclusion to our matter of approval no. 822 pending with RBI.

Company has made appropriate submissions to the RBI as required for all these events from time to time. The final submission was made to RBI on June 26, 2024, covering all the aspects regularising RBI’s approvals. There can be no assurance that the RBI will not take an adverse view and impose penalties on Company in this regard.

The matter is currently pending with RBI.

***11. Upgrading or renovation works or physical damage to our vessels and earthmoving equipment may disrupt our operations and adversely affect our business, cash flows, and results of operations.***

Our vessels and earthmoving equipment may need to undergo upgrading or renovation works from time to time to maintain and optimise their functioning, and may also require unforeseen ad hoc maintenance or repairs in respect of faults or problems that may develop or because of new laws or regulations.

In addition, our vessels and earthmoving equipment may suffer some disruptions and it may not be possible to continue operations from such vessels and earthmoving equipment where repair and maintenance is required. In addition, any physical damage to our vessels and earthmoving equipment resulting from, among other things, , severe weather, natural calamities, or other causes may lead to a significant disruption to our business and operations and, together with the foregoing, may result in unforeseen costs which may have an adverse effect on our business, cash flows, and results of operations. Though, we have not faced any material instances in the past three Fiscals, and the six months ended September 30, 2024, we cannot assure you that such instances will not arise in the future. For the purpose of repair and maintenance of our vessels and earthmoving equipment, we have separate team of Repair, Maintenance, Mechanics and Engineers of 115 permanent employees. Our team ensures that all the vessel and earthmoving equipment deployed are fully equipped to handle such operations, with necessary spares and machinery readily available at the operational site at all times.

If certain vessels and earthmoving equipment were to become unexpectedly unavailable for cargo handling, transportation or fleet chartering and equipment rentals because of repairs, maintenance or damage, or any other reason, it could have a material adverse impact on financial conditions and results of operation.

12. ***We are significantly dependent on particular dry bulk commodities such as coal, pet coke and sulphur. Any change in regulations or demand of such commodities may significantly affect our operations.***

We handle a large variety of dry bulk cargo including coal, clinker, salt, iron-ore, pet coke, sulphur, limestone and other commodities, where substantial portion of our Dry Bulk cargo includes handling of Coal, Pet Coke and Sulphur. For the Six-month period ended September 30, 2024 and Fiscal 2024, 2023 and 2022, these commodities constitute 6.68 MMTs, 13.42 MMTs, 12.35 MMTs and 10.75 MMTs, respectively. Following table provides commodity wise cargo handled by our company in the reporting period.

| Particulars | For the six months ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Volume of cargo (in MMTs) | Percentage of total cargo handled | Volume of cargo (in MMTs) | Percentage of total cargo handled | Volume of cargo (in MMTs) | Percentage of total cargo handled | Volume of cargo (in MMTs) | Percentage of total cargo handled |
| Coal | 6.01 | 86.06% | 12.27 | 89.04% | 10.90 | 78.64% | 9.78 | 68.65% |
| Sulfer | 0.36 | 5.20% | 0.58 | 4.24% | 0.96 | 6.90% | 0.74 | 5.19% |
| Pet Coke | 0.31 | 4.37% | 0.57 | 4.17% | 0.49 | 3.50% | 0.23 | 1.59% |
| Clinker | 0.15 | 2.13% | - | - | - | - | 0.14 | 1.00% |
| Limestone | 0.05 | 0.77% | 0.06 | 0.43% | 0.23 | 1.67% | 0.40 | 2.84% |
| Gypsum | 0.05 | 0.73% | - | - | - | - | 0.21 | 1.48% |
| Cinder | 0.05 | 0.73% | 0.06 | 0.40% | 0.06 | 0.40% | 0.05 | 0.33% |
| Iron Ore | - | - | 0.01 | 0.10% | 0.95 | 6.85% | 2.32 | 16.31% |
| Met Coke | - | - | - | - | - | - | 0.09 | 0.61% |
| Salt | - | - | 0.09 | 0.69% | 0.21 | 1.49% | 0.17 | 1.21% |
| Urea | - | - | 0.13 | 0.94% | 0.04 | 0.31% | 0.11 | 0.80% |
| Sludge | - | - | - | - | 0.03 | 0.24% | - | - |
| **Total** | **6.99** | **100.00%** | **13.78** | **100.00%** | **13.87** | **100.00%** | **14.24** | **100.00%** |

Any change in regulations or demand of such commodities may significantly affect our operations.

13. ***Our business is subject to significant revenue concentration in the second half of a fiscal and we may not be able to forecast our project schedule which could have an adverse effect on our cash flows, business, results of operations and financial condition.***

Our business experiences a significant concentration of revenue in the second half of a fiscal, with a majority portion of our annual revenue generated during this period. This uneven revenue distribution results in the second half consistently contributing a significantly higher share of revenue compared to the first half. This revenue concentration in the second half of the fiscal poses challenges such as cash flow constraints, inefficient resource allocation, and reduced profitability in the earlier part of the year. Additionally, this reliance on the second half increases the risks associated with revenue forecasting, inventory management, and supply chain coordination, potentially impacting our financial performance, revenues, and profitability.

***Financial Risks***

14. ***We may not be able to pass on any increase in our cost of services. Conversely, we may not be able to pass on any decline in prices we charge our customers to our third-party service providers.***

Our largest expense component consists of cost of services, which comprise of inventory of consumables, cargo handling expenses, material purchase, operational wages expenses, transportation expenses and equipment working expenses. The table below sets forth our costs of services including of above-mentioned bifurcations for the periods indicated.

| Particulars | Six months period ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | **Amount (₹ in millions)** | **Percentage of revenue from operations** | **Amount (₹ in millions)** | **Percentage of revenue from operations** | **Amount (₹ in millions)** | **Percentage of revenue from operations** | **Amount (₹ in millions)** | **Percentage of revenue from operations** |
| Inventory (Consumables) at the beginning of the year | 181.22 | 6.05% | 120.37 | 1.65% | 100.6 | 1.22% | 75.79 | 1.33% |
| **Add:** | | | | | | | | |
| Cargo Handling Expenses | 1,361.87 | 45.49% | 3,641.34 | 49.81% | 4,084.77 | 49.39% | 2,842.01 | 49.69% |
| Material Purchase | - | - | 0.26 | 0.00% | 0.72 | 0.01% | 7.69 | 0.13% |
| Equipment Working Expenses | 47.58 | 1.59% | 289.99 | 3.97% | 772.19 | 9.34% | 237.98 | 4.16% |
| Operational Wages Expenses | 239.33 | 7.99% | 554.42 | 7.58% | 481.64 | 5.82% | 331.14 | 5.79% |
| Transportation Expense | 209.12 | 6.99% | 556.49 | 7.61% | 675.88 | 8.17% | 521.53 | 9.12% |
| **Total** | **2,039.12** | **68.12%** | **5,162.87** | **70.63%** | **6,115.80** | **73.95%** | **4,016.15** | **70.22%** |
| **Less:** Inventory (Consumables) at the end of the year | 204.61 | 6.84% | 181.22 | 2.48% | 120.37 | 1.46% | 100.6 | 1.76% |
| **Total Cost of Services** | **1,834.51** | **61.28%** | **4,981.65** | **68.15%** | **5,995.43** | **72.50%** | **3,915.55** | **68.46%** |

We typically pass on our cost of services and any charges we incur to our customers in the pricing of services we offer. However, we may not be able to immediately pass on any short-term increases in these charges to our customers until our contracts are reviewed with our customers, or until we negotiate the renewal terms of our customer contracts. We cannot assure you that we will be able to pass on any such unanticipated increases in costs to our customers in the future, either wholly or in part.

Similarly, if there are any fluctuations in the performance of the industries in which our customers operate or in the event of an economic slowdown in India, our customers may negotiate a lower price for our services and we may not be able to pass on any decrease in our prices to our third-party service providers. Disagreements on such costs may lead to a loss of customers and may also affect the reliability and quality of the services provided by our third-party service providers.

See "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Significant factors affecting our results of operations and financial condition—Our Cash Operating Expenses*" on page 344 for a breakdown of our Cash Operating Expenses.

Fuel costs, repair and maintenance costs, toll charges and vehicle hiring cost represent some of our significant operating costs. 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, government policies and regulations and availability of alternative fuels. Although historically we have generally been able to pass on any increases in the cost of fuel or other operating costs to our customers through periodic increases in our freight rates, there can be no assurance that we will be able to pass on any such increases in the future to our customers either wholly or in part, and our profitability, results of operations and cash flows may be adversely affected.

In the event of a significant or long-term increase in our operating costs, whether as a result of increases in fuel prices, third-party transportation service charges, rent or other costs, our inability to pass on such increases in costs to our customers or any decline in prices to our third-party service providers, or our inability to adopt effective cost control-measures, may materially and adversely affect our operating margins and, consequently, our business, results of operations and financial condition.

Throughout our operations, we have adopted and expected to continue to adopt, strategies to optimise our cash operating expenses and enhance our operating efficiency, which include our investment in our fleet of vessels and vehicles and reorganisation of businesses in a manner that facilitates optimum utilisation of manpower and assets.

15. ***There may be delays or defaults in payment by our customers or the tightening of payment periods by third party service providers which could negatively affect our cash flows. As a result, we experience significant working capital requirements and our inability to meet our working capital requirements may materially and adversely affect our business, cash flows and financial condition.***

We are exposed to counterparty credit risk in the usual course of our business dealings with our customers or vendors/third-party service providers who may delay or fail to make payments or perform their other contractual obligations.

Our exposure to credit risk is influenced mainly by the individual characteristics of each customer, demographics of the customers, default risk of the country in which the customer operates. Trade receivables are non-interest bearing and generally carry 60 to 90 days credit terms. There have been delays in payments by some of our customers in the past. However, as the said receivables are expected to be realised in the normal course of business, these have not been considered as impaired. While we generally monitor the ability of our customers to pay these open credit arrangements and limit the credit, we extend to what we believe is reasonable based on an evaluation of each customer's financial condition and payment history, we may still experience losses because of a customer's inability to pay. As a result, we maintain what we believe to be a reasonable allowance for doubtful receivables for potential credit losses based upon our historical trends and other available information, there is a risk that our estimates may not be accurate, and we cannot assure you that we will not experience such delays in payment or default by our customers in the future.

The table below sets forth details relating to our trade receivables and allowances for expected credit losses during the periods indicated below, and as a percentage of our revenue from operations.

| **Particulars** | **Six months period ended September 30, 2024** | | **Fiscal 2024** | | **Fiscal 2023** | | **Fiscal 2022** | |
|---|---|---|---|---|---|---|---|---|
| | **Amount (₹ in millions)** | **% of revenue from operation** | **Amount (₹ in millions)** | **% of revenue from operation** | **Amount (₹ in millions)** | **% of revenue from operation** | **Amount (₹ in millions)** | **% of revenue from operation** |
| Trade Receivables | 2,574.26 | 85.99% | 1,564.98 | 21.41% | 1,735.19 | 20.98% | 1,866.92 | 32.64% |
| Allowances for expected credit losses | 17.27 | 0.58% | 20.55 | 0.28% | 19.30 | 0.23% | 15.13 | 0.26% |

Any increase in our receivable turnover days in the future will negatively affect our business, results of operations and financial condition. If we are unable to collect customer receivables or if the provisions for doubtful receivables are inadequate, it could have a material adverse effect on our business, results of operations and financial condition.

Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy, for our major customers, and as a result could cause customers to delay payments to us, request modifications to their payment arrangements, that could increase our receivables or affect our working capital requirements, or default on their payment obligations to us. An increase in bad debts or in defaults by our customers, may compel us to utilize greater amounts of our operating working capital and result in increased interest costs, thereby adversely affecting our results of operations, financial condition and cash flows.

The longer credit period granted to our customers compared to that offered by our vendors/third-parties may potentially result in certain cash flow mismatches. These factors, along with the requirement for working capital for our business, have contributed to an overall increase in our working capital requirements. Our working capital requirements may further increase if the holding level of trade receivables is further increased or if there is a further decrease in holding period of trade payables. We cannot assure you that we will continue to be successful in arranging adequate working capital for our existing or expanded operations on acceptable terms or at all, which may materially and adversely affect our business, cash flows and financial condition.

***16. We have availed of certain unsecured borrowings which are repayable on demand.***

As at September 30, 2024, we have unsecured borrowings aggregating to ₹2,077.16 million including loans from related parties, loans from others, intercorporate deposits and loan from directors, which in accordance with the terms of such borrowings, are required to be repaid either on demand or as a bullet payment at the end of the term. In the event the relevant lender demands repayment of the outstanding amount from us, at any time during the tenor of the borrowings, and if we are unable to repay such outstanding amount at that point in time, the same shall constitute an event of default under the relevant borrowing arrangement and may also trigger cross-default clauses in other borrowing arrangements, which, in turn, may affect our creditworthiness and future availability of financing.

***17. We have incurred indebtedness, and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business and financial condition.***

As at September 30, 2024, we had aggregate outstanding long term borrowings of ₹2,081.42 million and short term borrowings of ₹564.01 million. The table below sets forth certain information on our total borrowings, debt to equity ratio, finance cost and interest coverage ratio as at the dates indicated:

| Particulars | As at September 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---|---|---|---|
| Total Borrowings [(1)] (₹ millions) | 2,645.43 | 1,588.84 | 1,754.51 | 2,349.71 |
| Debt to equity ratio [(2)] | 0.89 | 0.50 | 0.69 | 1.54 |
| Finance Costs (₹ millions) | 40.81 | 107.16 | 158.22 | 148.96 |
| Debt service coverage ratio [(3)] | 7.64 | 5.97 | 2.23 | 2.30 |

*[(1)] Total borrowing is calculated as the sum of current and non-current borrowings.*
*[(2)] Debt-Equity Ratio is calculated as Total Debt divided by total equity. Total Debt is calculated as the sum of (i) non-current borrowings and (ii) current borrowings (including the current maturities of non-current borrowings).*
*[(3)] Debt service coverage ratio is calculated as EBITDA divided by total of interest and principal payments.*

As at September 30, 2024, we had total secured borrowings (secured and non-current borrowings) of ₹ 568.27 million. These borrowings are secured, *inter alia*, through a charge by way of hypothecation on our entire current assets, and, in case of our term loans, on fixed assets that includes land and buildings, barges, cranes, equipment and machinery in favour of lenders. For further details, see "*Restated Financial Information – Note 17 – Non-Current Borrowings*" on page 329 and "*Restated Financial Information – Note 17 – Current Borrowings*" on page 329. As some of these secured assets pertain to our vehicles, our rights in respect of transferring or disposing of these assets are restricted. In the event we fail to service our debt obligations, the lenders have the right to enforce the security in respect of our secured borrowings and dispose of our assets to recover the amounts due from us. Any disposal of key operating assets could adversely affect our business, results operations and financial condition.

Furthermore, our loan agreements with our lenders also contain certain negative covenants, including but not limited to, effecting any change in ownership, control, constitution and operating structure capital structure or shareholding pattern and/or management of our Company, any amendment in the constitutional documents, and restrictions on fund raising.

Any failure on our part to comply with these terms in our financing agreements including the security agreements would generally result in events of default under these financing agreements. In such a case, the lenders under each of these respective loan agreements may, at their discretion, accelerate payment and declare the entire outstanding amounts under these loans due and payable, and in certain instances, enforce their security which has been constituted.

***18. We have experienced negative cash flows in the six months period ended September 30, 2024.***

We have experienced negative cash flows in the recent past. Our cash flows in the six months period ended September 30, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022 are set forth in the table below.

The following table sets forth our cash flows for the periods indicated:

*(₹ in million)*

| Particulars | Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Net cash generated from Operating Activities | (281.10) | 1,600.27 | 1,579.33 | 1,431.64 |
| Net cash (used in) Investing Activities | 271.97 | (391.03) | (471.40) | (2,198.08) |
| Net cash generated from/ (used in) Financing Activities | 26.65 | (1,221.17) | (1,120.10) | 754.91 |
| Net increase / (decrease) in Cash and Cash Equivalents | 17.52 | (11.94) | (12.17) | (11.53) |

Any negative cash flows in the future could adversely affect our business, results of operations and financial condition. For further details, see "*Management's Discussion and Analysis of our Financial Condition and Results of Operations – Cash Flows*" on page 332.

***19. Our contingent liabilities could materially and adversely affect our business, results of operations and financial condition.***

Our Restated Financial Information disclosed the following contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets as at the periods indicated.

(*₹ in millions*)

| Particulars | For the six months ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| **a) Contingent Liabilities** | | | | |
| **Tax Litigations*** | 302.67 | 275.01 | 273.29 | 273.29 |
| **Bank guarantees for performance, Earnest Money & Security Deposits** | 57.28 | 57.28 | 57.28 | 57.28 |
| **Arbitration Proceedings**** | 130.29 | 130.29 | 130.29 | 130.29 |
| **Motor Vehicle Accident Litigations** | 4.50 | 4.50 | 3.00 | 3.00 |
| **b) Commitments** | | | | |
| **Amount payable for investment made in wholly- owned subsidiary#** | 30.00 | Nil | Nil | Nil |

** The company has an outstanding demand of ₹ 17,17,134/- for AY 2018-19. Against which the company has filed an appeal before ITAT, Rajkot on April 17, 2023 and the same is under process.*
**The company has two (2) outstanding demands of service tax aggregating ₹ 24,33,14,170/- for the period from 01-07-2003 to 30-06-2010. Order of the same was received in our favour by CESTAT however the department has filed an appeal before Supreme Court and the same is under process.*
**The company has three (3) outstanding demands of CENVAT credit aggregating ₹ 2,99,76,907/- for the period from 01-10-2012 to 30-10-2017 and the same is pending before the department.*
**The company has received an show cause notice on 01.08.2024 under Goods and Services taxes aggregating ₹ 2,76,58,303/- for the period from 01-04-2018 to 31-03-2021 and the same is pending before the department.*
*** The Company is currently in arbitration proceedings with Amit Acetylene, involving a disputed amount of ₹2,02,86,563. The jurisdiction for this matter lies with the National Company Law Tribunal (NCLT), Ahmedabad. The Company awaits the decision from the Ahmedabad Arbitration Centre, which is currently pending.*
*** The Company is currently engaged in arbitration proceedings with Vedanta Limited, involving a disputed amount of ₹11,00,00,000. The jurisdiction for this matter lies with the High Court of Delhi. The Company awaits the decision from the Delhi International Arbitration Centre, which is currently pending.*

# The Company Shreeji Global IFSC pvt ltd a wholly owned subsidiary of Shreeji Shipping global pvt ltd was incorporated on 31/08/2024. Since it is proposed to carryout its object of Ship Leasing In GIFT City, Gandhinagar under IFSCA Regulations, we are under process of applying for the IFSC Registration. Once the registration is being received, after that the company will proceed for the Bank Account Opening and further Credit of Subscription entries. This Compliances will be done within the stipulated time given under the Companies Act, 2013

For further information, see "*Restated Financial Information – Note 43 – Contingent Liabilities and Commitments*" on page 332.

Most of the liabilities have been incurred in the normal course of business. If these contingent liabilities were to fully materialize or materialize at a level higher than we expect, it may materially and adversely impact our business, results of operations and financial condition.

***20. Exchange rate fluctuations may adversely affect our results of operations as our sales and operating expenses in our overseas operations are denominated in foreign currencies.***

Our financial statements are prepared in Indian Rupees. However, we have operations in overseas jurisdictions, including Sri Lanka and Guinea with revenue and operating expenses denominated in foreign currencies, mostly the U.S. Dollars. Accordingly, we have currency exposures relating to buying and selling in currencies other than in Indian Rupees, particularly the U.S. Dollar. The table below sets forth our revenues in foreign currency from our overseas operations for the periods indicated.

| Particulars | Six months period ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | ₹ millions | % of revenue from operations | ₹ millions | % of revenue from operations | ₹ millions | % of revenue from operations | ₹ millions | % of revenue from operations |
| Revenue in foreign currency from overseas operations (1) | 160.05 | 5.35 | 857.89 | 11.74 | 423.82 | 5.12 | 340.48 | 5.95 |

*(1) Sri Lanka and Guinea*

We do not hedge our assets or liabilities against exchange rate movements; therefore, changes in the relevant exchange rates could affect sales and expenses as reported in Indian Rupees as part of our financial statements. The table set forth below provides our foreign currency gains for the periods indicated.

(*₹ in millions*)

| Particulars | Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2023 |
|---|---|---|---|---|
| Foreign currency gains | 1.87 | (1.20) | (1.44) | 4.31 |

These foreign currency gains were related to instances where the market exchange rate at the time of transaction was in our favour. We, however, run the risk from time to time that the market exchange rate may be less favourable to us which may result in foreign currency losses.

***21. Our services are dependent on the ports and jetties on which we provide our services. Any modernization in the ports and jetties may affect our operations in such ports and jetties, could have an adverse impact on our business, financial condition, results of operations and cash flows.***

The ongoing modernization and expansion of ports and jetties, may introduce risks to our business operations, including disruptions, increased operational costs, and potential delays. Modernization efforts may result in changes to the existing logistics infrastructure, such as the reallocation of cargo terminals, which may require us to adapt our operations and logistics processes. These changes could lead to higher costs. We have not faced any significant disruptions in our ports and jetties in the past three Fiscals, and the six months ended September 30, 2024. Such disruptions in the future could adversely impact our business, financial condition, results of operations and cash flows.

***22. We may not have sufficient insurance coverage to cover our economic losses as well as certain other risks, not covered in our insurance policies, which could adversely affect business, results of operations and financial condition.***

Our operations are subject to various risks inherent to shipping & logistics industry including losses due to natural calamities, accidents and other disruptions and losses of shipments, as well as other risks, such as theft, robbery or acts of terrorism and other force majeure events. While, the customer is responsible for arranging insurance for the cargo, our company is responsible for the vessels and earthmoving equipment including our self-propelled barges, floating cranes and other vehicles. However, our company is bind to follow the procedure outlined under the Insurance policy for the safe loading, unloading and storage of cargo at port and accordingly we take adequate steps to avoid loss of such cargo. Our principal types of insurance coverage include insurance for damage to our vessel and earthmoving equipment and workmen compensation policy. We also have directors' and officers' liability insurance as part of our risk management strategy and stevedorer's liability policy. We have also obtained insurance with respect to our storage yard, which we use for storage of Dry Bulk Cargo.

The table below sets forth particulars of our insurance coverage on as at September 30, 2024:

| Particulars | As at September 30, 2024 |
|---|---|
| Insured Assets (₹ millions) | 7,531.02 |
| Insured Assets as % of Gross Block of Property, Plant and Equipment | 139.94% |

We cannot assure you that the terms of our insurance policies will be adequate to cover any such damage or loss suffered or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. There are many events that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured. There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, results of operations and financial condition could be adversely affected. For further details of insurance, see "*Our Business*" on page 178.

Further, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business. While none of our insurance policies are due for renewal as at the date of this Draft Red Herring Prospectus, we cannot assure you that such renewals in the future (on expiry) will be granted in a timely manner, at acceptable cost or at all.

***23. Delay/ default in payment of statutory dues may attract penalties and in turn have an adverse impact on our financial condition.***

We are required to make certain payments to various statutory authorities from time to time, including but not limited to payments pertaining to employee provident fund, employee state insurance, income tax and excise duty. The table below sets forth the details of the statutory dues paid by our Company in relation to our employees for the periods indicated below:

| Particulars | Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Provident Fund (₹ million) | 0.25 | 0.73 | 0.65 | 0.50 |
| Number of employees for whom provident fund has been paid | 43 | 40 | 36 | 31 |
| ESIC (₹ million) | 0.02 | 0.04 | 0.05 | 0.05 |
| Number of employees for whom ESIC has been paid | 08 | 06 | 08 | 08 |

The table below provides the delays in payment of statutory dues by our Company during years indicated

| Fiscal | Nature of Payment | | | | | |
|---|---|---|---|---|---|---|
| | GST | | TDS | | Professional Tax | |
| | Number of instances | Amount (₹ million) | Number of instances | Amount (₹million) | Number of instances | Amount (₹million) |
| Delay for September 30, 2024 | - | - | 1 | 0.09 | 1 | 0.03 |
| Delay for Fiscal 2024 | - | - | - | - | - | - |
| Delay for Fiscal 2023 | 1 | 10.30 | - | - | 2 | 0.03 |
| Delay for Fiscal 2022 | 7 | 57.80 | 5 | 6.55 | 1 | 0.01 |

Number of employees of our Company:

| Particulars | As at September 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---|---|---|---|
| Total employees | 1,146 | 1,295 | 1,057 | 852 |

While there have been no instances of failure to pay statutory dues in the three preceding Fiscals, we cannot assure you to that we will be able to pay our statutory dues timely, or at all, in the future. Any failure or delay in payment of such statutory dues may expose us to statutory and regulatory action, as well as significant penalties, and may adversely impact our business, results of operations, cash flows and financial condition.

***Legal and Regulatory Risks***

***24. There are outstanding legal proceedings against our Company, Promoters, and certain of our Directors. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our business, results of operations and financial condition.***

There are certain legal proceedings involving our Company, Promoters, and certain of our Directors are pending at different levels of adjudication before various courts, tribunals and authorities. In the event of adverse rulings in these proceedings or consequent levy of penalties, we may need to make payments or make provisions for future payments and which may increase expenses and current or contingent liabilities.

A summary of outstanding litigation proceedings involving our Company, Promoters, and Directors, as disclosed in "*Outstanding Litigation and Material Developments*" on page 332 in terms of the SEBI ICDR Regulations as at the date of this Draft Red Herring Prospectus is provided below:

*(in ₹ million, unless otherwise specified)*

| Name | Criminal proceedings | Tax proceedings | Statutory or regulatory actions | Disciplinary actions by the SEBI or Stock Exchanges against our Promoters | Material civil litigation | Aggregate* amount involved (*₹ in millions*) |
|---|---|---|---|---|---|---|
| **Company** | | | | | | |
| By our Company | 24 | Nil | Nil | Nil | 1 | 109.13 |
| Against our Company | Nil | 9 | Nil | Nil | 1 | 413.29 |

| Name | Criminal proceedings | Tax proceedings | Statutory or regulatory actions | Disciplinary actions by the SEBI or Stock Exchanges against our Promoters | Material civil litigation | Aggregate* amount involved (*₹ in millions*) |
|---|---|---|---|---|---|---|
| **Directors (*other than our Promoters*)** | | | | | | |
| By our Directors | Nil | Nil | Nil | Nil | Nil | Nil |
| Against our Directors | Nil | Nil | Nil | Nil | Nil | Nil |
| **Promoters** | | | | | | |
| By our Promoters | 123 | Nil | Nil | Nil | Nil | 97.21 |
| Against our Promoters | Nil | Nil | Nil | Nil | Nil | Nil |
| **Subsidiaries** | | | | | | |
| By our Subsidiaries | Nil | Nil | Nil | Nil | Nil | Nil |
| Against our Subsidiaries | Nil | Nil | Nil | Nil | Nil | Nil |

We cannot assure you that any of the outstanding litigation matters will be settled in our favour, or that no (additional) liability will arise out of these proceedings. We are in the process of litigating these matters. Further, such proceedings could divert management time and attention and consume financial resources in their defence. In addition to the foregoing, we could also be adversely affected by complaints, claims or legal actions brought by persons, before various forums such as courts, tribunals, consumer forums or sector-specific or other regulatory authorities in the ordinary course or otherwise, in relation to our products, our technology, our branding or our policies or any other acts/omissions. Further, we may be subject to legal action by our employees and/or ex-employees in relation to alleged grievances such as termination of their employment with us. There can be no assurance that such complaints or claims will not result in investigations, enquiries or legal actions by any courts, tribunals or regulatory authorities against us.

***25. We require various licenses and approvals for undertaking our businesses and the failure to obtain or retain such licenses or approvals in a timely manner, or at all, may adversely affect our business, results of operations and financial condition.***

Our business operations are subject to various laws, the compliance of which is supervised by multiple regulatory authorities and government bodies in India. In order to conduct our business, we are required to obtain multiple licenses, approvals, permits and consents. For further information, see "*Government and Other Approvals*" on page 383.

Additionally, our government approvals and licenses are subject to numerous conditions, some of which are onerous including making an application for amending the existing approval. If we are unable to comply with any or all of their applicable terms and conditions or seek waivers or extensions of time for complying with such terms and conditions, our operations may be interrupted and penalties may be imposed on us by the relevant authorities. Further, a majority of these approvals and licenses are subject to ongoing inspection and compliance requirements and are valid only for a fixed period of time subject to renewals. Although no proceedings have been initiated against us where a license or approval was not renewed during the six months period ended September 30, 2024 and during Fiscal 2024, Fiscal 2023 or Fiscal 2022, we may need to apply for more approvals in the future including renewal of approvals that may expire from time to time. If we fail to renew, obtain or retain any of such approvals, in a timely manner, or at all, our business, results of operations and financial condition may be adversely affected.

***26. Our international operations are subject to legal and regulatory risks.***

We provide shipping and logistics services in some of the overseas jurisdictions, including Sri Lanka. As a result, we are subject to multiple legal and regulatory requirements in the jurisdictions we operate. Further, our operations are subject to risks that are specific to each country in which we operate, including: coordinating and managing international operations; social, economic, political, geopolitical conditions and adverse weather conditions, such as natural disasters, civil disturbance, terrorist attacks, war or other military action; different economic and business conditions; difficulties in staffing and managing foreign operations; import, export and transit regulations; immigration and labour laws; compliance with anti-corruption and anti-bribery laws; foreign currency exchange rate fluctuations. In addition, our international operations are exposed to risks related to restrictive governmental actions, and laws and policies of India and foreign governments affecting trade and foreign investment. For risks related to foreign currencies, see "*Exchange rate fluctuations may adversely affect our results of operations as our sales and operating expenses in our overseas operations are denominated in foreign currencies*" on page 50.

***27. Failure to maintain confidential information of our customers could adversely affect our reputation, business, business, results of operations and financial condition.***

Our business generates and processes a large quantity of confidential customer and vendors data. Failure to protect our customers or vendors data through improper handling or unauthorised access could damage our reputation and substantially harm our business, results of operations and financial conditions. The data relating to our customers, vendors and other intermediaries involved in our business operations is processed through ERP and data base for the same is outsourced with third party. Any breach or compromise in data either by us or outsourced centre may materially and adversely affect our business, results of operations and financial condition.

Any failure or perceived failure by us to prevent information security breaches or to comply with privacy policies or privacy-related legal and contractual obligations could cause our customers to lose trust in us and our services. Further, assertions of misappropriation of confidential information or the intellectual property of our customers, vendors and other intermediaries against us, if successful, could have an adverse effect on our business, results of operations and financial condition. Even if such assertions against us are unsuccessful, they may cause us to incur reputational harm and divert management's attention.

Additionally, in 2023, the Digital Personal Data Protection Act, 2023 (the "DPDP Act") has been enacted which provides for the processing of digital personal data for lawful purposes and protection of personal data. Our ability to collect, use, disclose and transfer information with respect to our counterparties will be further restricted. Our failure to take reasonable security precautions and safeguard personal information in the future may have a material adverse effect on our business, results of operations and financial condition.

***28. We have a trademark application pending for our name and corporate logo. We also rely on a combination of trade secret and contractual restrictions to protect our intellectual property. If we are unable to protect our intellectual property rights, our business, results of operations and financial condition may be adversely affected.***

We have certain trademark applications for our logo filed with the Trademark Registry. We may not be able to protect our intellectual property rights, including our trademark after receipt of approval from Registrar of Trademarks, against third-party infringement and unauthorised use of our intellectual property, including by our competitors. Any failure to protect our intellectual property rights may adversely affect our business, results of operations and financial condition. Further, a failure to obtain or maintain these registrations may adversely affect our competitive business position. This may in turn affect our brand value, and consequently, our business. Despite our efforts to protect our proprietary rights, unauthorized parties may copy aspects of our proprietary products, technology, systems and processes and use information that we consider proprietary. Further, unauthorized parties may also attempt, or successfully endeavour, to obtain our intellectual property, confidential information, and trade secrets through various methods, including through cybersecurity attacks, and legal or other methods of protecting this data may be inadequate. In addition, our trade secrets may become known or independently developed by our competitors, and in such cases, we may no longer enjoy the exclusive use of some of our confidential information relating to our products.

Details of our key trademarks registered in our Company's name are as set out below:

| Sr No | Application Number | Trademark | Class | Date of registration / application / renewal Application | Status | Validity |
|---|---|---|---|---|---|---|
| 1. | 6337953 | | 04 | March 08, 2024 | Objected | NA |
| 2. | 6337954 | | 09 | March 08, 2024 | Opposed | NA |
| 3. | 6337955 | | 35 | March 08, 2024 | Objected | NA |
| 4. | 6337956 | | 39 | March 08, 2024 | Registered | March 08, 2034 |
| 5. | 6337957 | | 43 | March 08, 2024 | Registered | March 08, 2034 |
| 6. | 6337986 | | 11 | March 08, 2024 | Objected | NA |

We also use domain name for our website, which include www.shreejishipping.in.

Although no such proceedings have been initiated in the six months period ended September 30, 2024 or in Fiscal 2024, Fiscal 2023 or Fiscal 2022, we may need to litigate to protect our intellectual property or to defend against third party infringement. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorised use or take appropriate and timely steps to enforce or protect our intellectual property. Any inability to use or protect our intellectual property could affect our relationships with our customers, which could materially and adversely affect our brand, business, results of operations and financial condition.

***29. We might infringe upon the intellectual property rights of others and any misappropriation of our intellectual property could harm our competitive position.***

While we take care to ensure that we comply with the intellectual property rights of others, 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 supplier 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 during the six months period ended September 30, 2024 and during Fiscal 2024, Fiscal 2023 or Fiscal 2022, we have not been involved in litigation or incurred litigation expenses in connection with our 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, results of operations and financial condition.

***Risks related to our Promoters and Promoter Group***

***30. We enter into certain related party transactions in the ordinary course of our business and we cannot assure you that such transactions will not adversely affect our business, results of operations and financial condition.***

We enter into certain transactions with related parties (including our Promoters, Promoter Group, KMPs and Group Companies) in the ordinary course of our business and may continue to enter into related party transactions in the future. The tables below provide details of our aggregate related party transactions in the periods indicated.

| **Transactions with Related Parties:** | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Particulars** | **During the period ended 30 Sep 2024** | **% of Revenue from Operations** | **During the period ended 31 March 2024** | **% of Revenue from Operations** | **During the year ended 31 March 2023** | **% of Revenue from Operations** | **During the year ended 31 March 2022** | **% of Revenue from Operations** |
| **Sales** | | | | | | | | |
| Siddhi Marine Services LLP | 10.42 | 0.35% | 37.19 | 0.51% | 107.55 | 1.30% | 205.64 | 3.60% |
| Shreeji Shippers Private Limited | 5.55 | 0.19% | 22.20 | 0.30% | 25.74 | 0.31% | - | - |
| Krishna Roadways | 1.10 | 0.04% | 0.02 | 0.00% | 0.01 | 0.00% | 0.66 | 0.01% |
| Shreeji Petroleum | 18.89 | 0.63% | 4.80 | 0.07% | 47.36 | 0.57% | 54.14 | 0.95% |
| Shreeji Shipping Services (I) Ltd. | 19.79 | 0.66% | 343.38 | 4.70% | 924.93 | 11.18% | - | 0.00% |
| Krishnaraj Shipping Co. Ltd. | 5.87 | 0.20% | 30.08 | 0.41% | 381.77 | 4.62% | 18.32 | 0.32% |
| Alfalal Shipping Pvt. Ltd. | 15.85 | 0.53% | 4.93 | 0.07% | 9.99 | 0.12% | 0.40 | 0.01% |
| Shakti Clearing Agency Pvt. Ltd. | - | - | 68.72 | 0.94% | 45.71 | 0.55% | 39.14 | 0.68% |
| Shreeji Coke and Energy Pvt. Ltd. | 5.55 | 0.19% | 22.20 | 0.30% | 25.74 | 0.31% | - | - |
| **Cargo Handling Expense** | | | | | | | | |
| N.K. Parmar & Co. | 0.60 | 0.02% | 0.29 | 0.00% | 0.65 | 0.01% | 4.42 | 0.08% |
| Siddhi Marine Services LLP | 23.90 | 0.80% | 64.79 | 0.89% | 263.98 | 3.19% | 272.04 | 4.76% |
| Kamalben J Lal | - | - | 0.24 | 0.00% | 0.90 | 0.01% | 1.05 | 0.02% |
| Viraj A Lal | - | - | 2.20 | 0.03% | 1.40 | 0.02% | 2.21 | 0.04% |
| Shreeji Petroleum | 2.40 | 0.08% | 27.24 | 0.37% | 18.14 | 0.22% | 12.49 | 0.22% |
| Shreenath Petroleum | 4.35 | 0.15% | 26.89 | 0.37% | 26.02 | 0.31% | 16.00 | 0.28% |
| Krishnaraj Jitendra Lal | - | - | 0.24 | 0.00% | 0.88 | 0.01% | 0.40 | 0.01% |
| Siddhi Wind Energy Pvt. Ltd. | - | - | - | - | 1.83 | 0.02% | 1.23 | 0.02% |
| Shreeji Coke and Energy Pvt. Ltd. | 0.94 | 0.03% | - | - | 0.24 | 0.00% | 3.10 | 0.05% |
| Shreeji Fuel Station | 2.33 | 0.08% | 28.87 | 0.40% | 29.15 | 0.35% | 2.85 | 0.05% |
| Shreeji Holiday Hotels Pvt. Ltd. | - | - | 1.26 | 0.02% | 1.80 | 0.02% | - | - |
| USL Lanka Logistics (Pvt.) Ltd. | - | - | - | - | 0.53 | 0.01% | - | - |
| Shreeji Shipping Lanka Private Limited | - | - | 4.62 | 0.06% | 24.67 | 0.30% | 9.94 | 0.17% |
| Shreeji Shipping Services (I) Ltd. | 65.74 | 2.20% | 155.82 | 2.13% | 218.22 | 2.64% | 48.73 | 0.85% |
| Krishnaraj Shipping Co. Ltd. | 15.93 | 0.53% | 48.53 | 0.66% | 88.62 | 1.07% | 57.16 | 1.00% |
| Alfalal Shipping Pvt. Ltd. | - | 0.00% | 146.20 | 2.00% | 85.15 | 1.03% | 30.35 | 0.53% |

| **Transactions with Related Parties:** | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Particulars** | **During the period ended 30 Sep 2024** | **% of Revenue from Operations** | **During the period ended 31 March 2024** | **% of Revenue from Operations** | **During the year ended 31 March 2023** | **% of Revenue from Operations** | **During the year ended 31 March 2022** | **% of Revenue from Operations** |
| Shakti Clearing Agency Pvt. Ltd. | 5.04 | 0.17% | 2.30 | 0.03% | 0.78 | 0.01% | - | 0.00% |
| **Rent Expenses** | | | | | | | | |
| Amidhara Builders Pvt. Ltd. | - | - | 0.04 | 0.00% | 1.97 | 0.02% | 0.04 | 0.00% |
| Khorshed Buildcon Pvt. Ltd. | 0.05 | 0.00% | 0.09 | 0.00% | 0.09 | 0.00% | 0.09 | 0.00% |
| Kamalben J Lal | 0.05 | 0.00% | 0.53 | 0.01% | 0.53 | 0.01% | 0.57 | 0.01% |
| Manjulaben H Lal | - | - | 0.36 | 0.00% | 0.67 | 0.01% | 0.36 | 0.01% |
| Viraj A Lal | - | - | 0.42 | 0.01% | 0.42 | 0.01% | 0.42 | 0.01% |
| Sarthak Buildcon Pvt. Ltd. | - | - | 0.05 | 0.00% | 1.91 | 0.02% | 0.05 | 0.00% |
| Krishnaraj Jitendra Lal | 0.04 | 0.00% | 0.50 | 0.01% | 0.50 | 0.01% | 0.62 | 0.01% |
| Viraj Buildcon Pvt. Ltd. | - | - | 0.23 | 0.00% | 0.02 | 0.00% | 0.02 | 0.00% |
| Jitendra Haridas Lal | 0.11 | 0.00% | 0.92 | 0.01% | 0.74 | 0.01% | 0.72 | 0.01% |
| Ashokkumar Haridas Lal | - | - | 0.38 | 0.01% | 0.50 | 0.01% | 0.50 | 0.01% |
| **Interest On loan** | | | | | | | | |
| Ashok Kumar Haridas Lal (HUF) | - | - | 1.64 | 0.02% | 1.47 | 0.02% | 1.43 | 0.03% |
| Jitendra H Lal (HUF) | - | - | 1.20 | 0.02% | 1.05 | 0.01% | 0.87 | 0.02% |
| Kamalben J Lal | - | - | 0.67 | 0.01% | 0.22 | 0.00% | - | - |
| Mitesh A Lal | - | - | 3.42 | 0.05% | 3.23 | 0.04% | - | - |
| Narottamka Commodities Pvt. Ltd. | 11.98 | 0.40% | 24.81 | 0.34% | 33.12 | 0.40% | 35.56 | 0.62% |
| Trincass Vyapar Pvt. Ltd. | 23.34 | 0.78% | 35.55 | 0.49% | 54.03 | 0.65% | 57.47 | 1.00% |
| Krishnaraj Jitendra Lal | - | - | 4.50 | 0.06% | 2.10 | 0.03% | - | - |
| Dinaben A Lal | - | - | 1.04 | 0.01% | 1.57 | 0.02% | 1.50 | 0.03% |
| **Transportation Expense** | | | | | | | | |
| Krishna Roadways | 9.64 | 0.32% | 19.56 | 0.27% | 14.08 | 0.17% | 10.82 | 0.19% |
| **Salary expense** | | | | | | | | |
| Krishnaraj Jitendra Lal | - | - | 17.65 | 0.24% | - | - | - | - |
| **Travel & Conveyance Expense** | | | | | | | | |

| **Transactions with Related Parties:** | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Particulars** | **During the period ended 30 Sep 2024** | **% of Revenue from Operations** | **During the period ended 31 March 2024** | **% of Revenue from Operations** | **During the year ended 31 March 2023** | **% of Revenue from Operations** | **During the year ended 31 March 2022** | **% of Revenue from Operations** |
| Aatithya Complex & Motels Pvt. Ltd. | - | - | 0.57 | 0.01% | 0.39 | 0.00% | 0.10 | 0.00% |
| Krishnaraj Buildcon Pvt. Ltd. | 0.28 | 0.01% | 0.72 | 0.01% | 1.29 | 0.02% | 28.66 | 0.50% |
| Shreeji Aviation Pvt. Ltd. | 1.47 | 0.05% | 1.07 | 0.01% | 40.60 | 0.49% | 1.73 | 0.03% |
| **Advertisement and Promotion Expense** | | | | | | | | |
| Shreeji News Publication (Guj) Pvt. Ltd. | - | - | 0.14 | 0.00% | 0.37 | 0.00% | 0.64 | 0.01% |
| **Remuneration** | | | | | | | | |
| Ashokkumar Haridas Lal | - | - | - | - | 5.00 | 0.06% | - | - |
| Jitendra Haridas Lal | - | - | - | - | 5.00 | 0.06% | - | - |
| Harshida Jayesh Bhanushali | 0.47 | 0.02% | 0.93 | 0.01% | 0.78 | 0.01% | 0.72 | 0.01% |
| **Fixed Assets Purchase** | | | | | | | | |
| Shreeji Coke and Energy Pvt. Ltd. | 1.19 | 0.04% | - | - | 0.45 | 0.01% | - | - |
| **Fixed Assets Sale** | | | | | | | | |
| Shreeji Coke and Energy Pvt. Ltd. | 0.04 | 0.00% | - | - | 3.78 | 0.05% | - | - |
| Shreeji Shipping Services (I) Ltd. | 420.00 | 14.03% | - | - | - | - | - | - |
| **Loan taken** | | | | | | | | |
| Ashok Kumar Haridas Lal (HUF) | 0.45 | 0.02% | 0.63 | 0.01% | 0.12 | 0.00% | 1.48 | 0.03% |
| Jitendra H Lal (HUF) | 0.45 | 0.02% | 0.63 | 0.01% | 3.50 | 0.04% | 5.86 | 0.10% |
| Kamalben J Lal | - | - | 13.75 | 0.19% | 4.00 | 0.05% | - | - |
| Mitesh A Lal | 6.15 | 0.21% | 21.00 | 0.29% | 14.00 | 0.17% | 93.00 | 1.63% |
| Narottamka Commodities Pvt. Ltd. | 108.00 | 3.61% | 419.50 | 5.74% | 298.50 | 3.61% | 182.50 | 3.19% |
| Trincass Vyapar Pvt. Ltd. | 596.00 | 19.91% | 1,076.00 | 14.72% | 1,211.00 | 14.64% | 652.00 | 11.40% |
| Shreeji Petroleum | - | - | - | - | 19.23 | 0.23% | 2.47 | 0.04% |
| Krishnaraj Jitendra Lal | 21.10 | 0.70% | 70.64 | 0.97% | 26.17 | 0.32% | 55.00 | 0.96% |
| Dinaben A Lal | 0.57 | 0.02% | 17.06 | 0.23% | 2.75 | 0.03% | 6.76 | 0.12% |
| Ashokkumar Haridas Lal | 1,350.60 | 45.12% | - | - | - | - | - | - |

| Transactions with Related Parties: | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Particulars** | **During the period ended 30 Sep 2024** | **% of Revenue from Operations** | **During the period ended 31 March 2024** | **% of Revenue from Operations** | **During the year ended 31 March 2023** | **% of Revenue from Operations** | **During the year ended 31 March 2022** | **% of Revenue from Operations** |
| Jitendra Haridas Lal | 1,382.01 | 46.17% | - | - | - | - | - | - |
| **Loan Repaid** | | | | | | | | |
| Ashok Kumar Haridas Lal (HUF) | 0.33 | 0.01% | 0.42 | 0.01% | 0.22 | 0.00% | 0.48 | 0.01% |
| Jitendra H Lal (HUF) | 0.09 | 0.00% | 0.27 | 0.00% | 0.36 | 0.00% | 0.32 | 0.01% |
| Kamalben J Lal | 0.55 | 0.02% | 7.28 | 0.10% | 1.58 | 0.02% | - | - |
| Mitesh A Lal | 5.22 | 0.17% | 11.50 | 0.16% | 14.37 | 0.17% | 67.10 | 1.17% |
| Narottamka Commodities Pvt. Ltd. | 88.99 | 2.97% | 459.00 | 6.28% | 257.00 | 3.11% | 337.80 | 5.91% |
| Trincass Vyapar Pvt. Ltd. | 329.26 | 11.00% | 1,015.00 | 13.89% | 1,643.50 | 19.87% | 421.50 | 7.37% |
| Shreeji Petroleum | - | - | - | - | 21.70 | 0.26% | - | - |
| Krishnaraj Jitendra Lal | 36.05 | 1.20% | 49.60 | 0.68% | 21.29 | 0.26% | 52.50 | 0.92% |
| Dinaben A Lal | 0.45 | 0.02% | 0.33 | 0.00% | 0.79 | 0.01% | 12.14 | 0.21% |
| Ashokkumar Haridas Lal | 1,005.73 | 33.60% | - | - | - | - | - | - |
| Jitendra Haridas Lal | 999.88 | 33.40% | - | - | - | - | - | - |

For details of our related party transactions in the six months period ended September 30, 2024 and in the Fiscal 2024, Fiscal 2023 and Fiscal 2022, see Note 46 to our Restated Consolidated Financial Information included in "***Restated Consolidated Financial Information***".

The transactions we have entered into have involved, and any future transactions with our related parties could potentially involve, conflicts of interest. All related party transactions that we may enter into post-listing will be subject to an approval by our Audit Committee, our Board, or our Shareholders, as required under the Companies Act and the SEBI Listing Regulations. While the related party transactions entered into by our Company in the six month period ended September 30, 2024 and in the Fiscals 2024, Fiscal 2023 and Fiscal 2022 were at an arm's length basis and in compliance with relevant provisions of the Companies Act, 2013 and other applicable laws, the related party transactions that our Company enters into in the future could involve conflicts of interest, which may be detrimental to the interest of our Company and we cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority Shareholders and will not adversely affect our business, results of operations and financial condition.

***31. After the completion of the Issue, our Promoters will continue to collectively hold substantial shareholding in our Company.***

Currently, our Promoters own an aggregate of 93.00% of our issued, subscribed and paid-up Equity Share capital. Following the completion of the Issue, our Promoters will continue to hold approximately [●] % of our post-Issue Equity Share capital. For details of their shareholding pre and post-Issue, see "*Capital Structure*" on page 92. By virtue of their shareholding, our Promoters will have the ability to exercise significant control over the outcome of the matters submitted to our shareholders for approval, including the appointment of Directors, the timing and payment of dividends, the adoption of and amendments to our Memorandum and Articles of Association, the approval of a merger or sale of substantially all of our assets and the approval of most other actions requiring the approval of our shareholders. The interests of our Promoters in their capacity as our Shareholders could be different from the interests of our other shareholders. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

***Risks related to the Objects of the Issue***

***32. Any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company.***

Our proposed objects of the Issue are set forth under "*Objects of the Issue*" on page 104. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter our Promoters from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI. In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, or vary the terms of any contract referred to in the Draft Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

Further, we will appoint a monitoring agency for monitoring the utilisation of proceeds of the Issue in accordance with Regulation 41 of the SEBI ICDR Regulations and the monitoring agency will submit its report to us on a quarterly basis in accordance with the SEBI ICDR Regulations.

***33. The objects of the Issue have not been appraised by any bank or financial institution and we cannot assure you that the objects of the Issue will be achieved within the expected time frame, or at all, and any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.***

Our Company proposes to utilise the Net Proceeds towards the following objects:

| Sr. No. | Particulars | Total estimated amount (₹ in million) |
|---|---|---|
| 1. | Acquisition of Dry Bulk Carriers in Supramax category in the secondary market (“**Acquisition of Vessels**”) | 2,894.34 |
| 2. | Pre-payment/ re-payment, in part or full, of certain outstanding borrowings availed by our Company | 195.07 |
| 3. | General Corporate Purposes(1)(2) | [●] |
| **Net Issue Proceeds(1)(2)** | | **[●]** |

*(1) To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.*
*(2) The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

For further details, see “*Objects of the Issue*” beginning on page 104. The funding requirements mentioned as a part of the objects of the Issue are based on internal management estimates, and have not been appraised by any bank or financial institution. This is based on current conditions and is subject to change in light of changes in external circumstances, costs, business initiatives, other financial conditions or business strategies. Various risks and uncertainties, including those set forth in this secion, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business.

While a monitoring agency will be appointed to monitor the utilisation of the Gross Proceeds, the proposed utilisation of the Net Proceeds as described herein are based on various factors, such as, our current business plan, management estimates, current circumstances of our business, quotations received from vendors and suppliers, timing of completion of the Issue, market conditions, our Board’s analysis of economic trends and business requirements, competitive landscape, as well as general factors affecting our results of operations and financial condition. Accordingly, use of the Net Proceeds for other purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of our business and your investment.

***34. We intend to utilise a portion of the Net Proceeds towards acquisition of Dry Bulk Carriers in Supramax category in the secondary market. If such expansion does not lead to increases in our revenue from operations, it could have an adverse effect on our business, results of operations, financial condition and cash flows. Further, we are yet to place orders for the acquisition of such vessels and we cannot assure you that we will be able to place orders for such vessels, in a timely manner or at all.***

We will continue to expand our operational capabilities and expand our network infrastructure and capacity to the extent it assists us in improving overall performance as well as allows us to offer a variety of flexible, scalable solutions and services in response to our customers’ requirements We, therefore, intend to utilise ₹ 2,894.34 million from the Net Issue Proceeds for funding our capital expenditure requirements, which includes the acquisition of vessels in the secondary market. As described in the “*Object of the Issue—Acquisition of Dry Bulk Carriers in Supramax category in the secondary market*” on page 106, acquisition of Dry Bulk Carriers allows the company to expand its service portfolio, obtaining competitive advantage and provide synergy between existing operations. The capital expenditure being funded by us through utilisation of the Net Proceeds will be comparatively higher than that incurred by us previously as we intend to pursue forward integration of our operations, requiring higher capital expenditure. Set forth below are details of our capital expenditure towards purchase of heavy vehicles and equipment, for the periods indicated below:

*(₹ in millions, unless otherwise specified)*

| Particulars | Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Heavy Vehicles & Equipment | 8.39 | 291.05 | 962.04 | 1,833.33 |

As of September 30, 2024, we have fleet of more than 75 vessels (consisting of barges, mini bulk carriers (MBCs), tug boats and floating cranes) and more than 380 earthmoving equipment (consisting of material handling machines, excavators, pay loaders, tippers including trailers, tankers and other vehicles) in services of our clients. However, we cannot assure you that our planned capital expenditures will result in business growth or that we will not experience delays in implementing such planned capital expenditures or that we will not be required to make certain incremental capital expenditure and other investments in order to compete effectively and respond to changing customer preferences. Additionally, we may be required to incur certain additional or unanticipated capital expenditure for maintenance, such as for upgrading and improving our vessels, vehicles, equipment and technology, to allow us to continue offering our services or to reduce our operating costs.

As at the date of this Draft Red Herring Prospectus, we had not placed orders for the capital expenditure requirements proposed to be funded from the Net Proceeds and have not entered into any definitive agreements with the vendors in relation to such capital expenditure requirements. We have relied on the quotations received from third party for estimation of the costs. Further, most of these quotations are valid for a certain period of time and their validity may expire. Additionally, these quotations may be subject to revisions, and other commercial and technical factors. 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 be no cost escalations in the future.

***Other Risks***

35. ***Some of our Directors do not have any prior experience of being a director in any other listed company in India and this may present certain potential challenges for our Company and in the event of any material noncompliance where our Directors are held liable and responsible, we may have to appoint new directors.***

Our current Board comprises six directors which includes our Chairman & Managing Director, Joint Managing Director and four Independent Directors. Other than Thomaskutty Varghese, Independent Director, who is a director of Ashapura Logistics Limited, and Vipulchandra Sureshchandra Acharya, Independent Director, who is a director of Arvind and Company Shipping Agencies Limited and Sonu Infratech Limited, none of our Directors are currently a director in any other listed company in India. While our Board members are qualified and have relevant experience in their respective fields, not having any significant contemporary experience of being a director in any other listed company in India may present certain potential challenges for our Company. In the event of any material non-compliance where our Directors are held liable and responsible, we may have to appoint new directors or replace our current Directors, which could be time consuming and may involve additional costs for our Company. For further details, see "*Our Management*" on page 218 of this Draft Red Herring Prospectus.

36. ***We are susceptible to risks relating to accidents due to human error, which can lead to injury or loss of human life and cause interruptions and disruptions to our logistics operations. Moreover, misconduct or errors by manpower engaged by us could expose us to business risks.***

Our business operations are subject to various risks such as accidents due to human error, which can lead to injury or loss of human life and cause interruptions and disruptions to our logistics operations. Any injury or loss of human life, interruption and disruption could lead to a loss of reputation and may significantly reduce our ability to manage and carry out our business operations. If prolonged, such interruption could impact our ability to service our customers and our business, results of operations and financial condition may be adversely affected. [While there has been no significant instance since April 1, 2021 which has led to an injury or loss of human life during our operations, and while we employ safety procedures in the ordinary course of our business, we cannot assure you that there will be no such accidents in the future due to human error.

Further, misconduct or errors by manpower engaged by us could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our reputation. Such misconduct includes breach of security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes and improper use of confidential information. It may not always be possible to detect and prevent such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. The ability to control the workplace environment in such circumstances may be limited.

The risks associated with the deployment of manpower engaged by us across several locations include, among others, possible claims relating to (i) actions or inactions, including matters for which we may have to indemnify our customers; (ii) our failure to adequately verify personnel backgrounds and qualifications resulting in deficient services; (iii) failure of manpower engaged by us to adequately perform their duties or absenteeism; (iv) errors or malicious acts or violation of security, privacy, health and safety regulations; and (v) damage to our customers' facilities or property due to negligence or criminal acts. These claims may give rise to litigation and claims for damages, which could be time-consuming. These claims may also result in negative publicity and adversely impact our reputation and brand name. Further, we may be required to indemnify our customers against losses or damages suffered by our customers as a result of negligent acts of manpower engaged by us. We may also be affected in our operations by the acts of third-party service providers or vendors. Any claims and proceedings for alleged negligence as well as regulatory actions may, in- turn, adversely affect our brand image and reputation, and consequently, our business, results of operations and financial condition.

37. ***Our Registered Office, workshop and certain residential premises are not located on land owned by us. In the event we lose or are unable to renew such agreements, our business, financial condition and results of operations may be adversely affected.***

Our registered is located Shreeji House, Town Hall Circle, Jamnagar, Gujarat 361001, India and it is rented by our Company and the current lease expires on November 30, 2025. The property has been rented from one of our members of Promoter Group entities, namely, Khorshed Buildcon Private Limited in which our Promoters and promoter group member/entities holds 100% of share capital.

In addition, as on the date of this Draft Red Herring Prospectus, we have various residential premises which are rented by our Company from various parties including related parties. Further, our company has one workshop for the purpose of repair and maintenance of our vessels and equipment, which has been rented from our Promoter and Joint Managing Director, Jitendra Haridas Lal.

The reliance on rented properties and short-term rental arrangements exposes us to several risks, including the non-renewal of agreements, unfavorable renewal terms, or termination of agreements. Any inability to renew or extend these agreements, particularly for our Registered Office, workshop, or residential premises, may disrupt our operations. Additionally, the reliance on port authority plots for short-term storage introduces further unpredictability, as such arrangements are subject to availability and fluctuating terms.

Moreover, if any of these rent agreements are terminated for any reason or are not renewed on favourable terms or at all, or we are required to vacate the premises, we may suffer a material disruption in our operations or increased costs, or both, which may materially and adversely affect our business, results of operations and financial condition.

***38. We are dependent on contract labour and any disruption to the supply of such labour or our inability to control the composition and cost of our contract labour could adversely affect our operations.***

Our workforce includes our permanent employees as well as contract labours that we engage through independent contractors. We incur certain contract labour charges for engaging workforce through independent contractors.

Although we do not engage labourers directly, we may be held responsible for any wage payments to labourers in the event of default by our independent contractors. While the amount paid in such an event can be recovered from the independent contractor, any significant requirement to fund the wage requirements of the engaged labourers or delay in recovering such amounts from the contractors may have an adverse effect on our cash flows and results of operations.

We are also subject to the laws and regulations in India governing employees, including in relation to minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits. These laws and regulations have, however, become increasingly stringent and it is possible that they will become significantly more stringent in the future. For instance, the Government of India ("***GoI***") has recently 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, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future and increase our expenses. Furthermore, any upward revision of wages that may be required by the state government to be paid to such contract labourers would increase our costs and may adversely affect the business and results of our operations. For instance, recently the Labour, Skill Development and Employment Department, Government of Gujarat, has pursuant to a notification dated March 27, 2023 under the Minimum Wages act, 1948, increased the basic wage of workers by approximately 24% for skilled, semi-skilled and unskilled labour under the Minimum Wages act, 1948. Any similar upward revisions could have an adverse impact on our costs and profitability in the future.

If we are unable to obtain the services of skilled and unskilled workmen or at reasonable rates, it may adversely affect our business and results of operations. In addition, our logistics operations are dependent on a technology driven production systems and any inability of the contract labourers to familiarize themselves with such technology could adversely affect our business, results of operations and financial condition.

***39. We are dependent on third party vendors and suppliers for the supply of fuel, heavy vehicles or equipment and any disruption in the supply of such utilities or equipment could adversely affect our operations.***

Due to the nature of our business, we are not dependent on a particular supplier or group of suppliers. However, in addition to our owned fleet of vessel and earthmoving equipment, we enter into spot arrangements with local third-party market players for hiring of vessel and earthmoving equipment as required. Such arrangement provides timely completion of cargo handling of our customers, even when our fleet is not available. Our primary component for cost of services is diesel and fuel. To manage this efficiently, we have a dedicated team that continuously monitors fuel prices and makes strategic purchasing decisions. Additionally, we procure fuel directly from producers, enabling us to save on middlemen margins.

However, our fuel expenses have increased significantly in recent years due primarily to an increase in costs of fuel, and further increases in fuel expenses may impact our margins if we are not able to pass these price increases to our customers.

Further, in case of any increases in fuel prices, third-party transportation service charges, rent or other costs, our inability to pass on such increases in costs to our customers or any decline in prices to our third-party service providers, or our inability to adopt effective cost control-measures, may materially and adversely affect our operating margins and, consequently, our business, results of operations and financial condition. Similarly, if there are any fluctuations in the performance of the industries in which our customers operate or in the event of an economic slowdown in India, our customers may negotiate a lower price for our services, and we may not be able to pass on any decrease in our prices to our third-party service providers. Disagreements on such costs may lead to a loss of customers and may also affect the reliability and quality of the services provided by our third-party service providers.

***40. Our inability to successfully implement some or all our business strategies in a timely manner or at all could have an adverse effect on our business.***

As part of our strategy aimed towards business growth and improvement of market position, we intend to implement several business strategies, which include:

- Continued focus on cost optimization and improving operational efficiency;
- Continue to invest in our fleet and earthmoving equipment;
- Pursue inorganic growth on an opportunistic basis; and

Our strategies may not succeed due to various factors, including our inability to expand into different type of cargo, reduce our operating costs, our failure to execute or renew agreements with our customers, our failure to effectively market our business or foresee challenges with respect to our business initiatives, our failure to sufficiently upgrade our infrastructure, vehicles, equipment and technology as required to cater to the requirement of changing demand and market preferences, our failure to maintain highest quality in our operations or to ensure scaling of our operations to correspond with our strategy and customer demand, changes in GoI policy or regulation, our inability to respond to regular competition, and other operational and management difficulties. For further details of our strategies, see "*Our Business – Our Strategies*" on page 188.

***41. If we do not continue to invest in our vessels and earthmoving equipment, our existing fleet of vessels and earthmoving equipment may become obsolete after certain age and we may not be able to effectively optimise our asset fleet relative to our competitors, which may have an adverse impact on our business, results of operations and financial condition.***

In our industry, maintaining efficiency and cost-effectiveness is critical to ensuring profitability and staying competitive. If we do not continue to invest in our vessels and earthmoving equipment, our existing fleet of vessels and earthmoving equipment may become obsolete after certain age. This could lead to increased operational costs relative to our competitors, as increased repair, maintenance and insurance expenses, adversely impacting our business, results of operations and financial condition.

However, we intend to continue to operate through an asset-based business model, in order to expand our operational capabilities and expand our capacity across business lines to the extent it assists us in our improve overall performance as well as allowing us to offer a variety of flexible, scalable solutions and services based on our customers' specific requirements.

Our future profitability and competitiveness depend significantly on our ability to sustain low operational costs while meeting customer requirements for the handling and delivery of cargo as per agreed specifications. If we are unable to respond or adapt to evolving industry trends and standards in machinery, equipment, and technology—or fail to do so in a timely and cost-effective manner—we may face operational inefficiencies, diminished service quality, and increased costs.

The following table sets forth additions to property, plant and equipment and Intangible assets by category of expenditure, for the period and fiscal years indicated:

*(₹ in millions, unless otherwise specified)*

| Particulars | For the six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| ***Property, Plant and Equipment (A)*** | | | | |
| Heavy Vehicles & Equipment | 8.39 | 291.05 | 962.04 | 1,833.33 |
| Computer System | 0.38 | 1.05 | 1.59 | 0.95 |
| Buildings | 1.48 | 6.61 | 2.55 | - |
| Office Equipment | - | - | - | 0.09 |
| Furniture and Fixtures | 0.05 | 0.03 | 5.49 | 0.55 |
| Vehicles | 25.00 | 14.26 | 44.38 | 30.77 |
| ***Capital Work in Progress (B)*** | | | | |
| Capital Work in Progress | 121.88 | 3.35 | 158.95 | 321.50 |
| ***Intangible Assets (C)*** | | | | |
| Goodwill | - | - | 0.31 | - |
| Softwares - ERP | - | - | - | 0.03 |

| Particulars | For the six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Forstock | | | | |
| ***Intangible Assets under Development (D)*** | | | | |
| Intangible Assets under Development | 2.71 | 12.42 | 7.76 | 3.47 |
| **Total (A+B+C+D)** | **159.88** | **328.78** | **1,183.08** | **2,190.71** |

Furthermore, an inability to align our technologies and processes with changes in market conditions or customer expectations may impair our ability to compete effectively. This could result in loss of market share, declining revenues, and a deterioration of our financial performance.

***42. Failure or disruption of our IT systems may adversely affect our business, results of operations and financial condition.***

We have implemented traditional enterprise resource planning ("**ERP**") software for our financial and accounting purposes. Additionally, we are in the process of developing an in-house ERP system to support and streamline our integrated operations. Upon development, software will enable our company for various functions including calculation of cargo capacity for our available vessels, calculation of Demurrage and Dispatch, insurance claims, contract with customers, transport operations, repair and maintenance of our vehicles and equipment, man planning for operations, invoicing, accounting and statutory filing**.**

Our IT system is potentially vulnerable to damage or interruption from a variety of sources, which could result from (among other causes) cyber-attacks on or failures of such infrastructure or compromises to its physical security, as well as from damaging weather or other acts of nature. A significant or large-scale malfunction or interruption of one or more of our IT systems or ERP systems, could adversely affect our ability to keep our operations running efficiently and affect product availability, particularly in the country, region or functional area in which the malfunction occurs, and wider or sustained disruption to our business cannot be excluded. In addition, it is possible that a malfunction of our data system security measures could enable unauthorized persons to access sensitive business data, including information relating to our business strategy or those of our customers. Any such malfunction or disruptions in future could cause economic losses for which we could be held liable or cause damage to our reputation. Any of these developments, alone or in combination, could have a material adverse effect on our business, results of operations and financial condition. Although we have had no incidents during last three fiscal years, the unavailability of, or failure to retain, well trained employees capable of constantly servicing our IT, and/or ERP systems may lead to inefficiency or disruption of our operations and thereby adversely affecting our business, results of operations and financial condition.

***43. If we are unable to establish and maintain an effective internal controls and compliance system, our business and reputation could be adversely affected.***

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that our operations adhere to our policies, compliance requirements and internal guidelines. We periodically test and update our internal processes and systems and there have been no past material instances of failure to maintain effective internal controls and compliance system. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error.

Further, our operations are subject to anti-corruption laws and regulations. These laws generally prohibit us and our employees and intermediaries from bribing, being bribed or making other prohibited payments to government officials or other persons to obtain or retain business or gain some other business advantage. We participate in collaborations and relationships with third parties whose actions could potentially subject us to liability under these laws or other local anti-corruption laws. While our code of conduct requires our employees and intermediaries to comply with all applicable laws, and we continue to enhance our policies and procedures in an effort to ensure compliance with applicable anti-corruption laws and regulations, these measures may not prevent the breach of such anti-corruption laws, as there are risks of such breaches in emerging markets, such as India. If we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, results of operations and financial condition. Likewise, any investigation of any potential violations of anti-corruption laws by the relevant authorities could also have an adverse impact on our business and reputation.

44. ***Certain sections of this Draft Red Herring Prospectus contain information from the Dun & Bradstreet Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.***

Certain sections of this Draft Red Herring Prospectus include information based on, or derived from, the D&B Report prepared by Dun & Bradstreet, which is not related to our Company, Directors, Key Managerial Personnel or Senior Management. We commissioned and paid for this report for the purpose of confirming our understanding of the industry in connection with the Issue. All such information in this Draft Red Herring Prospectus indicates the D&B Report as its source. Accordingly, any information in this Draft Red Herring Prospectus derived from, or based on, the D&B Report should be read taking into consideration the foregoing.

Industry sources and publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Industry sources do not guarantee the accuracy, adequacy or completeness of the data. Further, the D&B Report is not a recommendation to invest / disinvest in any company covered in the D&B Report. Accordingly, prospective investors should not place undue reliance on, or base their investment decision solely on this information.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Issue pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the D&B Report. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the D&B Report before making any investment decision regarding the Issue. See "*Industry Overview*" on page 129. For the disclaimers associated with the Dun & Bradstreet Report, see "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data*" on page 17.

45. ***This Draft Red Herring Prospectus includes certain Non-GAAP Measures, financial and operational performance indicators and other industry measures related to our operations and financial performance. The Non-GAAP Measures and industry measures may vary from any standard methodology that is applicable across the Indian shipping and logistics industry and, therefore, may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.***

Certain Non-GAAP Measures relating to our operations have been included in this Draft Red Herring Prospectus. For more information on the key performance indicators and non-GAAP financial measures used in this Draft Red Herring Prospectus including EBIT, EBITDA, EBITDA Margin, Profit After Tax, PAT Margin, Return on Equity, Return on Capital Employed, Asset Turnover Ratio, Debt to Equity Ratio, Debt Service Coverage Ratio and Current Ratio, see "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation—Non-GAAP financial measures*", on page 17.

Although these Non-GAAP Measures, financial and operational performance indicators and other industry measures are not a measure of performance calculated in accordance with applicable accounting standards, our management believes that they are useful to an investor in evaluating us because they are widely used measures to evaluate a company's operating and financial performance. Further, our management believes that when taken collectively with financial measures prepared in accordance with Ind AS, these Non-GAAP Measures, financial and operational performance indicators and other industry measures may be helpful to investors because they provide an additional tool for investors to use in evaluating our ongoing results and trends. Presentation of these Non-GAAP Measures, financial and operational performance indicators and other industry measures should not be considered in isolation from, or as a substitute for, analysis of our historical financial performance, as reported and presented in our Restated Consolidated Financial Information set out in this Draft Red Herring Prospectus.

These Non-GAAP Measures, financial and operational performance indicators and other industry measures may differ from similar titled information used by other companies, who may calculate such information differently and hence their comparability with those used by us may be limited. Therefore, these Non-GAAP Measures, financial and operational performance indicators and other industry measures should not be viewed as substitutes for performance or profitability measures under Ind AS or as indicators of our operating performance, financial condition, cash flows, liquidity or profitability.

Also see "*Management's Discussion and Analysis of Financial Condition and Results of Operations— Key Performance Indicators and Non-GAAP Financial Measures*" on page 275.

**External Risks**

***Risks Relating to India***

***46. Natural calamities, climate change and health epidemics and pandemics in India could adversely affect our business, results of operations and financial condition. In addition, hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect our business, results of operations and financial condition.***

India has experienced natural calamities, such as earthquakes and floods in recent years. Natural calamities could have an adverse impact on the Indian economy which, in turn, could adversely affect our business, and may damage or destroy our barges, floating cranes, machinery, equipment and warehouses. Any of these natural calamities could adversely affect our business, results of operations and financial condition.

Our logistics operations including our barges, floating cranes, machinery, equipment and warehouses may be damaged or disrupted as a result of natural calamities. Such events also may lead to the disruption of information systems, electrical systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations or to move our customers cargo to the desired location. Damage or destruction that interrupts our logistics operations could adversely affect our reputation, our relationships with our customers, our senior 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 barges, cranes, warehouses, machinery and equipment. Any of the above factors may adversely affect our business, results of operations and financial condition.

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. Such political tensions also 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 and Europe, could influence the Indian economy and could have a material adverse effect on the market for securities of Indian companies.

***47. A slowdown in economic growth in India could have a negative impact on our business, results of operations and financial condition.***

Our performance and the growth of our business are dependent on the health of the overall Indian economy. Any slowdown or perceived slowdown in the Indian economy could adversely affect our business. Additionally, an increase in trade deficit, or a decline in India's foreign exchange reserves could negatively affect liquidity, which could adversely affect the Indian economy and our business. In particular, the COVID-19 pandemic caused an economic downturn in India and globally. Any downturn in the macroeconomic environment in India could also adversely affect our business, results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market conditions in Asia. Further, financial turmoil in United States, United Kingdom, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy. Further, geopolitical developments in other regions of the world also may affect our business. For instance, the recent geopolitical situation and war between Ukraine and Russia has caused and may further cause onsite resourcing disruptions across Europe and the operations of our customers in Europe could be potentially impacted if the conflict prolongs further.

Further, India's economy could be adversely affected by a general rise in interest rates or inflation, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the GoI towards the shipping and logistics industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy.

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

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, barges, floating cranes, equipment and machinery and other expenses relevant to our logistics business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or entirely offset any increases in costs with increases in prices for our products. In such case, our business, results of operations and financial condition may be adversely affected. Further, the Government has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

***49. Our business is affected by global economic conditions, which may have an adverse effect on our business, results of operations and financial condition.***

The Indian economy and its securities markets are influenced by global economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business, financial performance and the price of our Equity Shares.

China is one of India's major trading partners and there are rising concerns of a strained relationship with India, which could have an adverse impact on the trade relations between the two countries.

Developments in the ongoing conflict between Russia and Ukraine, Israel and Hamas, Iran and the Houthi rebels and certain western countries, have resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, adversely impact availability of natural gas, increase in supply chain, logistics times and costs, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India.

If we are unable to successfully anticipate and respond to changing economic and market conditions, our business, results of operations and financial condition may be adversely affected.

***50. Changing regulations in India and other countries in which we operates could lead to new compliance requirements that are uncertain.***

The regulatory and policy environment in which we operate is evolving and is subject to change. The GoI and Sri Lanka 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, results of operations and financial condition.

***51. Any downgrading of India's sovereign debt rating by an international rating agency could have a negative impact on our business, results of operations and cash flows.***

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any adverse revisions to credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such funding is available. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which is outside our control. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

***52. Significant differences exist between Ind-AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements prepared and presented in accordance with Ind-AS contained in this Draft Red Herring Prospectus.***

Our Restated Consolidated Financial Information has been compiled from our Special purpose audited financial statements prepared in accordance with requirement of Explanation (ii) of Regulation 6 and 7 of SEBI (ICDR) Regulations, 2018 and presented in accordance with Ind-AS, and restated in accordance with the SEBI ICDR Regulations. Ind-AS differs from accounting principles with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Ind-AS, U.S. GAAP and IFRS, which may be material to the financial statements prepared and presented in accordance with Ind-AS contained in this Draft Red Herring Prospectus. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is dependent on the prospective investor's familiarity with Ind-AS and the Companies Act. Any reliance by persons not familiar with Ind-AS on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. In addition, some of our competitors may not present their financial statements in accordance with Ind AS and their financial statements may not be directly comparable to ours, and therefore reliance should accordingly be limited.

53. ***We may be affected by competition law in India and any adverse application or interpretation of the Competition Act may in turn adversely affect our business.***

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India ("AAEC"). Under the Competition Act, any formal or informal arrangement, understanding, or action in concert, which causes or is likely to cause an AAEC, is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment, or th9e provision of services, or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

On April 11, 2023, the Competition (Amendment) Bill 2023 received the assent of the President of India to become the Competition (Amendment) Act, 2023 ("**Competition Amendment Act**"), amending the Competition Act and giving the CCI additional powers to prevent practices that harm competition and the interests of consumers. It has been enacted to increase the ease of doing business in India and enhance transparency. The Competition Amendment Act, inter alia, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered by us could be within the purview of the Competition Act. Further, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct, or combination occurring outside India if such agreement, conduct, or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered by us cannot be predicted with certainty at this stage. We may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows, and prospects.

54. ***Investors may not be able to enforce a judgment of a foreign court against us.***

Our Company is a company incorporated under the laws of India. Our Board of Directors comprises members all of whom are Indian citizens. All of our Key Managerial Personnel and Senior Management are residents of India and majority of the assets of our Company and such persons are located in India. As a result, it may not be possible for investors outside India to effect service of process upon our Company or such persons in India, or to enforce against them judgments obtained in courts outside India.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which includes, among others, the United Kingdom, Singapore, United Arab Emirates and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Code of Civil Procedure, 1908. Judgments or decrees from jurisdictions, which do not have reciprocal recognition with India, cannot be executed in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us or our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in a non-reciprocating territory within three years of obtaining such final judgment in the same manner as any other suit filed to enforce a civil liability in India. If, and to the extent that, an Indian court were of the opinion that fairness and good faith so required, it would, under current practice, give binding effect to the final judgment that had been rendered in the non-reciprocating territory, unless such a judgment contravenes principles of public policy in India. It is unlikely that an Indian court would award damages on the same basis or to the same extent as was awarded in a final judgment rendered by a court in another jurisdiction if the Indian court believed that the amount of damages awarded was excessive or inconsistent with Indian practice. In addition, any person seeking to enforce a foreign judgment in India is required to obtain prior approval of the RBI to repatriate any amount recovered pursuant to the execution of such a judgment.

***Risks Relating to the Issue and the Equity Shares***

55. ***The Issue Price, market capitalization to revenue from operations multiple and price to earnings ratio of our***

***company based on the Issue Price, may not be indicative of the market price of the Company on listing or thereafter.***

Set forth below are details regarding our revenue from operations and restated profit / (loss) after tax for the periods indicated.

*(₹ in millions, unless otherwise specified)*

| Particulars | Six months period ended September 30, 2024* | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Revenue from operations | 2,993.51 | 7,310.03 | 8,269.97 | 5,719.73 |
| Profit After Tax | 805.35 | 1,245.12 | 1,188.85 | 834.62 |

**Not Annualised*

Set forth below are details of our Cap Price to earnings ratio and market capitalisation (based on the Cap Price) to revenue from operations multiple, for the periods indicated.

| Fiscal/Period | Cap Price to earnings ratio(1) | Market capitalisation (based on the Cap Price) to revenue from operations multiple(1) |
|---|---|---|
| Fiscal 2024 | [●] | [●] |
| Fiscal 2023 | [●] | [●] |
| Fiscal 2022 | [●] | [●] |
| Six months period ended September 30, 2024(2) | [●] | [●] |

*(1) Computed based on Cap Price.*

*(2) Not Annualised*

The Price Band and the Issue Price will be determined by our Company in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares issued through the Book Building Process and on the basis of quantitative and qualitative factors as set out in "*Basis of Issue Price*" on page 115, and the Issue Price, multiples and ratios may not be indicative of the market price of the Company on listing or thereafter. Investors are advised to make an informed decision while investing in our Company taking into consideration the price per share that will be published in price advertisement, the revenue generated per share in the past and the market capitalization of our company vis-à-vis the revenue generated per share.

Prior to the Issue, there has been no public market for our Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares.

The relevant financial parameters based on which the Price Band would be determined, shall be disclosed in the advertisement that would be issued for publication of the Price Band. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the logistics industry in which we operate, developments relating to India, announcements by us or our competitors of significant acquisitions, COVID-19 related or similar situations, strategic alliances, our competitors launching significant new projects, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

***56. The determination of the Price Band is based on various factors and assumptions and the Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue. Further, the current market price of some securities listed pursuant to certain previous issues managed by the Book Running Lead Managers is below their respective issue prices.***

The Price Band and the Issue Price will be determined by our Company in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares issued through the Book Building Process and on the basis of quantitative and qualitative factors as set out in "*Basis of Issue Price*" on page 115 and may not be indicative of the market price for the Equity Shares after the Issue.

Additionally, the current market price of securities listed pursuant to certain previous initial public offerings managed by the Book Running Lead Managers is below their respective issue price. For further details, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLMs*" commencing on page 392. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

***57. Subsequent to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measures and Graded Surveillance Measures by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.***

SEBI and the Stock Exchanges, in the past, have introduced various pre-emptive surveillance measures with respect to the shares of listed companies in India (the "**Listed Securities**") in order to enhance market integrity, safeguard the interests of investors and potential market abuses. In addition to various surveillance measures already implemented, and in order to further safeguard the interest of investors, the SEBI and the Stock Exchanges have introduced additional surveillance measures ("**ASM**") and graded surveillance measures ("**GSM**").

ASM is conducted by the Stock Exchanges on Listed Securities with surveillance concerns based on certain objective parameters such as price-to-earnings ratio, percentage of delivery, client concentration, variation in volume of shares and volatility of shares, among other things. GSM is conducted by the Stock Exchanges on Listed Securities where their price quoted on the Stock Exchanges is not commensurate with, among other things, the financial performance and financial condition measures such as earnings, book value, fixed assets, net worth, other measures such as price-to-earnings multiple and market capitalization.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, and low trading volumes as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, limiting trading frequency or freezing of price on the upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on the market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company. Any such instance may result in a loss of our reputation and diversion of our management's attention and may also decrease the market price of our Equity Shares which could cause you to lose some or all of your investment.

***58. Rights of shareholders of companies under Indian law may be more limited than under 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 shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

***59. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.***

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time taken for such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the proceeds received by Shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

***60. Our Company's Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Issue, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile and may not be indicative of the market price of Equity Shares after the Issue, and you may be unable to resell your 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 for our Equity Shares may not develop. Listing and quotation does not guarantee that a market for our Equity Shares will develop, or if developed, the liquidity of such market for our Equity Shares. 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 our Equity Shares will be determined through a book-building process and may not be indicative of the market price of our Equity Shares at the time of commencement of trading of our Equity Shares or at any time thereafter.

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Issue could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus. These broad market fluctuations and industry factors may materially reduce the market price of our Equity Shares, regardless of our Company's performance. In addition, following the expiry of the six-month locked-in period on certain portions of the pre-Issue Equity Share capital, our Promoters may sell its shareholding in our Company, depending on market conditions and its investment horizon. Any perception by investors that such sales might occur could additionally affect the trading price of our Equity Shares. Consequently, the price of our Equity Shares may be volatile, and you may be unable to sell your Equity Shares at or above the Issue Price, or at all. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

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

Our Company has a formal dividend policy as on the date of this Draft Red Herring Prospectus. Our Company, however, has not declared dividends on our Equity Shares during the current Fiscal Year and the last three Fiscal Years. Our ability to pay dividends in the future will depend upon our dividend policy, future results of operations, financial condition, cash flows, working capital requirements and capital expenditure requirements and other factors considered relevant by our directors and shareholders. Our ability to pay dividends may also be restricted under certain financing arrangements that we may enter into. We cannot assure you that we will be able to pay dividends on the Equity Shares at any point in the future. For details pertaining to dividend policy, see "*Dividend Policy*" on page 245.

***62. Investors may be subject to Indian taxes arising out of income arising on the sale of and dividend on the Equity Shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. Securities transaction tax ("**STT**") will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any capital gain realized on the sale of listed equity shares on a Stock Exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, STT paid, the quantum of gains and any available treaty relief. Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. The capital gains tax applicable at the time of sale of equity shares, on a stock exchange or off-market sale, is subject to amendments from time to time.

Further, the Finance Act, 2019 has made various amendments in the taxation laws and has also clarified 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. These amendments have come into effect from July 1, 2020. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of Equity Shares.

Additionally, the Finance Act, 2020, has, amongst others things, notified changes and provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020 and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident, and are subject to tax deduction at source. We 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 from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

Further, the Government of India has notified the Finance Act, 2023 ("**Finance Act**"), which has introduced various amendments to the Income-tax Act, 1961. We cannot predict whether any amendments to the Finance Act, or 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.

***63. QIBs and Non-Institutional Bidders 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 Bidders are not permitted to withdraw their Bids after Bid/Issue Closing Date.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders 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. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date. While our Company is required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed including Allotment pursuant to the Issue within six Working Days from the Bid/Issue Closing Date, or such other time period as required under the applicable laws, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in macro-economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted or cause the trading price of the Equity Shares to decline on listing.

***64. There is no guarantee that our Equity Shares will be listed on the BSE and NSE in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE and NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

***65. Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.***

Under the Companies Act, a company having share capital and incorporated in India must offer holders of its Equity Shares pre-emptive rights to subscribe and pay for a proportionate number of Equity Shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the Equity Shares who have voted on such resolution. However, if the laws of the jurisdiction that holders are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, the holders will be unable to exercise such pre-emptive rights unless we make such a filing. The Company may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to the holders. To the extent that the holders are unable to exercise pre-emptive rights granted in respect of the Equity Shares, they may suffer future dilution of their ownership position and their proportional interests in our Company would be reduced.

***66. Any future issuance of Equity Shares or convertible securities or other equity linked securities by our Company may dilute holders' shareholding and sales of the Equity Shares by our Promoters or other shareholders may adversely affect the trading price of the Equity Shares.***

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in us. Any disposal of Equity Shares by our shareholders, or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. Additionally, the disposal, pledge or encumbrance of the Equity Shares by our Promoters or other shareholders, or the perception that such transactions may occur, may affect the trading price of the Equity Shares. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of the Equity Shares. Such securities may also be issued at prices below the Issue Price.

***67. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.***

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Although the SEBI Takeover Regulations 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. 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 its stakeholders, it is possible that such a takeover would not be attempted or consummated.

Shareholders' rights under Indian law and our Articles of Association may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face more challenges in asserting their rights as a shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

***68. Non-resident investors are subject to investment restrictions under Indian laws, which limit the ability to attract foreign investors, which may adversely impact the market price of Equity Shares.***

Foreign ownership of Indian securities is subject to Government regulation. Under the foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or does not fall under any of the exceptions specified by the RBI, then prior approval of the RBI will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

Additionally, shareholders who seek to convert the Indian 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 authority. We cannot assure investors that any required approval from the RBI or any other Indian government agency can be obtained on any particular terms, or at all.

Further, pursuant to 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 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, can only be made through Government approval route, as prescribed in the Consolidated FDI Policy and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. The Company cannot assure investors that any required approval from the RBI or any other government agency can be obtained on any particular terms, or at all. For further details, please see "*Restriction on Foreign Ownership of Indian Securities*" on page 427.

## SECTION III – INTRODUCTION
## THE ISSUE

The following table summarizes details of the Issue:

| | |
|---|---|
| **Issue of Equity Shares (1) (5)** | Up to 20,000,000 Equity Shares of ₹10 each, aggregating up to ₹ [●] million |
| **The Issue comprises of:** | |
| A. QIB Portion(2)(3) (4) | Not more than [●] Equity Shares of ₹10 each aggregating to ₹ [●] million |
| *of which:* | |
| (i) Anchor Investor Portion | Up to [●] Equity Shares of ₹10 each |
| (ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed) | Up to [●] Equity Shares of ₹10 each |
| *of which:* | |
| a. Available for allocation to Mutual Funds only (5% of the Net QIB Portion) | Up to [●] Equity Shares of ₹10 each |
| b. Balance for all QIBs including Mutual Funds | Up to [●] Equity Shares of ₹10 each |
| B. Non-Institutional Portion | Not less than [●] Equity Shares of ₹10 each aggregating to ₹ [●] million |
| *of which:* | |
| One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 0.20 million to ₹ 1.00 million | Up to [●] Equity Shares of ₹10 each |
| Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 1.00 million | Up to [●] Equity Shares of ₹10 each |
| C. Retail Portion | Not less than [●] Equity Shares of ₹10 each aggregating to ₹ [●] million |
| **Pre and post-Issue Equity Shares** | |
| Equity Shares outstanding prior to the Issue (as at the date of this Draft Red Herring Prospectus) | 146,620,254 Equity Shares of ₹10 each |
| Equity Shares outstanding post the Issue | [●] Equity Shares of ₹10 each |
| **Use of Net Proceeds** | See "*Objects of the Issue*" on page 104, for information on the use of proceeds arising from the Issue. |

**Subject to finalisation of Basis of Allotment.*
*Notes:*

*1.The Issue has been authorized by a resolution of our Board and Shareholders dated December 2, 2024.*

*2.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, as applicable, at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange, subject to applicable laws. Undersubscription, if any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill-over from other categories or a combination of categories.*

*3.Our Company, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB 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. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. 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. For details, see "Issue Procedure" on page 409.*

*4.SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹500,000, shall use the UPI Mechanism. 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.*

*5.Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Bidders and Retail Individual Bidders, shall be made on a proportionate basis subject to valid Bids received at or above the Issue Price. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. For further details, see "Issue Procedure" on page 409. Not less than 15% of the Issue shall be available for allocation to Non-Institutional Bidders of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. The allocation to each Non-Institutional Bidder shall not be less than the minimum 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 in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.*

Allocation to Bidders in all categories except the Anchor Investor Portion, Non-Institutional Portion and the Retail Portion, if any, shall be made on a proportionate basis subject to valid Bids received at or above the Issue Price, as applicable.

The allocation to each of the RIBs shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to each of the NIIs shall not be less than the minimum application size, subject to the availability of Equity Shares in Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the SEBI ICDR Regulations. For further details, see "*Terms of the Issue*", "*Issue Structure*" and "*Issue Procedure*" on pages 400, 405 and 409 respectively.

## SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Consolidated Financial Information for six-months period ended September 30, 2024, and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022. The summary financial information presented below should be read in conjunction with "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 246 and 332, respectively.

***[****The remainder of this page has intentionally been left blank****]***

## SUMMARY OF RESTATED ASSETS AND LIABILITIES

*(₹ in million)*

| Particulars | As at six months ended September 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---|---|---|---|
| **ASSETS** | | | | |
| **Non-Current Assets** | | | | |
| Property, Plant and Equipment | 3,434.54 | 3,709.54 | 3,610.82 | 2,951.67 |
| Capital work-in-progress | 125.23 | 3.35 | - | 429.63 |
| Intangible assets | 0.19 | 0.19 | 0.21 | 0.34 |
| Goodwill | 0.31 | 0.31 | 0.31 | - |
| Intangible assets under development | 40.94 | 38.23 | 25.81 | 18.05 |
| Financial Assets | | | | |
| (i) Investments | 0.01 | 0.01 | 0.01 | 0.01 |
| (ii) Other Financial Assets | 84.91 | 148.99 | 67.89 | 23.89 |
| **Total Non-Current Assets** | **3,686.13** | **3,900.63** | **3,705.06** | **3,423.59** |
| **Current Assets** | | | | |
| Inventories | 204.61 | 181.22 | 120.37 | 100.60 |
| Financial Assets | | | - | |
| Investments | - | - | - | - |
| Trade Receivables | 2,574.26 | 1,564.98 | 1,735.19 | 1,866.92 |
| Cash & Cash Equivalents | 40.07 | 22.55 | 34.55 | 41.08 |
| Bank Balances other than (iii) above | 1.94 | 1.94 | 1.88 | 7.52 |
| Loans | 201.30 | 132.39 | 116.65 | 58.67 |
| Other Financial Assets | 87.24 | 95.71 | 98.16 | 50.59 |
| Current Tax Assets (Net) | 630.08 | 408.51 | 371.42 | 168.92 |
| Other Current Assets | 138.20 | 128.68 | 111.20 | 154.38 |
| **Total Current Assets** | **3,877.69** | **2,535.98** | **2,589.43** | **2,448.68** |
| | | | | |
| **Total Assets** | **7,563.81** | **6,436.60** | **6,294.48** | **5,872.27** |
| | | | | |
| **EQUITY AND LIABILITIES** | | | | |
| **Equity** | | | | |
| Equity Share capital | 1,466.20 | 1.00 | 1.00 | 1.00 |
| Other Equity | 1,505.57 | 3,150.83 | 2,557.07 | 1,528.71 |
| **Total Equity** | **2,971.78** | **3,151.83** | **2,558.07** | **1,529.71** |
| | | | | |
| **Liabilities** | | | | |
| **Non-Current Liabilities** | | | | |
| Financial Liabilities | | | | |
| Borrowings | 2,081.42 | 1,116.97 | 1,022.29 | 1,764.89 |
| Deferred Tax Liabilities (Net) | 403.99 | 324.92 | 231.30 | 110.82 |
| Provisions | 52.10 | 43.84 | 32.22 | 24.10 |
| **Total Non-Current Liabilities** | **2,537.51** | **1,485.73** | **1,285.81** | **1,899.81** |
| | | | | |
| **Current Liabilities** | | | | |
| Financial Liabilities | | | | |
| Borrowings | 564.01 | 471.87 | 732.22 | 584.82 |
| Trade payables | | | | |
| (i) Total outstanding dues of micro enterprises and small enterprises | - | - | - | - |
| (ii) Total outstanding dues other than micro and small enterprises | 445.75 | 478.05 | 459.42 | 452.76 |
| Other Financial Liabilities | 352.22 | 393.48 | 320.91 | 199.94 |
| Other Current Liabilities | 37.14 | 44.84 | 541.79 | 927.62 |
| Provisions | 132.25 | 80.71 | 110.95 | 81.35 |
| Current Tax Liabilities (Net) | 523.16 | 330.11 | 285.31 | 196.27 |
| Total Current Liabilities | **2,054.53** | **1,799.05** | **2,450.60** | **2,442.75** |

| Particulars | As at six months ended September 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---|---|---|---|
| | | | | |
| **Total Equity and Liabilities** | **7,563.81** | **6,436.60** | **6,294.48** | **5,872.27** |

## SUMMARY OF RESTATED STATEMENT OF PROFIT AND LOSS

*(₹ in million)*

| | Particulars | As at September 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---|---|---|---|---|
| | **Revenue** | | | | |
| I. | Revenue from Operations | 2,993.51 | 7,310.03 | 8,269.97 | 5,719.73 |
| II. | Other Income | 16.26 | 51.71 | 3.32 | 6.46 |
| **III.** | **Total Income (I + II)** | **3,009.77** | **7,361.74** | **8,273.29** | **5,726.20** |
| **IV.** | **Expenses** | | | | |
| | Cost of Services | 1,834.51 | 4,981.65 | 5,995.43 | 3,915.55 |
| | Changes in inventories of finished goods and work-in-progress | - | - | - | - |
| | Employee Benefits Expense | 43.14 | 88.27 | 85.98 | 62.68 |
| | Finance Costs | 42.22 | 111.99 | 161.17 | 152.13 |
| | Depreciation And Amortization Expenses | 107.57 | 202.81 | 168.01 | 119.41 |
| | Other Expenses | 137.16 | 308.06 | 301.80 | 335.73 |
| | **Total Expenses (IV)** | **2,164.60** | **5,692.80** | **6,712.39** | **4,585.49** |
| | | | | | |
| **V.** | **Profit/(loss) before exceptional items and tax (III - IV)** | **845.17** | **1,668.94** | **1,560.90** | **1,140.71** |
| VI. | Exceptional Items | 232.31 | (0.18) | 33.73 | 1.00 |
| **VII.** | **Profit/ (loss) before tax (V+VI)** | **1,077.48** | **1,668.76** | **1,594.63** | **1,141.71** |
| **VIII.** | **Tax Expense** | | | | |
| | Current Tax | 193.06 | 330.03 | 285.30 | 196.27 |
| | Deferred Tax | 79.07 | 93.61 | 120.48 | 110.82 |
| | | **272.13** | **423.64** | **405.78** | **307.09** |
| | | | | | |
| **IX.** | **Profit/(loss) for the period (VII-VIII)** | **805.35** | **1,245.12** | **1,188.85** | **834.62** |
| | | | | | |
| **X.** | **Other Comprehensive Income** | | | | |
| | Items that will not be reclassified to Statement of Profit and Loss | 2.28 | 6.69 | 7.10 | 1.34 |
| | Income tax relating to items that will not be reclassified to Statement of Profit and Loss | (0.57) | (1.68) | (1.79) | (0.34) |
| | Items that will be reclassified to Statement of Profit and Loss | - | - | - | - |
| | Income tax relating to items that will be reclassified to Statement of Profit and Loss | - | - | - | - |
| | **Other Comprehensive Income for the year (X)** | **1.71** | **5.00** | **5.31** | 1.00 |
| | | | | | |
| **XI.** | **Total Comprehensive Income for the year (IX + X)** | **807.06** | **1,250.12** | **1,194.16** | **835.62** |
| | | | | | |
| **XII.** | **Earnings per Equity Share** | | | | |
| | Basic (in Rs.) | 5.49 | 8.49 | 8.11 | 5.69 |
| | Diluted (in Rs.) | 5.49 | 8.49 | 8.11 | 5.69 |

## SUMMARY OF RESTATED CASH FLOW STATEMENT

*(₹ in million)*

| Particulars | As at six months ended September, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---|---|---|---|
| **A. Cash Flow from Operating Activities:** | | | | |
| | | | | |
| Net Profit before tax | **1,079.76** | **1,675.45** | **1,601.73** | **1,143.05** |
| | | | | |
| Adjusted for: | | | | |
| Interest Expenses | 42.22 | 111.99 | 161.17 | 152.13 |
| Interest Received | (1.64) | (23.26) | (2.32) | (1.18) |
| (Gain) / loss on Sale of Property, Plant & Equipment | (232.31) | 0.18 | (33.73) | (1.00) |
| Other adjustments | 79.11 | 379.05 | 316.62 | 110.82 |
| Depreciation and Amortisation Expenses | 107.57 | 202.81 | 168.01 | 119.41 |
| **Operating Profit before working capital changes** | **1,074.71** | **2,346.23** | **2,211.48** | **1,523.22** |
| | | | | |
| Increase/(Decrease) in Provisions | 59.80 | (18.61) | 37.72 | 49.09 |
| Increase/(Decrease) in Current Tax Liability | 193.06 | 44.79 | 89.05 | 196.27 |
| (Increase)/Decrease in Other Current financial Assets | 8.47 | 2.46 | (47.57) | (21.22) |
| (Increase)/Decrease in Other current assets | (9.51) | (17.48) | 43.18 | (10.58) |
| Increase/(Decrease) in Trade Payables | (32.30) | 18.63 | 6.66 | 247.33 |
| Increase/(Decrease) in Other Financial Liability | (41.26) | 72.57 | 120.97 | 74.12 |
| Increase/(Decrease) in Other Current Liability | (7.69) | (496.95) | (385.83) | 494.90 |
| (Increase)/Decrease in Inventories | (23.39) | (60.85) | (19.77) | (24.80) |
| (Increase)/Decrease in Current tax assets | (221.57) | (37.09) | (202.50) | (56.33) |
| (Increase)/Decrease in Trade Receivable | (1,009.28) | 170.22 | 131.73 | (733.27) |
| **Cash Generated from Operations** | **(8.97)** | **2,023.91** | **1,985.11** | **1,738.73** |
| | | | | |
| Income Taxes paid | (272.13) | (423.64) | (405.78) | (307.09) |
| **Net Cash from Operating Activities** | **(281.10)** | **1,600.27** | **1,579.33** | **1,431.64** |
| | | | | |
| **B. Cash Flow from Investing Activities** | | | | |
| Purchase of Property, Plant & Equipment | (159.88) | (328.78) | (1,183.24) | (2,190.71) |
| Disposal of Property, Plant & Equipment | 435.04 | 11.33 | 811.51 | 11.21 |
| Investments in other non current financial Assets | 64.08 | (81.10) | (44.01) | (10.16) |
| Sale / (Purchase) of Investments (Net) | - | - | (0.00) | - |
| Loans & advances | (68.90) | (15.74) | (57.98) | (9.61) |
| Interest Received | 1.64 | 23.26 | 2.32 | 1.18 |

| Particulars | As at six months ended September, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---|---|---|---|
| **Net Cash from Investing Activities** | **271.97** | **(391.03)** | **(471.40)** | **(2,198.08)** |
| | | | | |
| **C. Cash Flow from Financing Activities** | | | | |
| Increase/(Decrease) in Current Borrowings | 92.14 | (260.36) | 147.40 | 215.59 |
| Increase/(Decrease) in Non current Borrowings | 871.33 | (1,202.41) | (1,924.82) | (382.58) |
| Interest Paid | (42.22) | (111.99) | (161.17) | (152.13) |
| Shares issued during the year | 1,465.20 | - | - | - |
| Share premium | 214.04 | - | - | - |
| Adjustment in Partner's Capital | (2,573.85) | 353.59 | 818.49 | 1,074.03 |
| **Net Cash from Financing Activities** | **26.65** | **(1,221.17)** | **(1,120.10)** | **754.91** |
| | | | | |
| ***Net Increase / (Decrease) in Cash and Cash Equivalents*** | **17.52** | **(11.94)** | **(12.17)** | **(11.53)** |
| | | | | |
| Cash and Cash Equivalents at the beginning of the period | 24.49 | 36.43 | 48.60 | 60.13 |
| **Cash and Cash equivalents at the end of the period** | **42.01** | **24.49** | **36.43** | **48.60** |
| Notes to the Cash Flow Statement: | | | | |
| **Cash and Cash Equivalents comprises of** | | | | |
| Cash on Hand | 14.53 | 9.29 | 16.63 | 4.89 |
| Balance in Current Account | 27.48 | 15.20 | 19.80 | 43.71 |
| **Cash and Cash equivalents in Cash Flow Statement** | **42.01** | **24.49** | **36.43** | **48.60** |

## GENERAL INFORMATION

Our Company was constituted as a partnership firm namely, M/s Shreeji Shipping through deed of partnership dated June 14, 1995 (the "Partnership"). Subsequently, the Partnership was converted to a private limited company, pursuant to a resolution passed at the meeting of Partners dated March 02, 2024. Consequently, the name of our Company was changed to "Shreeji Shipping Global Private Limited" and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Central Registration Centre on April 11, 2024. Our Company received the approval of its shareholders at their extra-ordinary general meeting held on October 17, 2024 for conversion of the Company into a public limited company, the name of our Company was thereafter changed to "Shreeji Shipping Global Limited" and a fresh certificate of incorporation consequent upon change of name upon conversion to public limited company was issued to our Company by the Registrar of Companies, Central Processing Centre on November 18, 2024.

**Registered & Corporate Office:**

**Shreeji Shipping Global Limited**
"Shreeji House", Town Hall Circle,
Kalavad, Jamnagar 361001,
Gujarat, India

There has been no change in the registered office of our Company since incorporation.

**Corporate Identity Number:** U52242GJ2024PLC150537

**Company Registration Number:** 150537

**Address of the Registrar of Companies**

Our Company is registered with the Registrar of Companies, Gujarat at Ahmedabad ("**RoC**") situated at the following address:

**Registrar of Companies**
ROC Bhavan, Opp Rupal Park Society,
Behind Ankur Bus Stop, Naranpura
Ahmedabad 380013
Gujarat, India

**Board of Directors**

Our Board comprises the following Directors as on the date of filing of this Draft Red Herring Prospectus:

| Name | Designation | DIN | Address |
|---|---|---|---|
| Ashokkumar Haridas Lal | Chairman and Managing Director | 01736933 | Modpar, Lalpur, Jamnagar 361280, Gujarat, India |
| Jitendra Haridas Lal | Joint Managing Director | 00991555 | Maruti, Swastik Society, Jamnagar 361008, Gujarat, India |
| Vipulchandra Sureshchandra Acharya | Independent Director | 07628071 | 26, Digvijay Plot, Police Chowki, Dangarvada, Jamnagar 361005, Gujarat, India |
| Thomaskutty Varghese | Independent Director | 10552412 | Pullanjivilia, Pidavoor, P O, Kollam 689695, Kerala, India |
| Viral M Momtara | Independent Director | 08440935 | Jaya Smruti, 8 Patel Colony, Road No. 1, Jamnagar 361008, Gujarat, India |
| Sheelaben Mansukhlal Dattani | Independent Director | 10856144 | Pritesh Pan House, Opp. Dholiya Pir Dargah, Nageshwar Colony, Jamnagar 361001, Gujarat, India |

For brief profiles and further details of our Directors, see "*Our Management*" on page 218.

**Company Secretary and Compliance Officer**

Archanaba Krunalsinh Gohil is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

**Shreeji Shipping Global Limited**
"Shreeji House", Town Hall Circle,
Kalavad, Jamnagar 361001,
Gujarat, India
**Telephone:** +91 288 2553331
**E-mail:** info@shreejishipping.in
**Website:** www.shreejishipping.in

**Investor Grievances**

Investors can contact the Company Secretary and Compliance Officer, the Book Running Lead Managers 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 orders or non-receipt of funds by electronic mode.

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) to whom the Bid cum Application Form was submitted. The Bidder should give 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, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary(ies) where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than RIBs using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of RIBs using the UPI Mechanism.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through 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 for addressing any clarifications or grievances of ASBA Bidders.

All Issue-related grievances of the Anchor Investors may be addressed to the Book Running Lead Managers 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 Book Running Lead Managers where the Anchor Investor Application Form was submitted by the Anchor Investor.

**Book Running Lead Managers**

**Beeline Capital Advisors Private Limited**
B/1311-1314, Thirteenth Floor, Shilp Corporate Park
Rajpath Rangoli Road, Thaltej,
Ahmedabad Gujarat –380054, India
**Tel:** +91 79 4918 5784
**E-mail:** mb@beelinemb.com
**Website:** www.beelinemb.com
**Investor Grievance e-mail:** ig@beelinemb.com
**Contact Person:** Nikhil Shah
**SEBI Registration No:** INM000012917

**Elara Capital (India) Private Limited**
One International Center, Tower 3, 21st Floor,
Senapati Bapat Marg, Mumbai – 400 013
**Tel:** +91 22 6164 8599
**E-mail:** shreeji.ipo@elaracapital.com
**Website:** www.elaracapital.com
**Investor Grievance e-mail:** mb.investorgrievances@elaracapital.com

**Contact Person**: Narendra Gamini
**SEBI Registration No:** INM000011104

The following table sets forth the inter-se allocation of responsibilities for various activities in relation to the Issue among the Book Running Lead Managers:

| Sr. No. | Activity | Responsibility | Co-ordinator(s) |
|---|---|---|---|
| 1. | Capital structuring, positioning strategy and due diligence of the Company including the operations/management/business plans/legal etc. Drafting and design of the DRHP, RHP and Prospectus and of statutory advertisements including corporate advertising, brochure, etc. and filing of media compliance report, application form and abridged prospectus. | BCAPL, ECIPL | BCAPL |
| 2. | Ensuring compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing. | BCAPL, ECIPL | BCAPL |
| 3. | Appointment of intermediaries – Bankers to the Issue, Registrar to the Issue, advertising agency, printers to the Issue including co-ordination for agreements. | BCAPL, ECIPL | BCAPL |
| 4. | Domestic institutional marketing including banks/ mutual funds and allocation of investors for meetings and finalizing road show schedules | BCAPL, ECIPL | BCAPL |
| 5. | Preparation of road show presentation and FAQs | BCAPL, ECIPL | ECIPL |
| 6. | International institutional marketing of the Issue, which will cover, inter alia:<br>• Finalising media, marketing, public relations strategy and publicity budget including list of frequently asked questions at retail road shows<br>• Finalising collection centres<br>• Finalising application form<br>• Finalising centres for holding conferences for brokers etc.<br>• Follow - up on distribution of publicity; and<br>• Issue material including form, RHP / Prospectus and deciding on the quantum of the Issue material | BCAPL, ECIPL | ECIPL |
| 7. | Non-Institutional and Retail marketing of the Issue, which will cover, inter alia:<br>• Formulating marketing strategies, preparation of publicity budget;<br>• Finalise media and public relation strategy;<br>• Finalising centres for holding conferences for stock brokers, investors, etc;<br>• Finalising collection centres as per Schedule III of the SEBI ICDR Regulations; and<br>• Follow-up on distribution of publicity and Issue material including application form, red herring prospectus, prospectus and brochure and deciding on the quantum of the Issue material. | BCAPL, ECIPL | BCAPL |
| 8. | Managing anchor book related activities including anchor co-ordination, Anchor CAN, intimation of anchor allocation and submission of letters to regulators post completion of anchor allocation, and coordination with Stock Exchanges for anchor intimation, book building software, bidding terminals and mock trading. | BCAPL, ECIPL | BCAPL |
| 9. | Managing the book and finalization of pricing in consultation with Company. | BCAPL, ECIPL | BCAPL |
| 10 | Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination | BCAPL, ECIPL | BCAPL |

| Sr. No. | Activity | Responsibility | Co-ordinator(s) |
|---|---|---|---|
| | with Registrar, SCSBs and Bankers to the Issue, intimation of allocation and dispatch of refund to Bidders, etc.<br><br>Post-Issue activities, which shall involve essential follow-up steps including allocation to Institutional Investors including Anchor Investors, follow-up with Bankers to the Issue and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Issue activity such as registrar to the Issue, Bankers to the Issue, SCSBs including responsibility for underwriting arrangements, as applicable.<br>Co-ordination with SEBI and Stock Exchanges for all post issue reports including the initial and final post issue report to SEBI. | | |

**Syndicate Members**

[●]

**Legal Counsel to the Issue**
**M/s. Crawford Bayley & Co.**
State Bank Building, 4th Floor
NGN Vaidya Marg, Fort, Mumbai
Maharashtra, India – 400 023
**Telephone:** +91 22 2266 3353

**Statutory Auditor to our Company**
**Sarda & Sarda, Chartered Accountants**
102, Riddhi Siddhi Appartment, Opp. Axis Bank,
Park Colony, Main Road, Jamnagar 361008,
Gujarat, India
**Telephone**: +91 9879824142
**E-mail**: rajnikant@sardaandsarda.com
**Firm registration number:** 109264W
**Peer review number:** 018099

**Change in Statutory Auditors**

There has been no change in the statutory auditors of our Company during the three years immediately preceding the date of this Draft Red Herring Prospectus

**Registrar to the issue**

**Bigshare Services Private Limited**
S6-2, 6th Pinnacle Business Park,
Mahakali Caves Road, next to Ahura Centre,
Andheri East, Mumbai- 400093,
Maharashtra, India.**Telephone**.: +91 22 62638200
**E-mail**: ipo@bigshareonline.com
**Website**: www.bigshareonline.com
**Contact Person**: Vinayak Morbale
**SEBI Registration Number**: INR000001385

**Banker(s) to the issue**

***Escrow Collection Bank(s)***

[●]

***Refund Bank(s)***

[●]

***Public Issue Account Bank(s)***

[●]

***Sponsor Bank(s)***

[●]

**Banker to our Company**

**ICICI Bank Limited**
JMC House, C.G. Road,
Ambawadi, Ahmedabad,
Gujarat, India
**Telephone:** 079-40003702
**Contact Person:** Ronak Gauswami
**Website:** www.icicibank.com
**Email:** ronak.gauswami@icicibank.com

**Kotak Mahindra Bank Limited**
G-10 Imperial Heights, 150 Feet Ring,
Opp. Iscon Prozone Mall,
Rajkot-360004
**Telephone:** 0288-2561480
**Contact Person:** Tushar Tala
**Website:** www.kotak.com
**Email:** Tushar.tala@kotak.com

**Designated Intermediaries**

***Self-Certified Syndicate Banks***

The list of SCSBs notified by SEBI for the ASBA process is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, 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 UPI Bidders using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or 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 Bidders (other than RIBs) 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.

Details of nodal officers of SCSBs, identified for Bids made through the UPI Mechanism, are available at www.sebi.gov.in.

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

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 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 (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.

Applications through UPI in the issue can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which are live for applying in public issues using UPI mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. This list is also available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 appearing in the “list of mobile applications for using UPI in public issues” displayed on the SEBI website as updated from time to time or any such other website as may be prescribed by SEBI from time to time. Details of nodal officers of SCSBs, identified for Bids made through the UPI Mechanism, are available at www.sebi.gov.in.

***Syndicate SCSB Branches***

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

***Registered Brokers***

Bidders can submit ASBA Forms in the issue using the stock broker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at https://www.bseindia.com/ and https://www.nseindia.com, as updated from time to time.

***RTAs***

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10 and Stock Exchanges at https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx and https://www.nseindia.com/products/consent/equities/ipos/asba-procedures.htm or any such other websites as updated from time to time.

***Designated Collecting Depository Participants***

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 website of the Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, or any such other websites as updated from time to time.

**Experts**

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

Our Company has received written consent dated January 24, 2025, from the Statutory Auditor, namely, Sarda and Sarda., Chartered Accountants, to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (i) their examination report dated January 07, 2025 on the Restated Consolidated Financial Information; and (ii) their report dated January 24, 2025 on the statement of possible special tax benefits in this Draft Red Herring Prospectus 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.

**Monitoring Agency**

Our Company will appoint a monitoring agency to monitor utilization of the Net Proceeds, in accordance with Regulation 41 of the SEBI ICDR Regulations, prior to the filing of the Red Herring Prospectus with RoC. For further details in relation to the proposed utilisation of the Net Proceeds, see “*Objects of the Issue - Proposed schedule of implementation and deployment of Net Proceeds*” on page 104.

**Appraising Entity**

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

**Credit Rating**

As this is an Issue of Equity Shares, credit rating is not required.

**IPO Grading**

No credit rating agency registered with the SEBI has been appointed in respect of obtaining grading for the issue.

**Debenture Trustees**

As this is an Issue of Equity Shares, no debenture trustee has been appointed for the issue.

**Green Shoe Option**

No green shoe option is contemplated under the issue.

**Filing of this Draft Red Herring Prospectus**

A copy of this Draft Red Herring Prospectus is being filed electronically on the SEBI's intermediary portal at https://siportal.sebi.gov.in, as specified in Regulation 25(8) of the SEBI ICDR Regulations and in accordance with SEBI master circular bearing reference no. SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023. It will also be filed with SEBI at: -

**Securities and Exchange Board of India**
Corporation Finance Department
Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex, Bandra (E)
Mumbai, 400 051
Maharashtra, India

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

**Book Building Process**

Book building, in the context of the Issue, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms within the Price Band, which will be decided by our Company in consultation with the BRLMs, and if not disclosed in the Red Herring Prospectus, will be advertised all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Gujarati daily newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located), each withwide circulation, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Issue Price shall be determined by our Company in consultation with the BRLMs, after the Bid/Issue Closing Date. For further details, see "*Issue Procedure*" on page 409.

**All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the RIBs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Except for Allocation to RIBs, Non-Institutional Bidders and the Anchor Investors, Allocation in the Issue will be on a proportionate basis. Anchor Investors are not permitted to participate in the Issue through the ASBA process.**

**In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bids during the Bid/Issue Period and withdraw their Bids until the Bid/Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs (other than Anchor Investors) and Non-Institutional Investors will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis. For further details, see "*Terms of the Issue*" and "*Issue Procedure*" on pages 400 and 409 respectively.**

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

Bidders should note the Issue is also subject to: (i) obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment within six Working Days of the Bid/Issue Closing Date or such other time period as prescribed under applicable law, and (ii) acknowledgment of the RoC for filing of the Prospectus with the RoC.

For further details on the method and procedure for Bidding, see "*Issue Structure*", "*Issue Procedure*" and "*Terms of the Issue"* on pages 406, 409 and 400, respectively.

**Illustration of Book Building and Price Discovery Process**

For an illustration of the Book Building Process and the price discovery process, see "*Issue Procedure*" on page 409

**Underwriting Agreement**

The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus. After the determination of the Issue Price but prior to the filing of the Prospectus with the RoC, our Company will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Issue. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

*(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC)*

| Name, Address, Telephone Number and Email Address of the Underwriters | Indicative Number of Equity Shares to be Underwritten | Amount Underwritten (in ₹ million) |
|---|---|---|
| [●] | [●] | [●] |

The above-mentioned is indicative underwriting amount and will be finalised after determination of Issue Price and actual allocation in accordance with provisions of the SEBI ICDR Regulations.

In the opinion of our Board (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board / IPO Committee will at its meeting accept and enter into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC

## CAPITAL STRUCTURE

The share capital of our Company, as on the date of this Draft Red Herring Prospectus, is set forth below.

*(in ₹ million, except share data or indicated otherwise)*

| Sr. No. | Particulars | Aggregate nominal value at face value | Aggregate value at Issue Price |
|---|---|---|---|
| A. | **AUTHORIZED SHARE CAPITAL** | | |
| | 170,000,000 Equity Shares of face value of ₹10 each | 1,700,000,000 | [●] |
| | | | |
| B. | **ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE** | | |
| | 146,620,254 Equity Shares of face value of ₹10 each | 1,466,202,540 | [●] |
| | | | |
| C. | **PRESENT ISSUE** | | |
| | Issue of up to 20,000,000 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million | [●] | [●] |
| | | | |
| D. | **ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE**^ | | |
| | [●] Equity Shares of face value ₹10 each | [●] | [●] |
| | | | |
| E. | **SECURITIES PREMIUM ACCOUNT** | | |
| | Before the Issue (as on the date of this Draft Red Herring Prospectus) | | 214.04 |
| | After the Issue | | [●] |

*Notes:*

1. *To be included upon finalisation of the Issue Price.*
2. *For details in relation to the changes in the authorised share capital of our Company in the last 10 years preceding the date of this Draft Red Herring Prospectus, please see the section titled "History and Certain Corporate Matters – Amendments to our Memorandum of Association" on page 210.*
3. *The Issue has been authorised by a resolution of our Board of Directors at their meeting held on December 02, 2024, and the Fresh Issue has been authorized by a special resolution passed by our Shareholders on December 02, 2024.*
4. *Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

### Notes to the Capital Structure

### 1. Share capital history of our Company

The following table sets forth the history of the equity share capital of our Company:

(a) *Primary issuance of equity shares of our Company:*

| Date of allotment | Number of equity shares allotted | Face value per equity share (₹) | Issue Price per equity share (₹) | Nature of consideration | Reason for / nature of allotment | Name of allottees along with the number of equity shares allotted to each allottee | Cumulative Number of equity shares | Cumulative Paid-up equity share capital (₹) |
|---|---|---|---|---|---|---|---|---|
| April 11, 2024 | 100,000 | 10 | 10 | Cash | Initial subscription to MoA | Allotment of 50,000 equity shares to Jitendra Haridas Lal and 50,000 equity shares to Ashokkumar Haridas Lal | 100,000 | 1,000,000 |
| September 09, 2024 | 4,654 | 10 | 360,818 | Cash | Rights Issue in the ratio of 50,000: 2,327* | Allotment of 2,327 equity shares to Jitendra Haridas Lal and 2,327 equity shares to Ashokkumar Haridas Lal | 104,654 | 1,046,540 |
| September 12, 2024 | 146,515,600 | 10 | NA | NA | Bonus Issue in the ratio of 1400:1 | Allotment of 73,257,800 equity shares to Jitendra Haridas Lal and 73,257,800 equity shares to Ashokkumar Haridas Lal | 146,620,254 | 1,466,202,540 |

**Pursuant to the conversion of the credit amount of the outstanding unsecured loan into equity capital of the Company.*

*(b) Secondary transactions of equity shares of our Company.*

The secondary transfers of Equity Shares by our Promoters and members of Promoter Group, since incorporation of our Company is set forth below:

| Date of transfer of equity shares | Number of equity shares transferred | Details of transferor | Details of transferee | Face value per equity shares (₹) | Transfer price per equity shares (₹) | Nature of consideration | Percentage of pre-Issue Equity Share capital (%) | Percentage of post- Issue Equity Share capital (%) |
|---|---|---|---|---|---|---|---|---|
| October 14, 2024 | 1,466,203 | Ashokkumar Haridas Lal | Deenaben Ashokkumar Lal | 10 | N.A. | Gift | 1.00% | [●] |
| October 14, 2024 | 1,466,203 | Ashokkumar Haridas Lal | Mitesh Ashokbhai Lal | 10 | N.A. | Gift | 1.00% | [●] |
| October 14, 2024 | 1,466,203 | Ashokkumar Haridas Lal | Viraj Ashokbhai Lal | 10 | N.A. | Gift | 1.00% | [●] |
| October 14, 2024 | 733,100 | Ashokkumar Haridas Lal | Ashok Lal family beneficiary trust | 10 | N.A. | Gift | 0.50% | [●] |
| October 14, 2024 | 2,932,405 | Jitendra Haridas Lal | Kamalben Jitendra Lal | 10 | N.A. | Gift | 2.00% | [●] |
| October 14, 2024 | 1,466,204 | Jitendra Haridas Lal | Krishnaraj Jitendra Lal | 10 | N.A. | Gift | 1.00% | [●] |
| October 14, 2024 | 733,100 | Jitendra Haridas Lal | Jitendra Lal family beneficiary trust | 10 | N.A. | Gift | 0.50% | [●] |

*(a) Preference Share capital*

As on the date of this Draft Red Herring Prospectus, our Company does not have any outstanding preference shares.

**2. Equity shares issued for consideration other than cash or by way of bonus issue**

Except as disclosed below, our Company has not issued any Equity Shares (i) by way of bonus issue; or (ii) for consideration other than cash at any time, since incorporation.

| Date of allotment | Number of equity shares allotted | Face value per equity share (₹) | Issue Price per equity share (₹) | Nature of consideration | Reason for / nature of allotment | Name of allottees along with the number of equity shares allotted to each allottee | Cumulative Number of equity shares | Cumulative Paid-up equity share capital (₹) |
|---|---|---|---|---|---|---|---|---|
| September 12, 2024 | 146,515,600 | 10 | NA | NA | Bonus Issue in the ratio of 1400:1 | Allotment of 73,257,800 equity shares to Jitendra Haridas Lal and 73,257,800 equity shares to Ashokkumar Haridas Lal | 146,620,254 | 1,466,202,540 |

**3. Issue of Equity Shares out of revaluation reserves**

Our Company has not issued any Equity Shares out of its revaluation reserves, since incorporation.

**4. Issue of Equity Shares pursuant to sections 391 to 394 of the Companies Act, 1956 or sections 230 to 234 of the Companies Act, 2013**

Our Company has not issued or allotted any Equity Shares pursuant to any schemes of arrangement approved under sections 391-394 of the Companies Act, 1956 or sections 230- 234 of the Companies Act, 2013.

**5. Issue of Equity Shares at a price lower than the Issue Price during the preceding one year**

The Issue Price shall be determined by our Company, in consultation with the BRLMs and in accordance with the SEBI ICDR Regulations after the Bid / Issue Closing Date.

Except as disclosed under "*Capital Structure- Share Capital History of our Company- Equity Share Capital*" on page 92, our Company has not issued any equity shares in the preceding one year at a price that may be lower than the Issue Price.

**6. Issue of Equity Shares under employee stock option schemes**

As on the date of this Draft Red Herring Prospectus, our Company does not have any employee stock options scheme.

***7.* Shareholding pattern of our Company**

The table below presents the shareholding pattern of our Company, as on the date of this Draft Red Herring Prospectus:

| Category (I) | Category of Shareholder (II) | Number of Shareholders (III) | Number of fully paid-up Equity Shares held (IV) | Number of partly paid-up Equity Shares held (V) | Number of Equity Shares underlying Depository Receipts (VI) | Total number of Equity Shares held (VII) = (IV)+(V)+ (VI) | Shareholding as a % of total number of Equity Shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII) | Number of voting rights held in each class of securities (IX) | | | | Number of Equity Shares underlying outstanding convertible securities (including warrants) (X) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI)= (VII)+(X) As a % of (A+B+C2) | Number of locked in Equity Shares (XII) | | Number of Equity Shares pledged or otherwise encumbered (XIII) | | Number of Equity Shares held in dematerialized form (XIV) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | Number of Voting Rights | | | Total as a % of (A+B+C) | | | | | | | |
| | | | | | | | | Class e.g. (Equity Shares) | Class e.g. (Others) | Total | | | | Number (a) | As a % of total Equity Shares held (b) | Number (a) | As a % of total Equity Shares held (b) | |
| (A) | Promoters and Promoter Group | 9 | 146,620,254 | - | - | 146,620,254 | 100% | 146,620,254 | - | 146,620,254 | 100% | - | - | - | - | - | - | 146,620,254 |
| (B) | Public | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (C) | Non Promoter-Non Public | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (C1) | Shares underlying depository receipts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (C2) | Shares held by Employee Trusts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | **Total (A) + (B) + (C)** | **9** | **146,620,254** | **-** | **-** | **146,620,254** | **100%** | **146,620,254** | **-** | **146,620,254** | **100%** | **-** | **-** | **-** | **-** | **-** | **-** | **146,620,254** |

**8. Details of shareholding of the major Shareholders of our Company**

(a) As on the date of this Draft Red Herring Prospectus, our Company has nine (9) Shareholders.

(b) Set forth below are details of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as on the date of this Draft Red Herring Prospectus:

| Sr. No. | Name of the Shareholder | Number of Equity Shares held | Percentage of pre-Issue Equity Share capital (%) |
|---|---|---|---|
| 1 | Ashokkumar Haridas Lal | 68,178,418 | 46.50 |
| 2 | Jitendra Haridas Lal | 68,178,418 | 46.50 |
| 3 | Kamalben Jitendrakumar Lal | 2,932,405 | 2.00 |
| 4 | Krishnaraj Jitendrakumar Lal | 1,466,204 | 1.00 |
| 5 | Deenaben Ashokkumar Lal | 1,466,203 | 1.00 |
| 6 | Mitesh Ashokkumar Lal | 1,466,203 | 1.00 |
| 7 | Viraj Ashokkumar Lal | 1,466,203 | 1.00 |
| **Total** | | **145,154,054** | **99.00** |

(c) Set forth below are details of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as of ten days prior to the date of this Draft Red Herring Prospectus:

| Sr. No. | Name of the Shareholder | Number of Equity Shares held | Percentage of pre-Issue Equity Share capital (%) |
|---|---|---|---|
| 1 | Ashokkumar Haridas Lal | 68,178,418 | 46.50 |
| 2 | Jitendra Haridas Lal | 68,178,418 | 46.50 |
| 3 | Kamalben Jitendrakumar Lal | 2,932,405 | 2.00 |
| 4 | Krishnaraj Jitendrakumar Lal | 1,466,204 | 1.00 |
| 5 | Deenaben Ashokkumar Lal | 1,466,203 | 1.00 |
| 6 | Mitesh Ashokkumar Lal | 1,466,203 | 1.00 |
| 7 | Viraj Ashokkumar Lal | 1,466,203 | 1.00 |
| **Total** | | **145,154,054** | **99.00** |

(d) Set forth below are details of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as of one year prior to the date of this Draft Red Herring Prospectus:

*Our company was incorporated on April 11, 2024. Therefore, no details of shareholding one year prior to the DRHP are available.*

(e) Set forth below are details of Shareholders holding 1% or more of the paid-up equity share capital of our Company as of two years prior to the date of this Draft Red Herring Prospectus:

*Our company was incorporated on April 11, 2024. Therefore, no details of shareholding two year prior to the DRHP are available.*

**9. Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company**

Expect as disclosed below, none of our Directors, Key Managerial Personnel and Senior Management hold any Equity Shares of our Company:

| Sr. No. | Name of the Director / Key Managerial Personnel / Senior Management | Number of Equity Shares of face value ₹10/- each | Percentage of Pre-Issue Equity Share capital (%) | Percentage of Post-Issue Equity Share capital (%)* |
|---|---|---|---|---|
| 1. | Ashokkumar Haridas Lal | 68,178,418 | 46.50 | [●] |

| Sr. No. | Name of the Director / Key Managerial Personnel / Senior Management | Number of Equity Shares of face value ₹10/- each | Percentage of Pre-Issue Equity Share capital (%) | Percentage of Post-Issue Equity Share capital (%)* |
|---|---|---|---|---|
| 2. | Jitendra Haridas Lal | 68,178,418 | 46.50 | [●] |
| **Total** | | **136,356,836** | **93.00** | [●] |

**To be updated at Prospectus stage*

**10. Build-up of Promoters' shareholding and lock-in of Promoters' shareholding in our Company**

As on the date of this Draft Red Herring Prospectus, our Promoters- Ashokkumar Haridas Lal and Jitendra Haridas Lal collectively hold 13,63,56,836 Equity Shares in aggregate, equivalent to 93.00% of the issued, subscribed and paid-up Equity Share capital of our Company. All Equity Shares held by our Promoters are in dematerialised form, as on the date of this Draft Red Herring Prospectus.

Build-up of our Promoters' equity shareholding in our Company.

Set forth below is the build-up of the equity shareholding of our Promoters, since incorporation of our Company:

| Date of allotment/ transfer | Number of Equity Shares allotted/ transferred | Face value per Equity Share (₹) | Issue/ Transfer/ Acquisition price per Equity Share (₹) | Nature of consideration | Nature of Transaction | Percentage of pre-Issue Equity Share capital of the Company (%) | Percentage of post-Issue Equity Share capital of the Company (%) |
|---|---|---|---|---|---|---|---|
| **Ashokkumar Haridas Lal** | | | | | | | |
| April 11, 2024 | 50,000 | 10 | 10 | Cash | Initial subscription to MoA | 0.03 | [●] |
| September 09, 2024 | 2,327 | 10 | 3,60,818 | Cash | Rights Issue | Negligible | [●] |
| September 12, 2024 | 73,257,800 | 10 | NA | NA | Bonus Issue | 49.96 | [●] |
| October 14, 2024 | (1,466,203) | 10 | NA | Gift | Transfer of 14,66,203 equity shares to Deenaben Ashokkumar Lal | (1.00) | [●] |
| October 14, 2024 | (1,466,203) | 10 | NA | Gift | Transfer of 14,66,203 equity shares to Mitesh Ashokbhai Lal | (1.00) | [●] |
| October 14, 2024 | (1,466,203) | 10 | NA | Gift | Transfer of 14,66,203 equity shares to Viraj Ashokbhai Lal | (1.00) | [●] |
| October 14, 2024 | (733,100) | 10 | NA | Gift | Transfer of 733,100 | (0.50) | [●] |

| Date of allotment/ transfer | Number of Equity Shares allotted/ transferred | Face value per Equity Share (₹) | Issue/ Transfer/ Acquisition price per Equity Share (₹) | Nature of consideration | Nature of Transaction | Percentage of pre-Issue Equity Share capital of the Company (%) | Percentage of post-Issue Equity Share capital of the Company (%) |
|---|---|---|---|---|---|---|---|
| | | | | | equity shares to Ashokkumar family beneficiary trust | | |
| **Sub-total (A)** | **68,178,418** | **-** | **-** | **-** | **-** | **46.50** | **[●]** |
| **Jitendra Haridas Lal** | | | | | | | |
| April 11, 2024 | 50,000 | 10 | 10 | Cash | Initial subscription to MoA | 0.03 | [●] |
| September 09, 2024 | 2,327 | 10 | 3,60,818 | Cash | Rights Issue | Negligible | [●] |
| September 12, 2024 | 73,257,800 | 10 | NA | NA | Bonus Issue | 49.96 | [●] |
| October 14, 2024 | (2,932,405) | 10 | NA | Gift | Transfer of 2,932,405 equity shares to Kamalben Jitendra Haridas Lal | (2.00) | [●] |
| October 14, 2024 | (1,466,204) | 10 | NA | Gift | Transfer of 1,466,204 equity shares to Krishnaraj Jitendr Lal | (1.00) | [●] |
| October 14, 2024 | (733,100) | 10 | NA | Gift | Transfer of 733,100 equity shares to Jitendrakumar family beneficiary trust | (0.50) | [●] |
| **Sub-total (B)** | **68,178,418** | **-** | **-** | **-** | **-** | **46.50** | **[●]** |
| **Total (A+B)** | **136,356,836** | **-** | **-** | **-** | **-** | **93.00** | **[●]** |

All Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment of such Equity Shares. As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are subject to any pledge. Our Promoters do not hold any preference shares, as on the date of this Draft Red Herring Prospectus.

**11. Shareholding of the members of our Promoter Group**

As on the date of this Draft Red Herring Prospectus, our Promoter Group (other than our Promoters) holds 10,263,418 Equity Shares of face value of ₹10 each, constituting 7.00 % of the pre-Issue issued, subscribed and paid-up Equity Share capital of our Company:

| Sr. No. | Name | Pre- Issue Equity Share capital | | Post- Issue Equity Share capital* | |
|---|---|---|---|---|---|
| | | Number of Equity Shares of face value of ₹ 10 each | Percentage of Equity Share capital (%) | Number of Equity Shares of face value of ₹ 10 each | Percentage of Equity Share capital (%) |
| **Promoter Group** | | | | | |
| 1. | Kamalben Jitendrakumar Lal | 2,932,405 | 2.00% | [●] | [●] |
| 2. | Deenaben Ashokkumar Lal | 1,466,203 | 1.00% | [●] | [●] |
| 3. | Mitesh Ashokbhai Lal | 1,466,203 | 1.00% | [●] | [●] |
| 4. | Viraj Ashokbhai Lal | 1,466,203 | 1.00% | [●] | [●] |
| 5. | Krishnaraj Jitendrakumar Lal | 1,466,204 | 1.00% | [●] | [●] |
| 6. | Ashok Lal family beneficiary trust | 733,100 | 0.50% | [●] | [●] |
| 7. | Jitendra Lal family beneficiary trust | 733,100 | 0.50% | [●] | [●] |
| | **Total** | **10,263,418** | **7.00%** | [●] | [●] |

**To be updated at Prospectus stage*

**12. Details of Promoters' Contribution and Lock-in**

Pursuant to regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by the Promoters, shall be locked in for a period of three years as minimum Promoters' contribution ("**Minimum Promoters' Contribution**") from the date of Allotment. Our Promoters' shareholding in excess of the Minimum Promoters' Contribution shall be locked in for a period of one year from the date of Allotment ("**Promoters' One Year Lock-in**").

The Promoters have given consent pursuant to their letters dated [●], to include such number of Equity Shares held by them, in aggregate, as may constitute 20% of the fully diluted post- Issue Equity Share capital of our Company, as Minimum Promoters' Contribution.

a) Set forth below are the details of Equity Shares that will be locked-in for three years as Minimum Promoters' Contribution from the date of Allotment*:

| Name of the Promoter | Number of Equity Shares held | Number of Equity Shares locked-in(1) | Date of allotment of Equity Shares/ Transfer of Equity Shares and when made Fully Paid-up / Transfer | Face value per Equity Share (₹) | Allotment / Acquisition price per Equity Share (₹) | Nature of Transaction | Date up to which the Equity Shares are subject to lock-in | % of fully diluted pre-Issue paid-up capital | % of fully diluted post-Issue paid-up capital |
|---|---|---|---|---|---|---|---|---|---|
| [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] |
| [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] |
| **Total** | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] | [●] |

**To be updated at Prospectus Stage*

b) Our Promoters have agreed not to dispose of, sell, transfer, charge, pledge or otherwise encumber in any manner, the Minimum Promoter's Contribution from the date of filing of this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

c) Our Company undertakes that the Equity Shares that are being locked-in are not and will not be, ineligible for computation of Minimum Promoters' contribution in terms of regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

i. The Equity Shares offered for Minimum Promoters' Contribution do not include Equity Shares acquired during the three immediately preceding years before filing of this Draft Red Herring Prospectus (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets involved in such transactions; or (b) which have resulted from bonus issue by utilisation of revaluation reserves or unrealised profits of our Company or from bonus issue against Equity Shares which are otherwise ineligible for computation of Minimum Promoters' Contribution;

ii. The Minimum Promoters' Contribution does not include any Equity Shares acquired during the during the one immediately preceding year, at a price lower than the price at which the Equity Shares are being issued to the public in the Issue;

iii. Our Company has been formed by the conversion of a partnership firm into a company. No Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm, except as disclosed in *"Capital Structure-Primary issuance of equity shares of our Company"* on page 92. The specified securities allotted to the promoters against the capital existing for a period of one year on a continuous basis.

iv. The Equity Shares forming part of the Minimum Promoters' Contribution are not pledged with any creditor.

***Other requirements in respect of lock-in***

i. In addition to the Minimum Promoters' Contribution and the Promoters' One Year Lock-in as specified above, the entire pre-Issue Equity Share capital of our Company will be locked in for a period of six months from the date of Allotment pursuant to Regulation 17 of the SEBI ICDR Regulations, except for (i) the Equity Shares Allotted pursuant to the Issue; and (ii) the Equity Shares held by VCFs, Category I or II AIFs or FVCIs, subject to certain conditions set out in Regulation 17 of the SEBI ICDR Regulations, provided that such Equity Shares will be locked-in for a period of at least 6 (six) months from the date of purchase by the VCF or Category I or II AIF or FVCI.

ii. As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares being locked-in shall be recorded by the relevant Depository.

iii. Pursuant to regulation 21 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters (as mentioned above) may be pledged as a collateral security for a loan granted by a scheduled commercial bank or a public financial institution or a systemically important non-banking finance company or a housing finance company, subject to the following:

(a) If the Equity Shares are locked-in in terms of sub-regulation (a) of Regulation 16(1) of the SEBI ICDR Regulations, the loan has been granted for the purpose of financing one or more of the objects of the Issue and the pledge of Equity Shares is one of the terms of sanction of the loan;

(b) If the Equity Shares are locked-in in terms of sub-regulation (b) of Regulation 16(1) of the SEBI ICDR Regulations and the pledge of Equity Shares 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 the SEBI ICDR Regulations has expired.

iv. Pursuant to regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters and locked-in, may be transferred to another Promoter or any person of our Promoter Group or to a new promoter, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of SEBI Takeover Regulations, as applicable.

Further, in terms of regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by persons other than our Promoters prior to the Issue and locked-in for a period of 6 months, may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.

v. Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in the following manner: there shall be a lock-in of 90 days on 50% of the Equity Shares Allotted to each of the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50% of the Equity Shares Allotted to each of the Anchor Investors from the date of Allotment.

**13.** Except for any Equity Shares to be issued pursuant to the Issue, there is no proposal or intention, negotiations and consideration of our Company to alter its capital structure, within a period of six months from the Bid/Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares, or issue of specified securities on a preferential basis or issue of bonus or rights or by way of further public offer of Equity Shares (including issue of securities convertible into or exchangeable for, directly or indirectly into Equity Shares).However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as consideration for acquisitions or participation in such joint ventures or other arrangements.

**14.** Except for the Pre-IPO Placement, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or refund of application monies other than in connection with the Issue.

**15.** All Equity Shares issued 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.

**16.** There have been no financing arrangements whereby the members of our 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 the business of the financing entity during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

None of our Promoters, the members of our Promoter Group nor our Directors or any of their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

**17.** As on the date of this Draft Red Herring Prospectus, the BRLMs, and its associates (as defined under the SEBI Merchant Bankers Regulations), do not hold any Equity Shares of our Company. However, the BRLMs and its associates 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.

**18.** The Book Running Lead Managers is not an associate of the Company.

**19.** Details of price at which specified securities were acquired in the three years preceding the date of this Draft Red Herring Prospectus

*Our company was incorporated on April 11, 2024. Therefore, no details of shareholding three year prior to the DRHP are available.*

**20.** As on the date of this Draft Red Herring Prospectus, the Company does not have any shareholders entitled with right to nominate Directors or any other rights.

**21.** Our Company shall ensure that all transactions in the Equity Shares by our Promoters and the members of our Promoter Group during the period between the date of filing of this Draft Red Herring Prospectus with SEBI and the date of closure of the Issue shall be reported to the Stock Exchanges within twenty-four hours of such transactions.

**22.** Our Company, Directors and the Book Running Lead Managers have not entered into any buy-back arrangements for the purchase of specified securities of our Company being issued through the Issue.

**23.** Our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into, or which would entitle any person any option to receive Equity Shares of our Company, as on the date of this Draft Red Herring Prospectus

**24.** There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

**25.** The Promoters and members of our Promoter Group will not participate in the Issue and will not receive any proceeds from the Issue.

**26.** No person connected with the Issue, including, but not limited to, the Book Running Lead Managers, the members of the Syndicate, our Company, our Directors, our Promoters, members of our Promoter Group, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.

**27.** Neither the (i) BRLMs or any associate of the BRLMs (other than the Mutual Funds sponsored by entities which are associate of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs or AIFs sponsored by entities which are associates of the BRLMs or FPIs (other than individuals, corporate bodies and family offices) nor (ii) pension funds sponsored by entities which are associates of the BRLMs, can apply in the Issue. Further, no person related to our Promoters or members of our Promoter Group shall apply in the Issue under the Anchor Investors Portion.

**28.** Except as disclosed in this section, our Company has not undertaken any public issue of securities or any rights issue of any kind or class of securities in terms of SEBI ICDR Regulations, since its incorporation.

**29.** As on the date of this Draft Red Herring Prospectus, our Company does not have any investors which are either directly or indirectly related to the BRLMs and/or their respective affiliates.

**30.** Our Company is in compliance with the Companies Act, 2013, to the extent applicable with respect to the issuances of securities from the date of incorporation of our Company, as applicable, until the filing of this Draft Red herring Prospectus.

## OBJECTS OF THE ISSUE

### Fresh Issue

The Issue comprises of a fresh issue of up to 20,000,000 Equity Shares aggregating up to ₹ [●] million. The proceeds of the Issue, after deducting the Issue related expenses, are estimated to be ₹ [●] million ("**Net Proceeds**"). For details, please see "*Summary of the Issue Document*" and "*The Issue*" on pages 22 and 76, respectively.

### Utilisation of Net Proceeds

The net proceeds of the Fresh Issue, i.e., gross proceeds of the Fresh Issue less Issue related expenses ("**Net Proceeds**"), are proposed to be utilized in the following manner:

1. Acquisition of Dry Bulk Carriers in Supramax category in the secondary market; ("**Acquisition of Vessels**")
2. Pre-payment/ re-payment, in part or full, of certain outstanding borrowings availed by our Company;
3. General Corporate Purposes

(Collectively referred as the "**Objects**")

In addition to the above Objects, we expect to receive the benefits of listing of the Equity Shares on the Stock Exchanges, which include enhancement of our Company's visibility and brand image and creation of a public market for our Equity Shares in India, among others.

The main objects and objects which are necessary for the furtherance of the main objects set out in our Memorandum of Association enable us to undertake: (i) our existing business activities and other activities set out therein; and (ii) the activities proposed to be funded from the Net Proceeds. We confirm that the activities which we have been carrying out till date are in accordance with the objects clause of our Memorandum of Association.

### Net Proceeds

The details of the Net Proceeds of the Fresh Issue are set out below:

| Particulars | Estimated Amount (₹ in million) |
|---|---|
| Gross Proceeds from the issue | [●] |
| Less: Estimated Issue Related Expenses(1) | [●] |
| **Net Issue Proceeds(2)** | [●] |

*(1) For details of the expenses related to the Issue, see "Objects of the Issue- Issue Expenses" on page 111.*
*(2) To be finalized upon determination of the Issue Price and will be updated in the Prospectus prior to filing with the RoC.*

### Utilization of Net Proceeds

The Net Proceeds are proposed to be utilized by our Company as follows:

| Sr. No. | Particulars | Total estimated amount (₹ in million) |
|---|---|---|
| 1. | Acquisition of Dry Bulk Carriers in Supramax category in the secondary market ("**Acquisition of Vessels**") | 2,894.34 |
| 2. | Pre-payment/ re-payment, in part or full, of certain outstanding borrowings availed by our Company | 195.07 |
| 3. | General Corporate Purposes(1)(2) | [●] |
| **Net Issue Proceeds(1)(2)** | | **[●]** |

*(1) To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.*
*(2) The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

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

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

| **Particulars** | **Total estimated cost**[(1)] *(in ₹ million)* | **Estimated utilization from Net Proceeds in** *(in ₹ million)* |
|---|---|---|
| | | **Fiscal 2026** |
| Acquisition of Dry Bulk Carriers in Supramax category in the secondary market ("**Acquisition of Vessels**") | 2,894.34 | 2,894.34 |
| Pre-payment/ re-payment, in part or full, of certain outstanding borrowings availed by our Company | 195.07 | 195.07 |
| General Corporate Purposes[(2)(3)] | [●] | [●] |
| **Total**[(2)] | [●] | [●] |

*(1) Applicable taxes, to the extent required, have been excluded in the estimated cost.*
*(2) To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.*
*(3) The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

We intend to deploy the Net Proceeds towards the Objects as disclosed in the table above, in accordance with the business needs of our Company. However, the actual funding requirements and deployment of the Net Proceeds as described herein are based on various factors, such as, our current business plan, management estimates, current circumstances of our business, quotations received from vendor, timing of completion of the Issue, market conditions, our Board's analysis of economic trends and business requirements, competitive landscape, as well as general factors affecting our results of operations and financial condition.

Depending on such factors, we may have to reduce, revise or extend the deployment period for the stated Objects, at the discretion of our management and in accordance with applicable laws. In the event that the estimated utilization of the Net Proceeds in a scheduled Fiscal is not completely met, including due to the reasons stated above, then it shall be utilized in the next Fiscal, as may be determined by our Company, in accordance with applicable laws.

For further details, see "*Risk Factor No-30—Any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company*." on page 61. Our historical expenditure may not be reflective of our future expenditure plans.

The above fund requirements are based on our current business plan as approved by our Board of Directors pursuant to their resolution dated January 24, 2025, management estimates based on the prevailing market conditions, other commercial and technical factors including interest rates and other charges, quotations received vendor, all of which are subject to change in the future. The proposed deployment of the Net Proceeds have not been appraised by any bank, financial institution or agency. These are based on current conditions and are subject to revisions in light of changes in costs, our financial condition, our business operations or growth strategy or external circumstances which may not be in our control. We may have to revise our funding requirements and deployment of the Net Proceeds from time to time on account of various factors, such as financial and market conditions, business and strategy, competitive environment and interest or exchange rate fluctuations, increase in labour costs, logistics and transport costs, incremental preoperative expenses, taxes and duties, interest and finance charges, regulatory costs, environmental factors and other external factors, which may not be within the control of our management. For further information on factors that may affect our internal management estimates, see "*Risk Factor No- 31. The objects of the Issue have not been appraised by any bank or financial institution and we cannot assure you that the objects of the Issue will be achieved within the expected time frame, or at all, and any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval*" on page 61.

**Means of finance**

The fund requirements for the Objects are proposed to be met entirely from the Net Proceeds and in case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company shall utilize its internal accruals, therefore, 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 through the Fresh Issue or the existing identifiable accruals, as required under Regulation 7(1)(e) the SEBI ICDR Regulations and Paragraph 9(C)(1) of Part A of Schedule VI.

**Details of the Objects**

Our Board at its meeting held on January 24, 2025, approved the proposed objects of the Issue and the respective amounts proposed to be funded from the Net Proceeds for each Object.

***1. Acquisition of Dry Bulk Carriers in Supramax category in the secondary market ("Acquisition of Vessels")***

Our company provides shipping and logistic solution for dry bulk cargo at various Ports and Jetties at India and Sri Lanka. As of September 30, 2024, we have fleet of more than 75 vessels (consisting of barges, mini bulk carriers (MBCs), tug boats and floating cranes) and more than 380 earthmoving equipment (consisting of material handling machines, excavators, pay loaders, tippers including trailers, tankers and other vehicles) in services of our clients. We have a legacy of more than two and half decades in the shipping and logistic industry with prominent experience in cargo handling, transportation, fleet chartering and equipment rentals and other ancillary services. We are the flagship company of Jamnagar based "Shreeji Group", promoted and led by Ashokumar Haridas Lal and Jitendra Haridas Lal, having combined experience of more than fifty-five (55) years in the shipping and logistics industry. Under their leadership, our company has evolved into an integrated shipping and logistic solution provider for dry bulk cargo handling at all-weather and seasonal ports in India and Sri Lanka. Though, we provide our services at major ports, we are primarily focused on non-major ports and jetties, particularly along the West Coast of India. As of September 30, 2024, we have provided our services at more than twenty (20) ports and jetties including major Indian ports at Kandla, non-major ports at Navlakhi, Magdalla, Bhavnagar, Bedi and Dharmatar and overseas port at Puttalam Port (Sri Lanka). *(Source: Dun & Bradstreet Report)*.

To service our customers cargo handling needs, we have our own fleet of self-propelled barges, floating cranes, mini bulk carriers and motor tugs. The tables below set forth the details of our vessel fleet as of September 30, 2024.

| Particulars as of September 30, 2024 | Number of vessels owned | Size/Capacities | Principal uses |
|---|---|---|---|
| Barges | 55 | Gross Tonnage: 656.00-1,419.66 Tonnes and Dead Weight Tonnage: 1,050.00-2,400.00 Tonnes | Self-Propelled Barges are used for Transportation of goods including Dry Bulk Commodities |
| Mini-bulk carriers | 05 | Gross Tonnage: 1,461.00 Tonnes and Dead Weight Tonnage: 2,250.00 Tonnes | Type of cargo vessel designed for the transportation of bulk goods including dry commodity |
| Motor tugs | 09 | Gross Tonnage: 38.66-247.00 Tonnes | For assisting the navigation and movement of larger vessels, such as ships and barges |
| Floating cranes | 07 | Gross Tonnage: 1,021.00-2,176.00 Tonnes | Require due to its heavy lifting capabilities in cargo Handling operations |
| **Total Fleet Size** | **76** | **-** | **-** |

***Note:***
*Gross Tonnage refers to total volume of the respective vessel's enclosed spaces (hull, deckhouse, cargo holds, machinery spaces, etc.).*
*Dead Weight Tonnage measures the weight-carrying capacity of a vessel.*

After September 30, 2024, we had additionally acquired eight (8) barges on October 14, 2024 from one of our group company i.e., Shreeji Shipping Services (India) Limited.

In order to expand the business in logistic supply chain, our Company is planning to acquire Dry Bulk Carriers in Supramax category from secondary market. The proposed vessels will be utilized in the existing business of the company for cargo handling and transportation of dry bulk cargo including coal, clinker, salt, iron-ore, pet coke, sulfer, and other commodities.

We are dependent on the secondary market for acquisition of our vessels. Based on our experience, the process of acquiring a vessel from the secondary market typically takes 50 to 100 days from the date of identification of the vessel and involves the following steps:

(a) a memorandum of agreement for purchase is entered into within 35 to 40 days from the date of identification of the vessel to be acquired;

(b) thereafter, the buyer is required to pay a non-refundable amount ranging from 10.00% to 15.00% of the total consideration typically within a period of three to five days from the date of execution of the memorandum of agreement for purchase;

(c) in addition, the seller is required to deliver the vessel to the decided port of take-over typically within a period of 15 to 60 days from the date of execution of the memorandum of agreement for purchase and the buyer is required to pay the balance consideration on the delivery of the vessel.

*Estimated cost*

We intend to utilise a portion of the Net Proceeds aggregating to ₹ 2,894.34 million for the Acquisition of Vessels satisfying the following size and quality requirements (the "**Criteria**") during the Fiscal 2026:

| Particulars | Specification | Understanding of Specification |
|---|---|---|
| Type | Supramax | Dry Bulk carrier fall into various categories dependent on their Dead Weight Tonnage capacity from Handysize, Handymax, Supramax, Panamax to Capesize. Our company is planning to purchase Supramax category based on the current requirement. |
| Capacity | 48,000-60,000 DWT | Supramax category carriers have capacity of 48,000-60,000 Dead Weight Tonnage ("**DWT**"). Dead Weight Tonnage measures the weight-carrying capacity of a vessel. |
| Built year | Between the years 2008 and 2012 | - |
| Built-in country | China and Korea | - |
| Main engine | MAN B&W 6S50 MC-C or similar | MAN B&W is marine engine manufacture. While MC-C refers to series number of engine, 6S50 refers to specification of cylinders in the engine. |
| Length overall | 185 meters - 200 meters | Length overall of the vessel plays a significant role in its design, operational efficiency, and suitability for specific routes and ports. |
| Beam | 32 meters – 35 meters | The beam directly impacts the overall cargo hold capacity of a ship as wider vessel allows for larger cargo holds, enabling it to carry bulk goods more efficiently. The beam of a Supramax vessel typically ranges between 32 to 35 meters. |

The funding requirements and deployment of proceeds for Acquisition of Vessels are based on a quotation from Interocean Projects Private Limited dated December 23, 2024. Further, the funding requirements are based on current market conditions and are subject to revisions in light of changes in external circumstances or costs, or our financial condition, business or strategy. Also see, "*Risk Factor No. 32. We intend to utilise a portion of the Net Proceeds towards acquisition of Dry Bulk Carriers in Supramax category in the secondary market. If such expansion does not lead to increases in our revenue from operations, it could have an adverse effect on our business, results of operations, financial condition and cash flows. Further, we are yet to place orders for the acquisition of such vessels and we cannot assure you that we will be able to place orders for such vessels, in a timely manner or at all.*" on page 62.

Interocean Projects Private Limited, an independent international maritime brokerage firm, has provided a quotation dated December 23, 2024 for Dry Bulk Carriers in Supramax category, satisfying the criteria, available for acquisition. The quotation provided by Interocean Projects Private Limited is valid as on the Draft Red Herring Prospectus. From the quotation provided, the Board of Directors has selected the following Dry Bulk Carriers to be acquired from the Net Proceeds, vide their resolution dated January 24, 2025.

The detailed break-up of the estimated cost is set forth below:

| Particulars | Specification | Total Estimated Cost (₹ in million)(1) |
|---|---|---|
| **M/V 'KAPTA MATHIOS' (Name of the vessel i.e., Dry Bulk Carrier in Supramax category)** | | |
| Type | Supramax | 1,362.04 |
| Capacity | 58,743 DWT | |
| Built year | 2009 | |
| Built-in country | China | |
| Main engine | MAN-B&W 6S50MC-C, 11,421BHP@113RPM | |
| Length overall | 189.99 Meter | |
| Beam | 32.26 Meter | |
| **M/V 'GLOVIS MERMAID' (Name of the vessel i.e., Dry Bulk Carrier in Supramax category)** | | |
| Type | Supramax | 1,532.30 |
| Capacity | 55,705 DWT | |
| Built year | 2012 | |
| Built-in country | South Korea | |
| Main engine | MAN-B&W 6S50MC-C8, 11,992 BHP@119RPM | |
| Length overall | 188.00 Meter | |
| **Total** | | **2,894.34** |

*(1) The quotation has been provided in US Dollars which is the usual currency for such transactions. The amount has been converted into Indian Rupees at the exchange rate of 85.1275 INR = 1 USD (Source: www.fbil.org.in) prevailing on December 23, 2024 for the purpose of this Draft Red Herring Prospectus. There may be a fluctuation is the exchange rate between the Indian Rupee and the US Dollar and accordingly such transactions may affect the final funding requirements and deployment of Net Proceeds.*

The funding requirements and deployment of proceeds for Acquisition of Vessels are based on internal management estimates which are based on a quotation from Interocean Projects Private Limited. Further, the funding requirements are based on current market conditions and are subject to revisions in light of changes in external circumstances or costs, or our financial condition, business or strategy.

In line with our business strategies, an acquisition feasibility analysis will be performed by our in-house technical and financing departments based on a number of parameters such as the age of the target vessel, number of available years to run the vessel after acquisition, charter rates, most recent operating costs for a vessel and expected final price post negotiation.

In addition, the availability and pricing of vessels, in the secondary market is highly dependent on various factors such as the scrapping of single-hull or older vessels, limited shipyard capacity for building new vessels and the high commodity prices which may also be fuelled by high freight rates.

While such Dry Bulk Carrier vessels satisfying the criteria are usually available in the secondary market, there can be no assurance that such vessels will be available in the intended period of deployment of the Net Proceeds. We have not entered into any definitive agreement with Interocean Projects Private Limited or any other person for the Acquisition of Vessels. There can be no assurance that Interocean Projects Private Limited would be engaged eventually for the Acquisition of Vessels or our cost will not increase due to a possible cost escalation owing to currency fluctuations or other market risks. If we engage someone other than Interocean Projects Private Limited, such broker's estimates and actual costs for the Acquisition of Vessels may differ from the current estimates.

Our Promoters, Directors, Key Managerial Personnel and Senior Management do not have any interest in the proposed amount to be spent on acquisition of vessels, or in the entities from whom we have obtained quotations in relation to such activities.

***2. Pre-payment/ re-payment, in part or full, of certain outstanding borrowings availed by our Company;***

Our Company has entered into certain financing arrangements with banks and financial institutions for working capital facilities to fund its operational requirements. As of December 15, 2024, our Company's total secured outstanding borrowings amounted to ₹ 1,808.59 million. We intend to utilize an amount of ₹ 195.07 million from the Net Proceeds in order to repay/ prepay, in full or in part, certain borrowings availed by our Company. For details of our financing arrangements, see "*Financial Indebtedness*" on page 376.

Our Company proposes to utilise an estimated amount of up to ₹ 195.07 million from the Net Proceeds towards prepayment and/or repayment of all or a portion of certain working capital facilities availed by our Company.

Given the nature of these borrowings and the terms of prepayment and/or repayment, the aggregate outstanding amounts under these borrowings may vary from time to time and we may, in accordance with the relevant repayment schedule, repay or refinance some of the borrowings set out below, prior to Allotment or avail of additional credit facilities. If at the time of Allotment, any of the below mentioned loans are repaid or refinanced or if any additional credit facilities are availed or drawn down or further disbursements under the existing facilities are availed by us, then our Company may utilise the Net Proceeds for prepayment and/or repayment of any such refinanced facilities or any additional facilities / disbursements obtained by our Company. In light of the above, at the time of filing the Red Herring Prospectus, the table below shall be suitably updated to reflect the revised amounts or loans as the case may be which have been availed by our Company. In the event our Board deems appropriate, the amount allocated for estimated schedule of deployment of Net Proceeds in a particular fiscal may be repaid / pre-paid by our Company in the subsequent Fiscal.

For the purposes of the Issue, our Company has obtained necessary consent from its lenders, as is respectively required under the relevant facility documentation for undertaking activities in relation to this Issue and for the deployment of the Net Proceeds towards the objects set out in this section, to the extent such consent was required.

The selection of borrowings proposed to be prepaid or repaid amongst our borrowing arrangements availed will be based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to prepay / repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, (iii) terms and conditions of consents and waivers, (iv) levy of any prepayment penalties and the quantum thereof, (v) provisions of any laws, rules and regulations governing such borrowings, and (vi) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan. The amounts proposed to be prepaid and/or repaid against each borrowing facility below is indicative and our Company may utilize the Net Proceeds to prepay and/or repay the facilities disclosed below in accordance with commercial considerations, including amounts outstanding at the time of prepayment and/or repayment. For further details, see "*Financial Indebtedness*" on page 376. Pre-payment will help reduce the existing borrowings of our Company and assist us in maintaining a favourable debt-equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion. The following table provides details, as at December 15, 2024, of loans and facilities availed by our Company, out of which we propose to pre-pay and/or repay in full or in portion of the below mentioned loans and/or facilities, up to an amount aggregating to ₹ 195.07 million from the Net Proceeds:

| Sr No | Name of Lender | Nature of Borrowing | Date of current Sanction | Amount sanctioned as at December 15, 2024 (₹ million) | Amount outstanding as at December 15, 2024 (₹ million) | Purpose of raising the Loans | Repayment schedule/Tenor | Rate of interest per annum (%) | Interest rate nature – fixed or variable | Pre-payment conditions/ penalty, if any |
|---|---|---|---|---|---|---|---|---|---|---|
| 1. | Kotak Mahindra Bank Limited | Working Capital Demand Loan | September 24, 2024 | 200.00 | 195.07 | To fund Working capital of the company | Repayable on Demand | 9.50% per annum | Variable | NA |
| **Total** | | | | **200.00** | **195.07** | | | | | |

***Note:***

*1. In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the Statutory Auditor certifying the utilization of loan for the purpose for which these were availed, our Company has obtained the requisite certificate. The aforementioned details of the specified borrowings of the Company have been certified by the Statutory Auditors and have confirmed that the above-mentioned loans have been utilised for the purpose for which these were availed, pursuant to their certificate dated December 26, 2024.*

*2. None of the above-mentioned facilities were sanctioned or were utilized for capital expenditure by the company.*

### 3. *General Corporate Purpose:*

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹[●] million towards general corporate purposes, subject to such amount not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilize Net Proceeds include, but not limited to, investment into our subsidiary or joint venture, by way of debt or equity or any other mode, meeting day to day expenses such as payment of salary and allowances, purchase of inventory, long term or short term working capital requirements other activities in the ordinary course of business and any other purpose as may be approved by our Board or a duly appointed committee from time to time, subject to compliance with applicable laws, incurred by our Company in the ordinary course of business, as may be applicable. The quantum of utilization of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and our business requirements and other relevant considerations, from time to time. Our management, in accordance with the policies of our Board, shall have flexibility in utilizing surplus amounts, if any. In addition to the above, our Company may utilize the balance Net Proceeds towards any other expenditure considered expedient and as approved periodically by our Board or a duly appointed committee thereof, subject to compliance with applicable laws. 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.

***Issue Related Expenses***

The total expenses of the Issue are estimated to be approximately ₹ [●] million. The Issue related expenses primarily include fees payable to the BRLMs and legal counsel, fees payable to the Statutory Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs and CDPs, SCSBs' fees, Sponsor Banks' fees, the Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges. The estimated Issue expenses are as follows:

| Activity | Estimated expenses(1)(2) | As a percentage of the total estimated Issue expenses(1) | As a percentage of the total Issue size(1) |
|---|---|---|---|
| | *(in ₹ million)* | *(%)* | *(%)* |
| BRLMs' fees and commissions (including underwriting commission, brokerage and selling commission) | [●] | [●] | [●] |
| Selling commission/processing fee for SCSBs, Sponsor Banks and fee payable to the Sponsor Banks for Bids made by RIBs (3)(4)(5) | [●] | [●] | [●] |
| Brokerage and selling commission and bidding/uploading charges for members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs(6) | [●] | [●] | [●] |
| Fees payable to the Registrar to the Issue | [●] | [●] | [●] |
| Fees payable to other parties, including but not limited to Statutory Auditors, Practicing Company Secretary, and industry expert | [●] | [●] | [●] |
| Others | [●] | [●] | [●] |
| (i) Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees | [●] | [●] | [●] |
| (ii) Printing and stationery expenses | [●] | [●] | [●] |

| Activity | Estimated expenses(1)(2) | As a percentage of the total estimated Issue expenses(1) | As a percentage of the total Issue size(1) |
|---|---|---|---|
| | *(in ₹ million)* | *(%)* | *(%)* |
| (iii) Advertising and marketing expenses | [●] | [●] | [●] |
| (iv) Fees payable to legal counsels | [●] | [●] | [●] |
| (v) Miscellaneous (comprising fees payable to additional intermediaries, if any, monitoring agency, chartered accountant(s) and company secretary that may be appointed in the course of Issue) | [●] | [●] | [●] |
| **Total Estimated Issue Expenses** | [●] | [●] | [●] |

(1) *Amounts will be finalized and incorporated in the Prospectus on determination of Issue Price.*

(2) *Issue expenses include applicable taxes, where applicable. Issue expenses are estimates and are subject to change.*

(3) *Selling commission payable to the SCSBs on the portion for Retail Individual Investors, Non-Institutional Investors which are directly procured and uploaded by the SCSBs, would be as follows:*

| | |
|---|---|
| Portion for Retail Individual Investors* | ₹ [●] per valid Bid cum Application Form (plus applicable taxes) |
| Portion for Non-Institutional Investors* | ₹ [●] per valid Bid cum Application Form (plus applicable taxes) |

**Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price*

*No additional uploading/processing charges shall be payable by our Company to the SCSBs on the Bid cum Applications Forms directly procured by them.*

(4) *Processing fees payable to the SCSBs on the portion for Retail Individual Bidders, Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:*

| | |
|---|---|
| Portion for Retail Individual Investors* | ₹ [●] per valid Bid cum Application Form (plus applicable taxes) |
| Portion for Non-Institutional Investors* | ₹ [●] per valid Bid cum Application Form (plus applicable taxes) |

**For each valid application.*

(5) *The Processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:*

| | |
|---|---|
| Sponsor Bank(s)* | ₹ [●] per valid Bid cum Application Form* (plus applicable taxes). The Sponsor Bank(s) shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws |
| Payable to Members of the Syndicate (including their sub-Syndicate Members)/ RTAs / CDPs | ₹ [●] per valid application (plus applicable taxes) |

The processing fees for applications made by Retail Individual 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.

(6) *Selling commission on the portion for Retail Individual Bidders (including bids using the UPI Mechanism), Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:*

| | |
|---|---|
| Portion for Retail Individual Investors* | [●] % of the Amount Allotted (plus applicable taxes) |
| Portion for Non-Institutional Investors* | [●] % of the Amount Allotted (plus applicable taxes) |

**Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price*

*The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / SubSyndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.*

*The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.*

*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 (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Syndicate / Sub-Syndicate Members shall not be able to accept Bid Cum Application Form above ₹ 0.50 million and the same Bid Cum Application Form needs to be submitted to SCSBs for blocking of fund and uploading on the exchange bidding platform. To identify bids submitted by Syndicate / Sub-Syndicate Members to SCSB, a special Bid Cum Application Form with a heading / watermark, 'Syndicate ASBA' may be used by Syndicate / Sub-Syndicate Member along with SM code and Broker code mentioned on the Bid Cum Application Form to be eligible for brokerage on Allotment. However, such special forms, if used for RIB Bids and NIB Bids up to ₹ 0.50 million will not be eligible for brokerage.*

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 such payment of processing fees to the SCSBs shall be made in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (to the extent these have not been rescinded by the SEBI RTA Master Circular, as applicable to RTAs) and the SEBI RTA Master Circular (as applicable to RTAs).

**Interim use of the Net Proceeds**

Our Company, in accordance with applicable laws, policies established by our Board from time to time and in order to attain the Objects set out above, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described in this section, our Company may only invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board. In accordance with Section 27 of the Companies Act, our Company confirms that, other than as specified in this section for the purposes of the Objects, it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity securities or any equity linked securities.

**Appraising entity**

None of the objects for which the Net Proceeds will be utilised have been financially appraised by any agency. Also see, "*Risk Factor No- 31—The objects of the Issue have not been appraised by any bank or financial institution and we cannot assure you that the objects of the Issue will be achieved within the expected time frame, or at all, and any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval"* on page 61.

**Bridge financing facilities**

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

**Monitoring of utilization of funds**

Our Company will appoint a credit rating agency as the monitoring agency to monitor utilization of proceeds from the Fresh Issue, prior to filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 41 of the SEBI ICDR Regulations. Our Company undertakes to place the Gross Proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilization of the Gross Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee in accordance with the timelines prescribed under applicable laws. Our Company will disclose the utilization of the Gross Proceeds, including interim use, under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, specifying the purposes for which the Gross Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Gross Proceeds that have not been utilized, if any, of such currently unutilized Gross Proceeds.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds, which shall discuss, monitor and approve the use of the Net Proceeds along with our Board. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in the Red Herring Prospectus and the Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement prepared on an annual basis for utilization of the Net Proceeds shall be certified by the Statutory Auditors.

Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Fresh Issue from the Objects; and (ii) details of category wise variations in the actual utilization of the proceeds of the Fresh Issue from the Objects. This information will also be published on our website.

**Variation in Objects**

In accordance with Sections 13(8) and 27 of the Companies Act and the SEBI ICDR Regulations, our Company shall not vary the Objects, without our Company being authorized to do so by its Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act. The notice shall simultaneously be published in the newspapers, one in English, one in Hindi and one in Gujarati, Gujarati being the regional language of the jurisdiction where our Registered Office is situated. Pursuant to the Companies Act, the Promoters and controlling Shareholders, as of the time of such proposed variation, will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the Objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the provisions of the Companies Act and the SEBI ICDR Regulations. Also see, "*Risk Factor No- 30—Any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company"* on page 61.

**Other confirmations**

None of our Promoters, members of the Promoter Group, Directors, KMPs, Senior Management or Group Companies will receive any portion of the Issue Proceeds and there are no material existing or anticipated transactions in relation to utilization of the Issue Proceeds with our Promoters, members of the Promoter Group, Directors, KMPs, Senior Management or Group Companies.

# BASIS OF ISSUE PRICE

The Price Band and the Issue Price will be determined by our Company in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares issued through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Issue Price is [●] times of the face value of the Equity Shares, and the Floor Price is [●] times of the face value of the Equity Shares and the Cap Price is [●] times of the face value of the Equity Shares. The Cap Price shall be minimum 105% of the Floor Price and shall not exceed 120% of the Floor Price. Bidders should also see "*Risk Factors*", "*Our Business*", "*Summary of Financial Information*", and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 35, 178, 78 and 332, respectively, to have an informed view before making an investment decision.

**Qualitative Factors**

We believe that some of the qualitative factors and our strengths which form the basis for the Issue Price are:

- Prominent player in integrated shipping and logistic service provider in India
- Long-term institutional customer relationships in key sectors
- Established cargo handling operations for Dry Bulk Cargo
- Operational capabilities of our own fleet
- Proven Track Record of Growth in Financial Performance
- Experienced Promoters and committed Management Team

For details, see "*Our Business—Strengths*" on page 182.

**Quantitative Factors**

Some of the information presented below relating to our Company is derived from the Restated Consolidated Financial Statements. For further details, see "*Summary of Financial Information*" and "*Other Financial Information*" on pages 78 and 329, respectively.

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

**1. *Basic and Diluted Earnings Per Share (as adjusted for changes in capital) on a consolidated basis***

| Fiscal/Period | Basic EPS (in ₹) | Diluted EPS (in ₹) | Weightage |
|---|---|---|---|
| Fiscal 2024 | 8.49 | 8.49 | 3 |
| Fiscal 2023 | 8.11 | 8.11 | 2 |
| Fiscal 2022 | 5.69 | 5.69 | 1 |
| **Weighted average for the above three Fiscals** | **7.90** | **7.90** | |
| Six months ended September 30, 2024* | 5.49 | 5.49 | |

**Not annualised.*

***Notes:***

*i) 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*
*ii) Basic Earnings per Equity Share (₹) = Restated consolidated profit for the period/year divided by Weighted average number of equity shares outstanding during the year/ period.*
*iii) Diluted Earnings per Equity Share (₹) = Restated consolidated profit for the period/year divided by Weighted average number of diluted equity shares outstanding during the year/ period, as adjusted for the effects of all dilutive potential Equity Shares.*
*iv) Basic and diluted earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'.*
*v) The figures disclosed above are based on the Restated Consolidated Financial Information.*

**2. *Price Earning ("P/E") Ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share and Issue Price of ₹ [●] of face value of ₹10 each***

| Particulars | P/E ratio at Floor Price (number of times)* | P/E ratio at Cap Price (number of times)* | P/E ratio at the Issue Price (number of times)# |
|---|---|---|---|
| Based on Basic EPS as per the Restated Consolidated Financial Information for Fiscal 2024 | [●] | [●] | [●] |
| Based on Diluted EPS as per the Restated Consolidated Financial Information for Fiscal 2024 | [●] | [●] | [●] |

** The details shall be provided post the fixing of price band by our Company in consultation with BRLMs at the stage of Red Herring Prospectus or the filing of price band advertisement.*
*# To be updated at the time of prospectus.*

### 3. *Industry Peer Group P/E ratio*

There are no listed peer group companies (i.e., companies of comparable size in the same industry), in India or globally (outside India) that engage in a business similar to that of our Company. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

### 4. *Return on Net Worth ("RoNW") on a consolidated basis*

As derived from the Restated Consolidated Financial Information of our Company:

| Fiscal/Period | RoNW (%) | Weightage |
|---|---|---|
| Fiscal 2024 | 43.61% | 3 |
| Fiscal 2023 | 58.17% | 2 |
| Fiscal 2022 | 90.89% | 1 |
| **Weighted average for the above three Fiscals** | **56.34%** | |
| Six months ended September 30, 2024* | 26.30% | |

**Not annualised.*
***Notes:***
*1. Return on Net Worth (RoNW) (%) = Restated consolidated profit / (loss) for the year divided by the restated average Net Worth at the beginning and end of the year.*
*2. For the purposes of the above, "net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation each as applicable for the Company on consolidated and restated basis.*
*3. The weighted average RoNW is a product of RoNW for Fiscals 2024, 2023 and 2022 and the respective assigned weight, dividing the resultant by total aggregate weight.*

### 5. *Net Asset Value ("NAV") per Equity Share on a consolidated basis of face value of ₹10 each*

As derived from the Restated Consolidated Financial Information of our Company:

| Fiscal/Period | NAV (in ₹) |
|---|---|
| Fiscal 2024 | 21.50 |
| **After Completion of Issue** | |
| • At the Floor Price | [●]^ |
| • At the Cap Price | [●]^ |
| Issue Price* | [●] |
| For the six-month period ended September 30, 2024 | 20.27 |

**Issue Price per Equity Share will be determined on conclusion of the Book Building Process.*
*^ The details shall be provided post the fixing of price band by our Company in consultation with BRLMs at the stage of Red Herring Prospectus or the filing of price band advertisement.*
***Notes:*** *Net asset value per equity share means total equity divided by weighted average number of equity shares outstanding during the year.*

### 6. *Key Performance Indicators*

The KPIs disclosed below have been used historically by our Company to understand and analyze its business performance, which in result, help us in analyzing the growth of business. Our Company considers that the KPIs set forth below are the ones that may have a bearing for arriving at the basis for the Issue Price. The KPIs disclosed below have been approved and confirmed by a resolution of our Audit Committee dated January 24, 2025. 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 Red Herring Prospectus. Further, the

KPIs disclosed herein have been certified by M/s Sarda & Sarda, Chartered Accountants, pursuant to a certificate dated January 24, 2025.

Our Company shall continue to disclose the KPIs disclosed in this section, on (a) one year after the date of listing of the Equity Shares on the Stock Exchanges; or (b) complete utilisation of the proceeds of the Fresh Issue as disclosed in "*Objects of the Issue*" on page 104, or for such other duration as may be required under the SEBI ICDR Regulations.

**Details of KPIs for the six months period ended September 30, 2024, and for the Fiscal 2024, 2023 and 2022:**

| Sr No | Particulars | For the six months period ended September 30, 2024* | For the fiscal ended | | |
|---|---|---|---|---|---|
| | | | 2024 | 2023 | 2022 |
| ***Financial KPI*** | | | | | |
| 1. | Total Income (₹ in million) | 3,009.77 | 7,361.74 | 8,273.29 | 5,726.20 |
| 2. | Revenue from Operations (₹ in million) | 2,993.51 | 7,310.03 | 8,269.97 | 5,719.73 |
| 3. | Revenue CAGR Fiscal 2022 to Fiscal 2024 (%) | NA | 13.05% | | |
| 4. | EBITDA (₹ in million) | 993.55 | 1,978.91 | 1,887.13 | 1,409.07 |
| 5. | EBITDA Margin (%) | 33.19% | 27.07% | 22.82% | 24.64% |
| 6. | EBITDA CAGR Fiscal 2022 to Fiscal 2024 (%) | NA | 18.51% | | |
| 7. | Profit after tax (PAT) (₹ in million) | 805.35 | 1,245.12 | 1,188.85 | 834.62 |
| 8. | PAT Margin (%) | 26.90% | 17.03% | 14.38% | 14.59% |
| 9. | PAT CAGR Fiscal 2022 to Fiscal 2024 (%) | NA | 22.14% | | |
| 10. | Return on Equity (RoE) (%) | 26.30% | 43.61% | 58.17% | 90.89% |
| 11. | Return on Capital Employed (%) | 14.82% | 35.33% | 38.05% | 32.47% |
| 12. | Net Operating Cash Flows (₹ in millions) | (281.10) | 1,600.27 | 1,579.33 | 1,431.64 |
| 13. | Fixed Tangible Asset Turnover Ratio (in Times) | 0.87 | 1.97 | 2.29 | 1.94 |
| 14. | Debt to Equity Ratio (in Times) | 0.89 | 0.50 | 0.69 | 1.54 |
| 15. | Debt Service Coverage Ratio (in Times) | 7.64 | 5.97 | 2.23 | 2.30 |
| 16. | Current Ratio (in Times) | 1.89 | 1.41 | 1.06 | 1.00 |
| ***Operational KPI*** | | | | | |
| 17. | Volume of Cargo Handled (in MMTs) | 6.99 | 13.78 | 13.87 | 14.24 |
| 18. | Volume of Cargo Transported (in MMTs) | 1.05 | 2.74 | 2.96 | 1.97 |
| 19. | Number of Customers served | 76 | 102 | 96 | 95 |

**Not Annualised*
*NA= Not Applicable*

***Notes:***

1. *Total Income means addition of revenue from operations and other income.*
2. *Revenue from Operations means addition of revenue from customers and other operating income.*
3. *Revenue CAGR Fiscal 2022 to Fiscal 2024 (%) is calculated as "(Revenue for the Fiscal 2024 / Revenue for the Fiscal 2022)^(1 / Number of Years) – 1".*
4. *EBITDA = Restated profit after tax for the year/ period before exceptional items + finance costs + total tax expense/(credit) + depreciation and amortisation expense.*
5. *EBITDA Margin (%) = EBITDA / Revenue from Operations.*
6. *EBITDA CAGR Fiscal 2022 to Fiscal 2024 (%) is calculated as "(EBITDA for the Fiscal 2024 / EBITDA for the Fiscal 2022)^(1 / Number of Years) – 1".*

7. *PAT means profit for the year / period provides information regarding the overall profitability of the business.*
8. *PAT Margin (%) = PAT / Revenue from Operations.*
9. *PAT CAGR Fiscal 2022 to Fiscal 2024 (%) is calculated as "(PAT for the Fiscal 2024 / PAT for the Fiscal 2022)^(1 / Number of Years) – 1".*
10. *Return on Equity is calculated as restated profit after tax for the year divided by average total equity.*
11. *Return on Capital Employed (%) is calculated as earning before interest and tax (EBIT) / Capital Employed. EBIT is calculated as "Profit before tax + Interest expenses" and Capital Employed is calculated as "Total Equity + Non-Current Borrowings + Current Borrowing+Deferred Tax Asset/(Liability)- Intangible Assets including Intangible Assets under Development".*
12. *Net Operating Cash Flows means Cash Generated from Operations after income taxes paid.*
13. *Fixed Tangible Asset Turnover Ratio is calculated as restated revenue from operations divided by Tangible assets for the respective period/year.*
14. *Debt to Equity ratio is calculated as Total of "non-current borrowings and current borrowings" / Total Equity.*
15. *Debt Service Coverage Ratio is calculated as earnings available for debt services (calculated as Profit after tax + interest expenses + Depreciation and amortisation expenses+(Profit)/Loss on sale of fixed assets) divided by Total interest and principal repayments.*
16. *Current ratio is calculated as restated total current assets divided total current liabilities.*
17. *Volume Cargo Handled represents Million Metric Tonnes (MMTs) of cargo handled by the company under its cargo handling vertical for the respective period/year.*
18. *Volume Cargo Transported means Million Metric Tonnes (MMTs) of cargo transported by the company under its transportation vertical for the respective period/year.*
19. *Number of customers served means customers for the respective period/year. Such number of customers may consist of common parties in all of the respective period/year.*

**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 Restated Consolidated Summary Statements. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures or as an indicator of our operating performance, liquidity, profitability or results of operation. 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 operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see sections titled "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" starting on pages 178 and 332, respectively. We have described and defined the KPIs, as applicable, in "*Definitions and Abbreviations – Industry related terms/Abbreviations*" on page 1. Bidders are encouraged to review the Ind AS financial measures and not to rely on any single financial or operational metric to evaluate our business.

**Description of the KPIs**

The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below:

| Sr No. | KPI | Remarks/ Definition/ Assumption |
|---|---|---|
| 1. | Total Income (₹ in million) | Total income includes the total revenue of the business after considering income from all sources, which helps the Company to assess the scale of the business. |
| 2. | Revenue from Operations (₹ in million) | Revenue from operations is used to track the revenue profile of the business and in turn helps assess the overall financial performance and size of business. |
| 3. | Revenue CAGR Fiscal 2022 to Fiscal 2024 (%) | Revenue from operations CAGR growth provides information regarding the growth in terms of business for the respective period in CAGR terms. |
| 4. | EBITDA (₹ in million) | EBITDA provides information regarding the operational efficiency of the business. |
| 5. | EBITDA Margin (%) | EBITDA Margin is an indicator of the operational profitability and financial performance of our business. |
| 6. | EBITDA CAGR Fiscal 2022 to Fiscal 2024 (%) | EBITDA CAGR growth provides information regarding the growth of our operational performance for the respective period in CAGR terms. |
| 7. | Profit after tax (PAT) (₹ in million) | Profit for the year / period provides information regarding the overall profitability of the business. |
| 8. | PAT Margin (%) | PAT Margin is an indicator of the overall profitability and financial performance of our business. |

| Sr No. | KPI | Remarks/ Definition/ Assumption |
|---|---|---|
| 9. | PAT CAGR Fiscal 2022 to Fiscal 2024 (%) | Profit after tax CAGR growth provides information regarding the growth of our operational performance in CAGR terms for the respective period. |
| 10. | Return on Equity (RoE) (%) | Return on equity provides how efficiently Company generates profits from shareholders' funds. |
| 11. | Return on Capital Employed (%) | Return on capital employed provides how efficiently Company generates earnings from the capital employed in the business. |
| 12. | Net Operating Cash Flows (₹ in Lakhs) | It evaluate the company's ability to generate cash from its regular business operations, excluding cash flows related to financing and investing activities. |
| 13. | Fixed Tangible Asset Turnover Ratio (in Times) | The Fixed Tangible Asset Turnover Ratio is calculated by dividing the net sales revenue by the total Tangible assets. It evaluates how effectively a company's assets are employed to generate sales, indicating operational efficiency. A higher ratio suggests better utilization of assets in generating revenue. |
| 14. | Debt to Equity Ratio (in Times) | Debt / Equity ratio is used to measure the financial leverage of the Company. |
| 15. | Debt Service Coverage Ratio (in Times) | It indicates the company's ability to meet its debt obligations (both principal and interest) with its operating income. |
| 16. | Current Ratio (in Times) | Current Ratio is used to provide insight into whether a company can meet its immediate financial obligations using its readily available assets. A ratio above 1 suggests the company has enough assets to cover its short-term debts. |
| 17. | Volume of Cargo Handled (in MMTs) | Volume Cargo Handled is used to measure the capacity of a company in the cargo handling operations at the ports in the respective period/year. |
| 18. | Volume of Cargo Transported (in MMTs) | Volume Cargo Transported is used to measure the capacity of a company in the transportation operations at the ports in the respective period/year. |
| 19. | Number of Customers served | Number of customers served is used to measure the capabilities of the company in terms of customer engagement and retention. |

**7. *Comparison of KPIs with our peers listed in India***

There are no listed peer group companies (i.e., companies of comparable size in the same industry), in India or globally (outside India) that engage in a business similar to that of our Company. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

**8. *Comparison* of KPIs based on additions or dispositions to our business**

Our Company has not undertaken material acquisition or disposition of assets / business for the periods that are covered by the KPIs.

**9. *Weighted average cost of acquisition ("WACA"), floor price and cap price***

**a) Price per share of our Company based on primary/ new issue of Equity Shares or convertible securities(excluding Equity Shares issued under employee stock option plans and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-issue capital before such transactions 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. ("Primary Issuances")**

Our Company has not issued any Equity Shares or convertible securities, excluding shares issued under the ESOP Scheme and issuance of Equity Shares pursuant to a bonus issue, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more that 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 ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

**b) Price per share of our Company based on secondary sale / acquisition of Equity Shares or convertible securities, where our Promoters, members of our Promoter Group, or Shareholder(s) having the right to nominate director(s) to the Board of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing 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 transactions 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 ("Secondary Transactions")**

There have been no Secondary Transactions, where the Promoters, members of the Promoter Group, or Shareholder(s) having the right to nominate director(s) on the Board of Directors 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 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 rolling 30 days.

**c) Since there were no primary or secondary transactions of equity shares of the Company during the other than months to report (a) and (b), the information has been disclosed for price per share of the Company based on the last five primary or secondary transactions where Promoter, members of the Promoter Group, or shareholder(s) having the right to nominate directors 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, is as below:**

Except as disclosed below, there are no Primary Issuances or Secondary Transactions of equity share capital by our Company during the three years prior to the date of filing of this Draft Red Herring Prospectus:

*Last 5 Primary Transaction*

| Date of Allotment | Nature of allotment | Nature of consideration | Number of Equity Shares | Face value per Equity Share (in ₹) | Issue price per Equity Share (in ₹) | Name of allottees/ shareholders | Total Consideration (₹ in millions) |
|---|---|---|---|---|---|---|---|
| April 11, 2024 | Initial Subscription to MoA | Cash | 50,000 | 10 | 10 | Jitendra Haridas Lal | 0.50 |
| April 11, 2024 | Initial Subscription to MoA | Cash | 50,000 | 10 | 10 | Ashokkumar Haridas Lal | 0.50 |
| September 09, 2024 | Rights Issue | Cash | 2,327 | 10 | 3,60,818 | Jitendra Haridas Lal | 839.62 |
| September 09, 2024 | Rights Issue | Cash | 2,327 | 10 | 3,60,818 | Ashokkumar Haridas Lal | 839.62 |
| **Total** | **-** | **-** | **1,04,654** | **-** | **-** | **-** | **1,680.24** |
| **Weighted Average Cost of Acquisition based on Primary Acquisition (Total Consideration/ Number of Equity Shares) (In ₹)** | | | | | | | **16,055.19** |
| **Weighted Average Cost of Acquisition based on Primary Acquisition after Adjustment for Bonus Issue made on September 12, 2024 (Ratio of 1,400:1)** | | | | | | | **11.46** |

*Note: Apart from above two transaction, there are no transaction of primary issue undertaken by the company in three years prior to the date of filing of this Draft Red Herring Prospectus.*

*Last 5 Secondary Transaction*

| Date of Transfer | Nature of Transfer and Consideration | Number of Equity Shares | Face value per Equity Share (in ₹) | Transferor price per Equity Share (in ₹) | Name of Transferor | Name of Transferee | Total Consideration (₹ in millions) |
|---|---|---|---|---|---|---|---|
| October 14, 2024 | Gift by way of other than cash | 14,66,203 | 10 | Nil | Ashokkumar Haridas Lal | Deenaben Ashokkumar Lal | Nil |

| Date of Transfer | Nature of Transfer and Consideration | Number of Equity Shares | Face value per Equity Share (in ₹) | Transferor price per Equity Share (in ₹) | Name of Transferor | Name of Transferee | Total Consideration (₹ in millions) |
|---|---|---|---|---|---|---|---|
| October 14, 2024 | Gift by way of other than cash | 14,66,203 | 10 | Nil | Ashokkumar Haridas Lal | Mitesh Ashokbhai Lal | Nil |
| October 14, 2024 | Gift by way of other than cash | 14,66,203 | 10 | Nil | Ashokkumar Haridas Lal | Viraj Ashokbhai Lal | Nil |
| October 14, 2024 | Gift by way of other than cash | 7,33,100 | 10 | Nil | Ashokkumar Haridas Lal | Ashok Lal family beneficiary trust | Nil |
| October 14, 2024 | Gift by way of other than cash | 29,32,405 | 10 | Nil | Jitendra Haridas Lal | Kamalben Jitendrakumar Lal | Nil |
| October 14, 2024 | Gift by way of other than cash | 14,66,204 | 10 | Nil | Jitendra Haridas Lal | Krishnaraj Jitendrakumar Lal | Nil |
| October 14, 2024 | Gift by way of other than cash | 7,33,100 | 10 | Nil | Jitendra Haridas Lal | Jitendra Lal family beneficiary trust | Nil |
| **Total** | **-** | **1,02,63,418** | **-** | **-** | **-** | **-** | **Nil** |
| **Weighted Average Cost of Acquisition based on Primary Acquisition (Total Consideration/ Number of Equity Shares) (In ₹)** | | | | | | | **Nil** |

**d) Weighted average cost of acquisition, floor price and cap price**

Based on the transaction described in (a), (b) and (c) above, the weighted average cost of acquisition, as compared with the Floor Price and Cap Price is set forth below:

| Types of transactions | Weighted average cost of acquisition (₹ per Equity Share)* | Floor price (i.e., ₹ [●])* | Cap price (i.e., ₹ [●])* |
|---|---|---|---|
| Weighted average cost of acquisition per share of our Company based on primary/ new issue of Equity Shares or convertible securities(excluding Equity Shares issued under employee stock option plans and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-issue capital before such transactions 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. (“Primary Issuances”) | Not Applicable | [●] | [●] |

| Types of transactions | Weighted average cost of acquisition (₹ per Equity Share)* | Floor price (i.e., ₹ [●])* | Cap price (i.e., ₹ [●])* |
|---|---|---|---|
| Weighted average cost of acquisition per share of our Company based on secondary sale / acquisition of Equity Shares or convertible securities, where our Promoters, members of our Promoter Group, or Shareholder(s) having the right to nominate director(s) to the Board of our Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing 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 transactions 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 ("Secondary Transactions") | Not Applicable | [●] | [●] |
| Note: Since there were no primary or secondary transactions of equity shares of our Company during the eighteen months to report (a) and (b), the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions where Promoter, members of the Promoter Group, or shareholder(s) having the right to nominate directors 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, is as below: | | | |
| Last 5 Primary Transaction | 11.46 | [●] | [●] |
| Last 5 Secondary Transaction | Nil | [●] | [●] |

**To be included on finalisation of Price Band*

**10. Justification for Basis of Issue Price**

(a) The following provides an explanation to the Issue Price/ Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired or sold by our Promoter, the members of our Promoter Group by way of primary and secondary transactions in the last eighteen months preceding the date of this Draft Red Herring Prospectus compared to our Company's KPIs and financial ratios for the Fiscals 2024, 2023 and 2022 and the six months ended September 30, 2024

[●]*

**To be included on finalisation of Price Band*

(b) The following provides an explanation to the Issue Price/ Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired by our Promoter, the members of our Promoter Group by way of primary and secondary transactions in the last eighteen months preceding the date of this Draft Red Herring Prospectus in view of external factors, if any, which may have influenced the pricing of the Issue.

[●]*

**To be included on finalisation of Price Band*

**11. The Issue price is [●] times of the face value of the Equity Shares**

The Issue Price of ₹ [●] will be determined by our Company, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with "*Risk Factors*", "*Our Business*", "*Summary of Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 35, 178, 78 and 332, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" on page 35 and you may lose all or part of your investments.

## STATEMENT OF SPECIAL TAX BENEFITS

## STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

To,

**The Board of Directors,**
**Shreeji Shipping Global Limited**
"SHREEJI HOUSE",
Town Hall Circle, Jamnagar, Kalavad,
Gujarat, India, 361001
**(**the ***"Company"*****)**

**Beeline Capital Advisors Private Limited**
B 1311-1314, Shilp Corporate Park,
Near Rajpath Club, Rajpath Rangoli Road,
Sarkhej-Gandhinagar Hwy,
Ahmedabad, Gujarat- 380054.

**AND**

**Elara Capital (India) Private Limited**
One International Center Tower 3,
21st Floor Senapati Bapat Marg,
Mumbai – 400 013.

**Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares" and such offering, the "Issue") of 'Shreeji Shipping Global Limited' ("Company")**

We, **Sarda & Sarda**, Chartered Accountants, the Statutory Auditors of the Company have been informed by the Company that it proposes to undertake the proposed Issue in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**") and the Companies Act, 2013, as amended ("**Companies Act**"). We have reviewed the restated consolidated financial statements of the Company for the six months period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 ("**Review Period**") which was audited in accordance with the Explanation (ii) of Regulation 6 and 7 of SEBI (ICDR) Regulation, 2018, Companies Act, 2013, as amended and the rules framed thereunder, the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India and restated in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**Restated Financial Statements**") and the examination report dated January 07, 2025 in respect of the Restated Financial Statements ("**Examination Report**").

This report is issued in accordance with the Engagement Letter dated November 25, 2024.

We hereby report that the enclosed Annexure I prepared by the Company, initialed by us and the Company for identification purpose, states the possible special tax benefits available to the Company and its shareholders, under direct and indirect taxes (together "**the Tax Laws**"), presently in force in India as on the signing date, which are defined in Annexure I. These possible special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and its shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company and its shareholders may or may not choose to fulfill.

We were informed that the 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 of the Company comprising a fresh issue of the Equity Shares by the Company 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 possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on this Statement.

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "**Guidance Note**") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Charted Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

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

i) the Company and its shareholders will continue to obtain these possible special tax benefits in future; or

ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/ would be met with.

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

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

We undertake to immediately inform any changes in writing to the above information to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges where the Equity Shares are proposed to be listed. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Issue.

We confirm that the information herein is true, fair, correct, complete, accurate, not misleading and does not contain any untrue statement of a material fact nor omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading. This certificate can be relied on by the Company, the BRLMs and the Legal Counsels to the Issue and to assist the BRLMs in conducting and documenting their investigation of the affairs of the Company in connection with the Issue. We hereby consent to this certificate being disclosed by the Book Running Lead Manager, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

This certificate is for information and for inclusion (in part or full) in the draft red herring prospectus ("**DRHP**") of the Company to be submitted/filed with the Securities and Exchange Board of India ("**SEBI**") and any relevant Stock Exchanges, and the red herring prospectus ("**RHP**") and the prospectus ("**Prospectus**") which the Company intends to file with the Registrar of Companies, Gujarat at Ahmedabad ("**RoC**") and thereafter file with the SEBI and the Stock Exchanges and in any other document in relation to the Issue (collectively, the "**Issue Documents**") or any other Issue related material, and may be relied upon by the Company, the BRLMs and the Legal Counsels to the Issue. We hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

Yours faithfully,

**For Sarda & Sarda**
Chartered Accountants
((FRN 109264W)

**(Rajnikant Pragada)**

Proprietor
M. No. 118132

Jamnagar, 24th January 2025

UDIN: 25118132BMFXUY2450

**Encl: As above**

CC:
**Legal Counsel to the Issue**
**M/s. Crawford Bayley & Co.**
State Bank Buildings
N.G. N. Vaidya Marg
Fort, Mumbai 400 023

## ANNEXURE I

## STATEMENT OF TAX BENEFITS

**STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND TO ITS SHAREHOLDERS OF THE COMPANY UNDER INCOME TAX ACT, 1961 (ACT), THE CENTRAL GOODS AND SERVICES TAX ACT, 2017, THE INTEGRATED GOODS AND SERVICES TAX ACT, 2017 AND THE APPLICABLE STATES' GOODS AND SERVICES TAX ACTS AND OTHER APPLICABLE TAX LAWS.**

This statement of possible special tax benefits is required as per Schedule VI (Part A) (9)(L) of the SEBI ICDR Regulations. While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in this Annexure. Any benefits under the taxation laws other than those specified in this Annexure are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in this Annexure have not been reviewed and covered by this statement.

### I. Special tax benefits available to the Company, under the Act

### A. Direct Tax

Lower corporate tax rates on income of domestic companies - Section 115BAA of the Act

The Taxation Laws (Amendment) Act, 2019 introduced section 115BAA wherein domestic companies are entitled to avail a concessional tax rate of 22% (plus applicable surcharge and cess) on fulfilment of certain conditions. The option to apply this tax rate is available from Financial Year ('FY') 2019-20 relevant to Assessment Year ('AY') 2020-21 and the option once exercised shall apply to subsequent assessment years. The concessional rate of 22% is subject to the company not availing any of the following specified tax exemptions/incentives under the Act:

1. Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone).
2. Deduction under clause (iia) of sub-section (1) of section 32 (Additional depreciation).
3. Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Tea/Coffee/Rubber Development account, site restoration fund).
4. Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or subsection (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research).
5. Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project).
6. Deduction under section 35CCD (Expenditure on skill development).
7. Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA or Section 80M or Section 80LA.
8. No set-off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above.
9. No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred from clause i) to vii) above Further, it was clarified by CBDT vide Circular No. 29/ 2019 dated 2 October 2019 that if the Company opts for concessional income tax rate under section 115BAA, the provisions of section 115JB regarding Minimum Alternate Tax (MAT) itself are not applicable and hence, such Company will not be entitled to claim tax credit relating to MAT.
10. The total income of a company availing the beneficial tax rate of 25.168% (i.e., 22% plus 10% surcharge and 4% health & education cess) is required to be computed without set-off of any carried forward loss and depreciation attributable to any of the aforesaid deductions/incentives.

### B. Indirect Tax

There are no special indirect tax benefits available to the company under Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 and applicable State Goods and Services Tax Act, 2017 ("GST Acts").

### II. Special tax benefits available to the Shareholders

There are no special tax benefits available to the shareholders of the Company for investing in the shares of the Company.

**III. Special tax benefits available to the material subsidiaries**

There are no material subsidiaries of the Company.

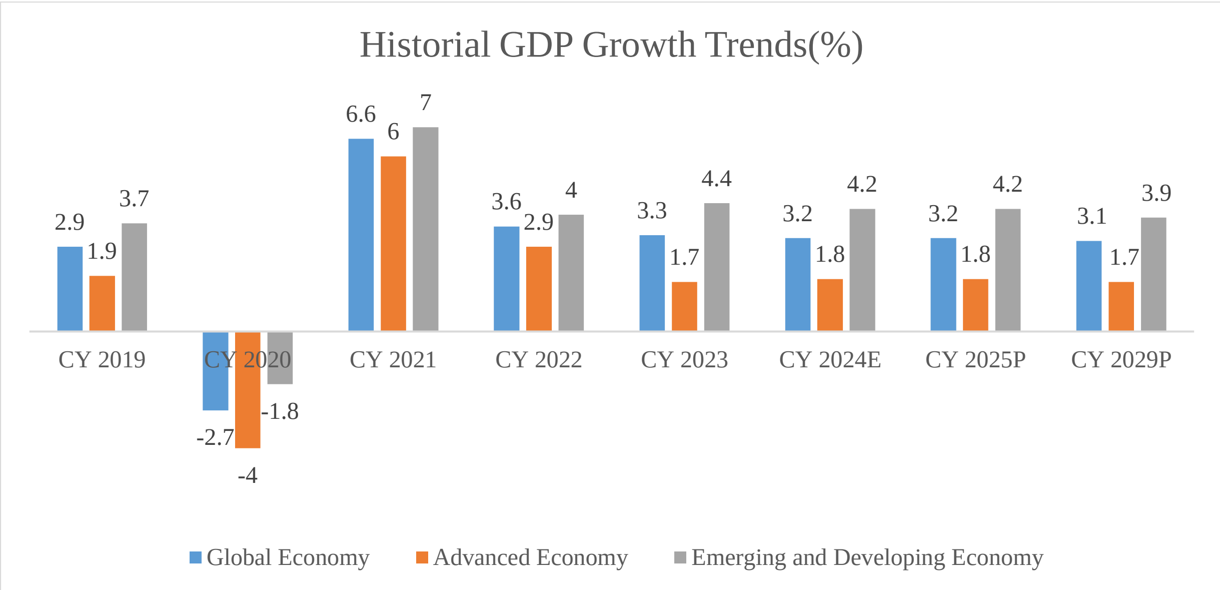
Notes: i. The above Statement of Tax benefits sets out the special tax benefits available to the Company, and its shareholders under the tax laws mentioned above. ii. The above Statement covers only above-mentioned tax laws benefits and does not cover any general tax benefits under any other law. iii. This Statement 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/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company. iv. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our 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. v. This statement does not discuss any tax consequences under any law for the time being in force, as applicable of any country outside India. The shareholders / investors are advised to consult their own professional advisors regarding possible tax consequences that apply to them in any country other than India.

# INDUSTRY OVERVIEW

## GLOBAL MACROECONOMIC LANDSCAPE

### Global Economic Overview

The global economy started to rise from its lowest levels after countries started to lift the lockdown in 2020 and 2021. The lockdown was a key factor as it affected economic activities resulting in a recession in the year CY 2020, as the GDP growth touched (3.3%).
In CY 2021 disruption in the supply chain affected most of the advanced economies as well as emerging developing economies. The rapid spread of Delta and the threat of new variants in mid of CY 2021 further increased uncertainty in the global economic environment.
Global economic activities experienced a sharper-than-expected slowdown in CY 2022. One of the highest inflations in decades, seen in 2022, which forced most of the central banks to tighten their fiscal policies. Russia's invasion of Ukraine affected the global food supply resulting in a further increment in the cost of living.
Further, despite initial resilience earlier in 2023, marked by a rebound in reopening and progress in curbing inflation from the previous year's highs, the situation remained precarious. Economic activity lagged its pre-pandemic trajectory, particularly in emerging markets and developing economies, leading to widening disparities among regions. Numerous factors are impeding the recovery, including the lasting impacts of the pandemic and geopolitical tensions, as well as cyclically driven factors such as tightening monetary policies to combat inflation, the reduction of fiscal support amidst high debt levels, and the occurrence of extreme weather conditions. As a result, global growth is expected to slow from 3.3% in CY 2023 to 3.2% in CY 2024.

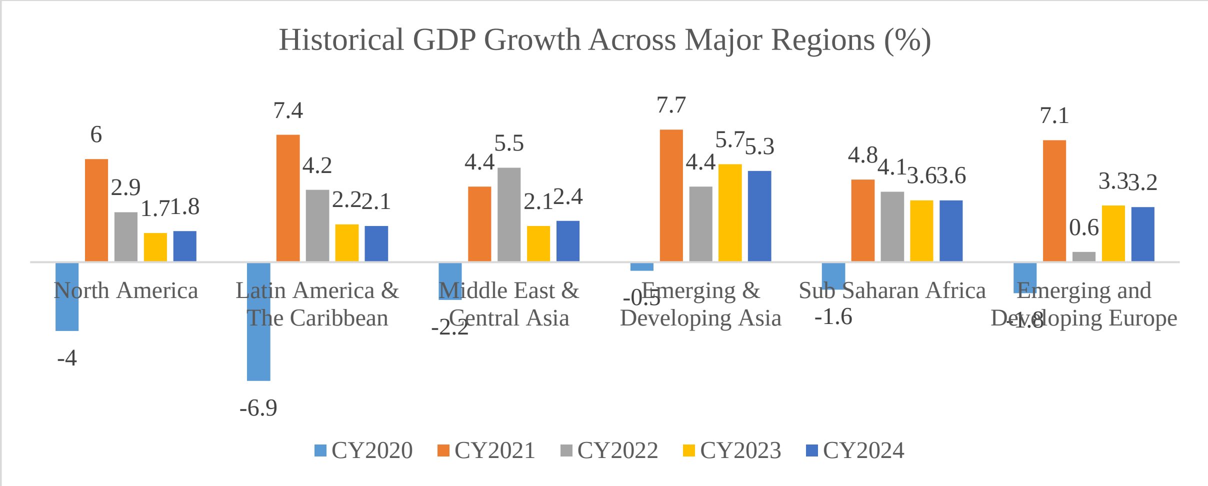



*Source – IMF Global GDP Forecast Release October 2024*
*Note: Advanced Economies and Emerging & Developing Economies are as per the classification of the World Economic Outlook (WEO). This classification is not based on strict criteria, economic or otherwise, and it has evolved over time. It comprises of 40 countries under the Advanced Economies including the G7 (the United States, Japan, Germany, France, Italy, the United Kingdom, and Canada) and selected countries from the Euro Zone (Germany, Italy, France etc.). The group of emerging market and developing economies (156) includes all those that are not classified as Advanced Economies (India, China, Brazil, Malaysia etc.)*

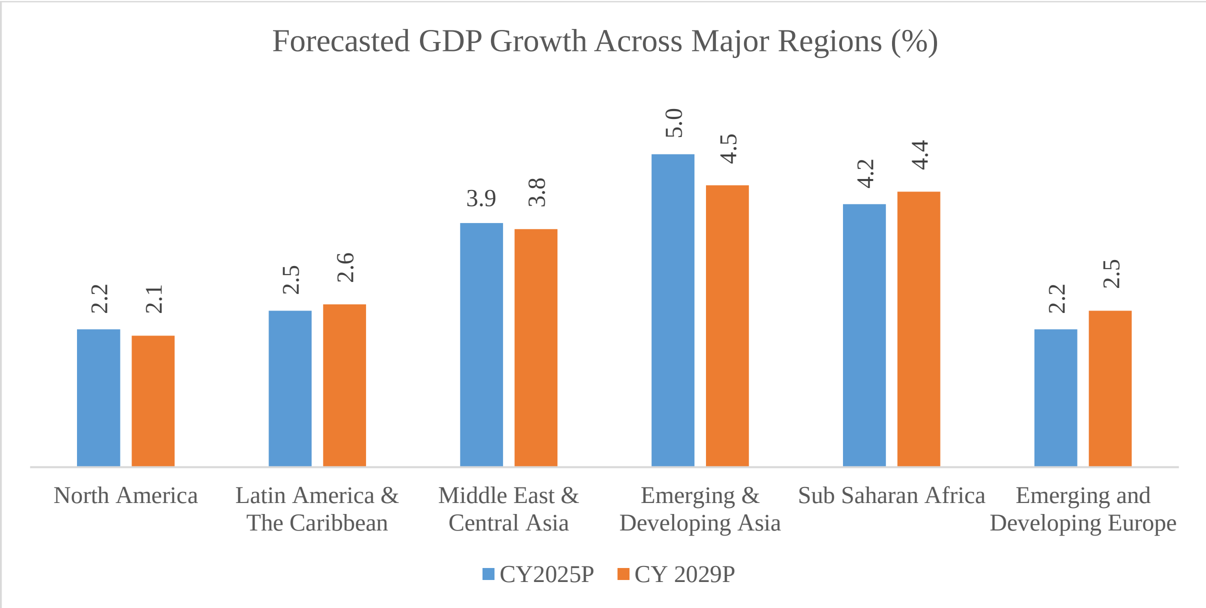
While high inflation and rising borrowing costs are affecting private consumption, on the other hand, fiscal consolidation is affecting government consumption. Slow growth in developed economies will affect the GDP growth in CY 2024.

### GDP Growth Across Major Regions

GDP growth of major regions including Latin America & The Caribbean, Middle East & Central Asia, and Sub-Saharan Africa, were showing signs of slow growth and recession between 2020 – 2023, but leaving Latin America & The Caribbean, 2024 is expected to show resilience and growth. Meanwhile, GDP growth in Emerging and Developing Asia (India, China, Indonesia, Malaysia, etc.) is expected to decrease from 5.3% in CY 2024 to 5.0% in CY 2025, while in the United State, it is expected to decrease from 2.8% in CY 2024 to 2.2% in CY 2025.




*Source-IMF World Economic Outlook October 2024 update.*




*Source-IMF, OECD, and World Bank, D&B Estimates*

Except for Emerging and Developing Asia, Latin America & The Caribbean and North America, all other regions are expected to record an increase in GDP growth rate in CY 2024 as compared to CY 2023. GDP growth in Latin America & The Caribbean is expected to decline due to negative growth in Argentina. Further, growth in the United States is expected to come down at 2.2% in CY 2025 due to lagged effects of monetary policy tightening, gradual fiscal tightening, and a softening in labour markets slowing aggregate demand.

India and China saw greater-than-anticipated growth in 2023 due to heightened government spending and robust domestic demand, respectively. Sub-Saharan Africa's expected growth in 2024 is attributed to the diminishing negative impacts of previous weather shocks and gradual improvements in supply issues.

**Global Economic Outlook**

After winning the U.S. Presidential election in November, President-elect Donald Trump has announced the possibility of imposing a 25% import tariff on goods from Canada and Mexico, as well as an additional import tariffs on goods from the Chinese Mainland. The economic impact will depend on the nature of the tariffs, the extent to which they are applied, their duration, and whether they are reciprocated with retaliatory actions. Similarly, the scale of deportations alongside enhanced border restrictions – another potential policy priority – may see U.S. net migration fall and lead to lower overseas labor supply. President-elect Trump has also spoken of extending tax cuts and general deregulation. We will understand more when the new administration takes office on January 20, 2025, but in the meantime, the uncertainty is likely to affect business decisions. The market expects the impact of the incoming administration's new policies to be inflationary and has pared back expectations about the pace of Federal Funds rate cuts next year, with 75% of investors expecting U.S. interest rates to end 2025 in the range of 3.50% to 4.25%.

Given expectations of a generally higher inflationary environment in the U.S. in 2025, those emerging economies closely connected to movements in the Fed Funds rate, such as Mexico (the Bank of Mexico closely follows the U.S. Federal Reserve), Hong Kong S.A.R. (which operates a U.S. dollar peg for its currency), and those countries in parts of Latin America and Eastern Europe which are likely to find accessing international capital markets more difficult, are also likely to experience stress.

Europe-U.S. trade relations may also come under pressure, given the region's trade surplus with the U.S., at a time when the Eurozone's growth trajectory is already potentially weakening. Europe would likely be subject to blanket tariffs ranging from 10% to 20% on all imports. The U.S. is the EU's top export partner, accounting for around 20% of the EU's total exports outside of the union, and so further reciprocal tariffs on U.S. exports may be limited.

Aside from potential inflationary effects from upcoming U.S. policies, global underlying inflation continues to normalize, supporting monetary policy loosening. Progress towards central bank targets may, however, be slowing and in some regions, such as the Eurozone and the U.S., may be ticking up in recent readings, but the broad trend is of softer price pressures. We may find that the European Central Bank and the Bank of England make more progress than the Federal Reserve in cutting interest rates. The Chinese Mainland, meanwhile, continues to battle deflation.

Falling interest rates in major economies will ease pressure on emerging economies: local currencies should appreciate against the U.S. dollar, which would lessen imported inflation and allow central banks in emerging economies to focus on underlying domestic price pressures. Growth in India and in parts of Latin America, Eastern Europe, and the Middle East will likely offset the underlying slowdown in the Chinese Mainland. Brazil's central bank has been raising interest rates in recent months to combat rising inflation, indicating that central banks may be willing to reverse course if required. One of the key short-term risks is the path of global disinflation – and the corresponding pace of monetary policy easing. With inflation edging up in some economies and expectations that it may re-accelerate in 2025, central banks are likely to continue to act cautiously.

Geopolitical risks in the Middle East continue to be a systemic regional risk, though the recent ceasefire between Israel and Hezbollah offers optimism, despite being endangered by transgressions. Political/insecurity risk has been, and continues to be, a key risk category this year. Latest incidents include the imposition and then almost immediate repeal of martial law in South Korea; the collapse of the French government following a vote of no confidence; and Germany's governing coalition finally breaking apart after months of disagreements. Germany is at a critical juncture, confronting a confluence of escalating geopolitical, economic, and domestic challenges that threaten its stability and leadership of Europe. The risk is acute – Germany faces losing its position as Europe's economic powerhouse, threatening dependent neighbors, and potentially undermining its wider geopolitical influence.

**INDIA MACROECONOMIC ANALYSIS**

| Country | Real GDP Growth (CY 2023) | Projected GDP Growth (CY 2024) | Projected GDP Growth (CY 2025) |
|---|---|---|---|
| India | 8.20% | 7.00% | 6.50% |
| China | 5.20% | 4.80% | 4.50% |
| Russia | 3.60% | 3.20% | 1.50% |
| Brazil | 2.90% | 3.00% | 2.40% |
| United States | 2.90% | 2.80% | 1.90% |
| Japan | 1.90% | 0.30% | 1.00% |
| Canada | 1.20% | 1.30% | 2.40% |
| Italy | 0.90% | 0.70% | 0.90% |
| France | 1.10% | 0.90% | 1.30% |
| South Africa | 0.70% | 0.90% | 1.20% |
| United Kingdom | 0.10% | 0.70% | 1.50% |
| Germany | -0.30% | 0.00% | 0.80% |

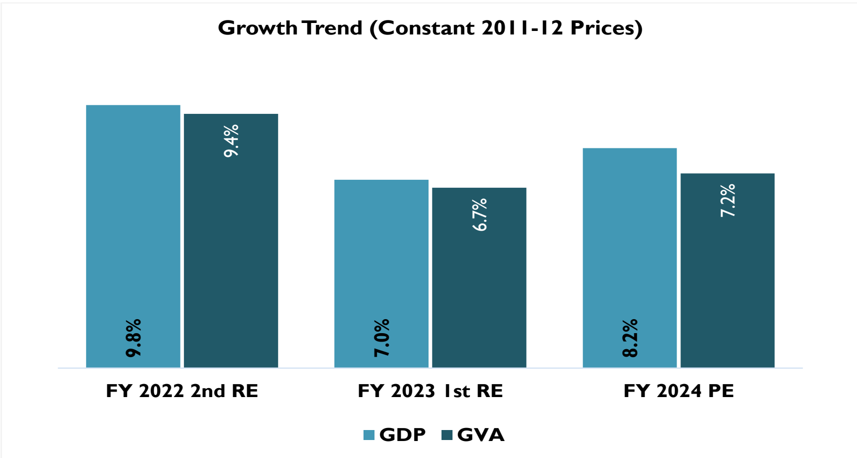
*Source: World Economic Outlook, October 2024. Countries considered include - Largest Developed Economies and BRICS (Brazil, Russia, India, China, and South). Countries have been arranged in descending order of GDP growth in 2023).*

India’s economy showed resilience with GDP growing at 8.2% in CY 2023. The GDP growth in CY 2023 represents a return to pre pandemic era growth path. Even amidst geopolitical uncertainties, particularly those affecting global energy and commodity markets, India continues to remain one of the fastest growing economies in the world.

There are few factors aiding India’s economic recovery – notably its resilience to external shocks and rebound in private consumption. This rebound in private consumption is bringing back the focus on improvements in domestic demand, which together with revival in export demand is a precursor to higher industrial activity. Already the capacity utilization rates in Indian manufacturing sector are recovering as industries have stepped up their production volumes. As this momentum sustains, the country may enter a new capex (capital expenditure) cycle. The universal vaccination program by the Government has played a big part in reinstating confidence among the population, in turn helped to revive private consumption.

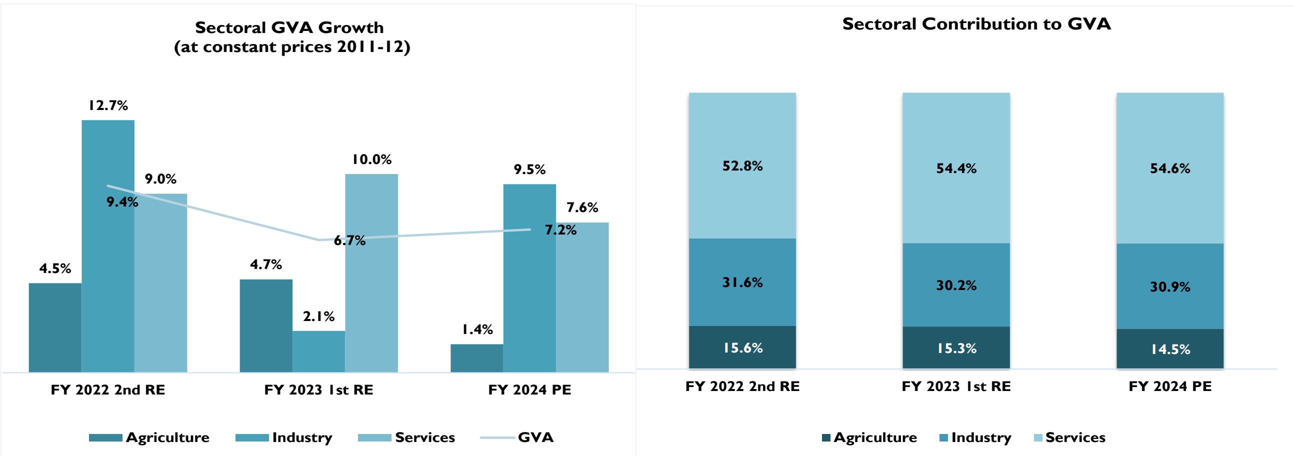
On the lending side, the financial health of major banks has witnessed an improvement which has helped in improving the credit supply. With capacity utilization improving, there would be demand for credit from the corporate sector to fund the next round of expansion plans. The banking industry is well poised to address that demand. Underlining the improving credit scenario is the credit growth to the micro, small, and medium enterprise (MSME) sector as the credit outstanding to the MSME sector by scheduled commercial banks in the fiscal year 2024 grew by 14% to INR 10.31 trillion compared to INR 9.02 trillion as on 24 March 2023. The extended Emergency Credit Linked Guarantee Scheme (ECLGS) by the Union Government has played a major role in improving this credit supply.

As per the provisional estimates 2023-24, India’s GDP in FY 2024 grew by 8.2% compared to 7.0% in the previous fiscal on the back of solid performances in manufacturing, mining, and construction sectors. The year-on-year increase in growth rate is also partly due to by a strong growth in investment demand led by public capital expenditure.




*Source: Ministry of Statistics & Programme Implementation (MOSPI), National Account Statistics, 2023-24*

**Sectoral Contribution to GVA and annual growth trend**



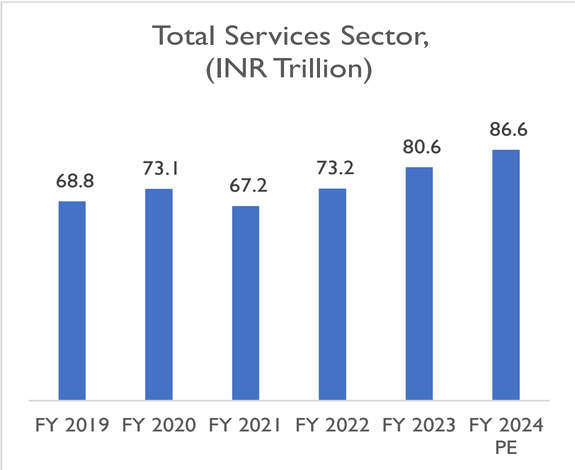

*Source: Ministry of Statistics & Programme Implementation (MOSPI)*

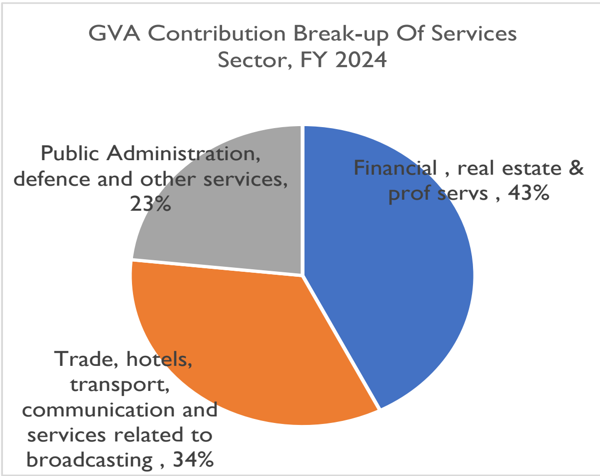
Sectoral analysis of GVA reveals industrial sector recovered sharply registering 9.5% y-o-y increase in FY 2024 against 2.1% in the previous fiscal. In the industrial sector, growth across major economic activity such as mining, manufacturing and construction sector rose significantly and it registered a growth of 7.1%, 9.9% and 9.9% in FY 2024 against a y-o-y

change of 1.9%, -2.20%, and 9.44% in FY 2023, respectively. Utilities sector observed a marginal moderation in y-o-y growth to 7.5% against 9.44% in the previous years.
Talking about the services sector's performance, with major relaxation in covid restriction, progress on COVID-19 vaccination and living with virus attitude, business in the service sector gradually returned to normalcy in FY 2023. Economic recovery was supported by the service sector as individual mobility returned to the pre-pandemic level. The trade, hotel, transport, communication, and broadcasting segment continued to strengthen in FY 2023 and grow in FY 2024, although the growth hasn't shown substantial increases. In FY 2024, services sector grew by 7.6% against 10% y-o-y growth in the previous year.

**Expansion in Service Sector**

Services sector is a major contributor to the country's overall economic growth. In absolute terms, services sector GVA has increased from INR 68.78 trillion in FY 2019 to INR 86.6 trillion in FY 2024 (as per the provisional estimated), registering a CAGR of nearly 5%. Within Services sector, the GVA by financial, real estate and professional services-the largest contributing segment observed 6.3% CAGR while Public Administration, defence and other services0F0F0F1 observed 4.5% CAGR and Trade, hotels, transport, communication, and services related to broadcasting witnessed 3.1% CAGR between FY 2019-24.



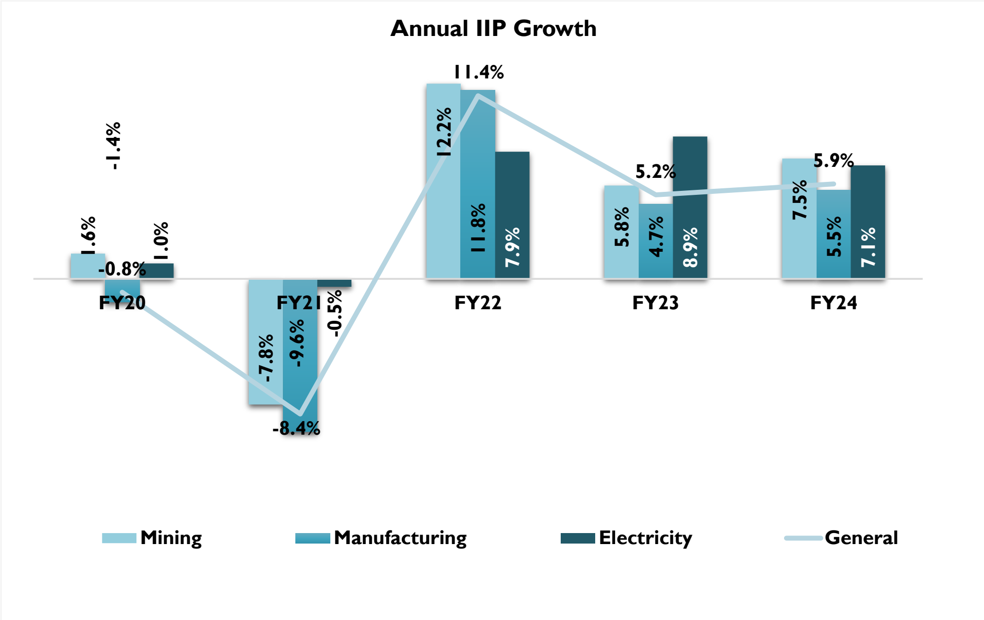

*Sources: MOSPI, CMIE Economic Outlook and Dun & Bradstreet Research Estimates*[2]

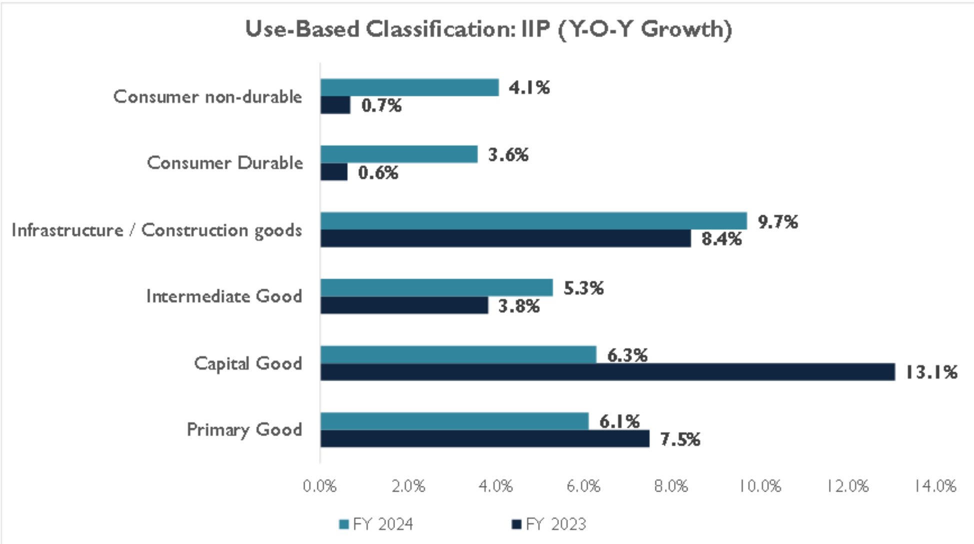
India's HSBC Services Purchasing Managers' Index**,** an important indicator to track service sector performance, measured 60.3 in July 2024 against 60.5 in the previous month. Since August 2021, the services sector has consistently remained above the threshold of 50, which distinguishes growth from contraction.

**IIP Growth**

Industrial sector performance as measured by IIP index; in FY 2024 it is growing at 5.9% (against 5.2% in FY 2023). Previously IIP index exhibited temporary recovery in FY 2022 from the low of Covid induced slowdown in industrial growth during FY 2020 and FY 2021. Manufacturing index, with 77.6% weightage in overall index, grew by 5.5% in FY 2024 against 4.7% y-o-y growth in FY 2023 while mining sector index too grew by 7.5% in FY 2024 against 5.8% in the previous years. Mining & manufacturing both shown improvement according to previous except the Electricity sector Index, witnessed an improvement of 7.1% in FY 2024 against 8.9% in the previous year.

[1] Other services include Education, Health, Recreation, and other personal services.
[2] Projection as Based on CMIE Growth rate till FY 2029 and FY 2030 is based on Dun & Bradstreet assumption.

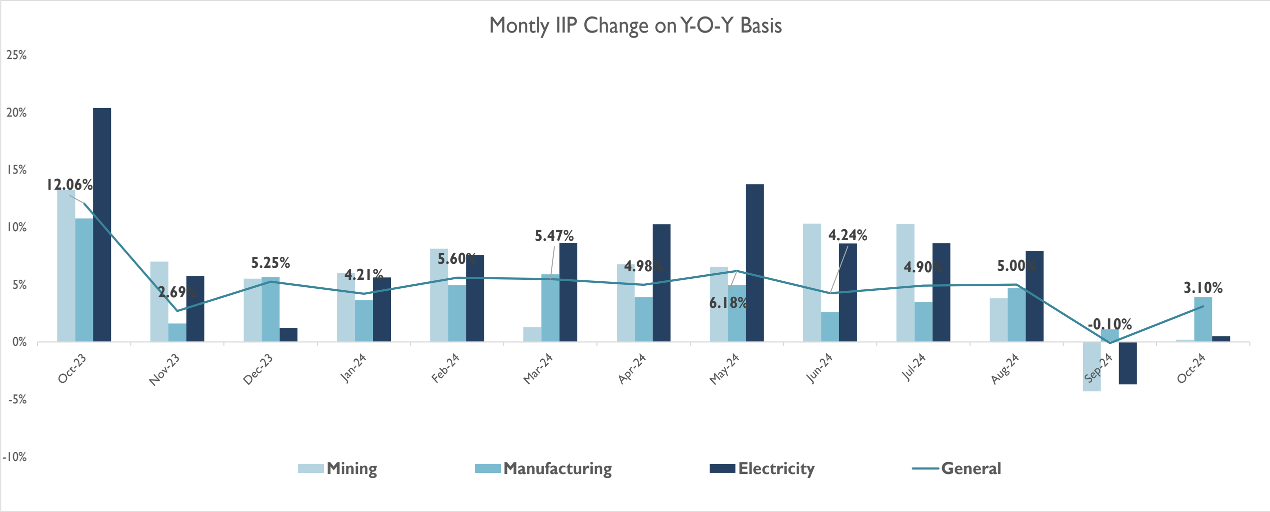



*Source: Ministry of Statistics & Programme Implementation (MOSPI)*

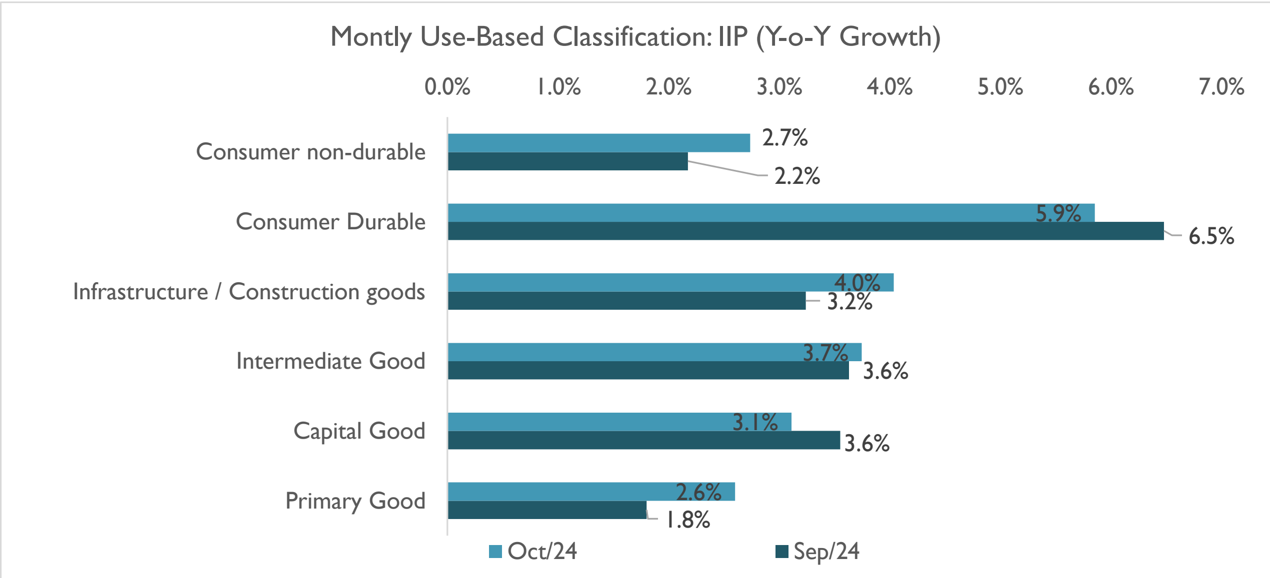
As per the use-based classification, most segments have shown growth for FY 2024 compared to FY 2023. Capital good and primary goods were segments which faced less growth as compared to previous year. The contracting IIP data points towards adverse operating business climate as global headwinds, high inflation, and monetary tightening cumulatively impacted the broader industrial sector performance. In contrast all the segments except the above two have shown growth.

## Monthly IIP Growth Trend




*Source: Ministry of Statistics & Programme Implementation (MOSPI)*

In the current fiscal FY 2025, the monthly IIP measured index has reported steady improvement over the last fiscal. However, the IIP index slowed to a 5-month low and just grew by -0.10% y-o-y in September against .00% in the previous month on the back of slowing growth in the manufacturing section. In October 2024, the manufacturing index growth slowed to 3.90% against 11.0% y-o-y growth in October 2023.
In FY 2024-25, the 3.90% for manufacturing index in October 2024 and electricity index in October 2024 is 0.50%.

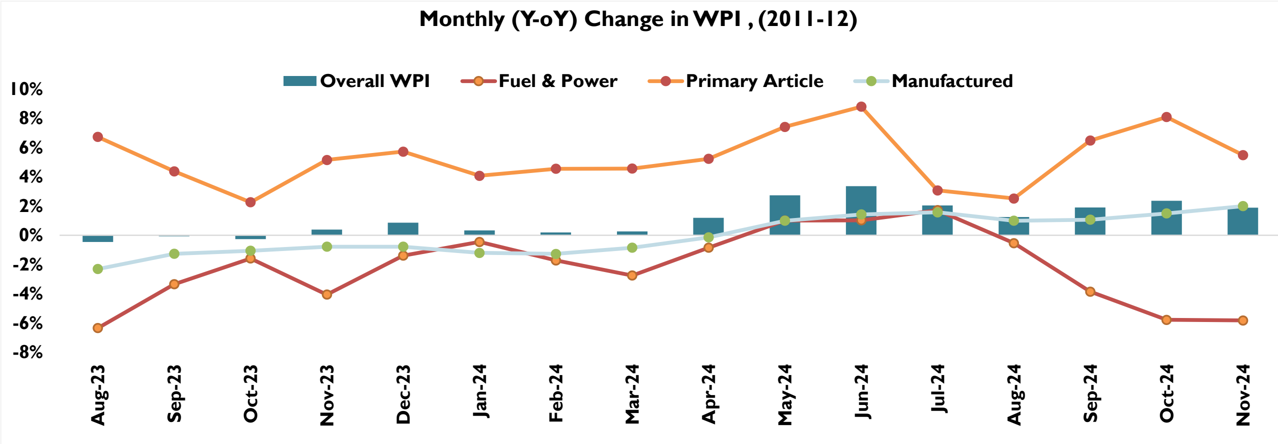



*Sources: MOSPI*

As per the use-based classification, growth in all segments slowed in June 2024 as compared to the previous month. Consumer non-durable increase by 2.7% in October 2024 against a 2.2% decline in the previous month. In October 2024, all segments showed a substantial increase in growth.

### Inflation Scenario

The inflation rate based on India's Wholesale Price Index (WPI) exhibited significant fluctuations across different sectors from August 2023 to November 2024. However, a recovery was noted by November 2024, with WPI reaching 5.5%, supported by a strong rise in Primary Articles and -5.9% a rebound in Fuel & Power prices. By July 2024, while Primary Articles growth moderated to 3.1%, the Global (WPI) remained positive at 1.9%, indicating stabilization in the market after earlier volatility.




*Source: MOSPI, Office of Economic Advisor*

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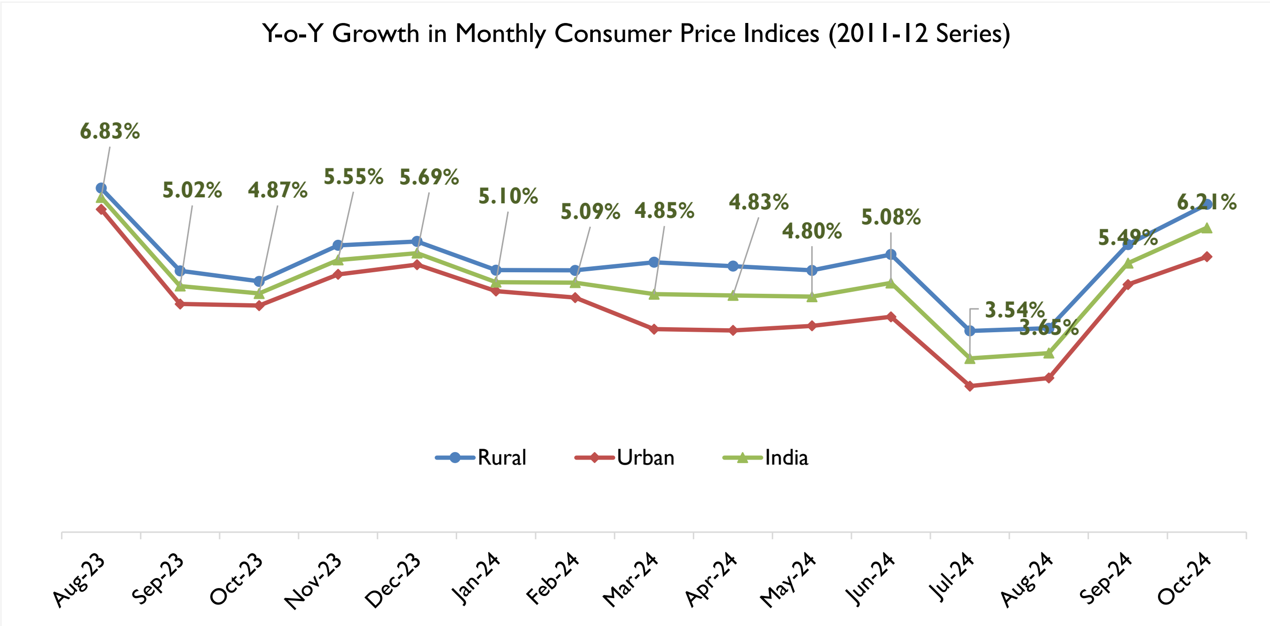



*Source: CMIE Economic Outlook*

Retail inflation rate (as measured by the Consumer Price Index) in India showed notable fluctuations between August 2023 and October 2024. Rural CPI inflation peaked at 7.02% in August 2023, declining to 6.68 % in October 2024. Urban CPI inflation followed a similar trend, rising to 6.59% in August 2023 and then dropping to 5.62% in October 2024. Overall, the national CPI inflation rate increased to 6.83% in August 2023 but moderated to 6.21% by October 2024, indicating a gradual easing of inflationary pressures across both rural and urban areas. CPI measured below 6% tolerance limit of the central bank since September 2023. As a part of an anti-inflationary measure, the RBI has hiked the repo rate by 250 bps since May 2022 to the current 6.5% while it has been holding the rate at 6.5% since 8 Feb 2023.

**Growth Outlook**

India's H1 FY2024-25 GDP slowdown is cyclical, driven by credit tightening and delayed fiscal spending, but strong fundamentals should support growth in the second half of the fiscal year. Politically, the continuation of the National Democratic Alliance (NDA) government signals sustained reforms, with optimism around labour and land reforms. The government is also taking steps to control retail inflation by managing food prices and import duties. Retail inflation eased to 5.5% y/y in November, down from 6.2% in October, as vegetable prices moderated following a bumper summer harvest and favorable monsoon. Still-high food prices and geopolitical tensions continue to pose risks to inflation and growth. High retail credit and rising unsecured loans signal consumption-driven borrowing, yet urban demand remains under pressure. Rural demand has shown resilience, benefitting from favorable monsoons, robust agricultural output and elevated food

prices. The RBI's September economic review highlighted a contrasting trend in rural and urban consumption demand in H1 FY2024- 25, with rural demand remaining robust, while urban demand showed weakness.
On external front, the global business environment remains cautious, with geopolitical tensions, particularly in Gaza, posing potential risks to global stability. In mid-October 2024, the Indian rupee dropped below INR84:USD, due to strong dollar demand from foreign banks, likely due to outflows from equities and the weakness in regional peers as the dollar strengthened. Despite this, the rupee outperformed its peers in October, supported by the RBI's interventions and record-high FX reserves of USD690bn. However, external pressures, including US monetary policy and geopolitical risks, will keep the rupee under stress, limiting its near-term appreciation potential.
Looking ahead to 2025, India's projected GDP growth of 6.5% stands out as the fastest among major emerging markets, significantly outpacing China's 4.8%, and Brazil's 3%. This robust growth trajectory is expected to sustain at 6.5% annually from 2025 to 2029, reflecting strong economic fundamentals and continued momentum.
This decent growth momentum in near term CY 2025 is accompanied by a slowdown in inflation, as well as various other factors in the medium to long term that will support the economy. These include enhancements in physical infrastructure, advancements in digital and payment technology, improvements in the ease of doing business and a higher quality of fiscal expenditure to foster sustained growth.
On the demand side, improving employment conditions and moderating inflation are expected to stimulate household consumption. Further, the investment cycle is gaining traction, propelled by sustained government capital expenditure, increased capacity utilization and rising credit flow.
From uplifting the underprivileged to energizing the nation's infrastructure development, the Government has outlined its vision to propel India's advancement and achieve a 'Viksit Bharat' by 2047 in the interim budget announced on1st Feb 2024. Noteworthy positives in the budget include achieving a lower-than-targeted fiscal deficit for FY2024 and setting a lower-than expected fiscal deficit target for FY2025, proposing dedicated commodity corridors and port connectivity corridors, providing long-term financing at low or nil interest rates to the private sector to step up R&D (Research & Development) in the sunrise sectors.
Achieving a reduced fiscal deficit of 5.8% in FY2024 and projecting a lower than-anticipated fiscal deficit of 4.9% as announced in the interim budget in July 2024 for the current fiscal year (FY 2025) are positive credit outcomes for India. This showcases the country's capability to pursue a high-growth trajectory while adhering to the fiscal glide path. There has been a significant boost to capital expenditure for two consecutive years; capital expenditure – which is budgeted at 3.4% of GDP (INR 11.1 trillion) for fiscal year 2024-25 – is at a 21-year high (3.3% of GDP in fiscal year 2023-24. The enhancement of port connectivity, coupled with the establishment of dedicated commodity corridors (energy, mineral and cement), is poised to enhance manufacturing competitiveness. This strategic move aims to fulfil India's export targets and reduce logistics costs.

## OVERVIEW OF LOGISTICS INDUSTRY

Logistic industry is a backbone of the economy, providing efficient and cost-effective transportation of good from the point of origin to that of consumption and a critical component to support economic growth. The sector provides livelihood to over 22 million people and improving the sector would have a cascading effect on the country's exports growth. Growth in volume of freight movement from major manufacturing segments such as cements, metals, retail, auto, textiles, pharma, and consumer goods, determine growth of logistics services.
Logistics services are broadly categorized into two segments:

a. **Inbound Logistics services** include purchasing and movement of materials, parts, and finished inventory to manufacturing and assembly plants, retail stores and warehouses.
b. **Outbound Logistics** services include storage and movement of finished products from end of production line to the end user for final consumption.

Traditionally, purview of logistics services meant inclusion of transportation only. However, with increased global trade and movement of goods across the world, it has evolved to integrate several functions in to one. These include fleet logistic operation, storage, and warehousing (CWC, SWC, CFD, IFS, Logistics parks), and other value-added services like Packaging, Labelling, and assembling; Express Service; Tracking and tracing, amongst other. However, transportation accounts for a major part of logistics services.

**International Trade:**

Increasing globalization has resulted in increasing trade flows across the globe including India. Globally, world exports have increased at 5% while import have increased at 5.1%.


*Source: World Trade Organization*

| Share in World Export | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 |
|---|---|---|---|---|---|---|---|
| **US** | 8.7% | 8.5% | 8.6% | 8.1% | 7.9% | 8.3% | 8.5% |
| **China** | 12.8% | 12.7% | 13.1% | 14.7% | 14.9% | 14.2% | 14.2% |
| **UK** | 2.5% | 2.5% | 2.4% | 2.3% | 2.1% | 2.1% | 2.2% |
| **India** | 1.7% | 1.7% | 1.7% | 1.6% | 1.8% | 1.8% | 1.8% |

| Share in World Import | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 |
|---|---|---|---|---|---|---|---|
| **US** | 13.4% | 13.2% | 13.3% | 13.5% | 13.0% | 13.1% | 13.1% |
| **China** | 10.3% | 10.8% | 10.8% | 11.6% | 11.9% | 10.5% | 10.5% |
| **UK** | 3.6% | 3.4% | 3.6% | 3.6% | 3.1% | 3.2% | 3.3% |
| **India** | 2.5% | 2.6% | 2.5% | 2.1% | 2.5% | 2.8% | 2.8% |

*Source: World Trade Organization*

Over the years, India's presence in international trade has increased as indicated in the above table supporting the higher demand for logistic transports.

**Overview of Indian Logistic Industry**

India's logistics sector, one of the largest globally, is vital to the nation's economic growth. It links various economic elements and encompasses transportation, warehousing, and other supply chain solutions ranging from the suppliers to the end-customers. Established in July 2017, the Department of Commerce's logistics division, led by the Special Secretary to the Government of India, oversees the sector's integrated development. The division focuses on policy reforms, process enhancements, and technological adoption to address sector challenges.

India's logistics industry has experienced a transformative journey, fuelled by the liberalization of the economy in the 1990s, which opened doors to increased international trade and foreign investments. With a vast coastline, well-developed ports, and a strategic location, India has become an attractive destination for optimizing global supply chain networks.

Indian Government initiatives like the Goods and Services Tax (GST) and the Dedicated Freight Corridor (DFC) project have significantly enhanced logistics efficiency by reducing tax complexities and improving connectivity. The DFC aims to improve rail freight operations by reducing transit time, while GST has simplified the inter-state movement of goods.

India's young and large workforce, with over 1.3 billion people, presents a strong advantage for the logistics sector. The country's demographic profile ensures a steady supply of skilled labor, essential for managing the complexities of modern supply chain operations. Furthermore, India's strategic location at the crossroads of major trade routes between Asia, Europe, and Africa enhances its role as a global logistics hub, ensuring efficient transportation and connectivity.

Transport Sector in India is a very extensive system comprising different modes of transport like roads, railways, aviation, inland waterways, shipping, and pipeline that facilitates easy and efficient movement of freight/cargo movement across the country. Transportation of goods takes place through various modes such as roadways, railways, waterways, airways.

Freight movement in India is predominantly reliant on road transportation, accounting for 59% of goods moved in ton-kilometers, followed by rail (35%), waterways (6%), and air (1%). Despite this, mode-based disparities in freight transportation remain a challenge, though efforts to address these disparities are underway, such as upgrading infrastructure and embracing digitalization. A major focus is on creating a more sustainable logistics ecosystem, with investments in eco-friendly solutions and green technologies.

**Multimodal Transport**

Multimodal transport is the movement of good from point A to point B using different modes of transport such as roadways, railways, waterways, and airways, by a single service provider. In a large and diverse country like India, end-to-end delivery is a humongous task, and hence multimodal transport is an effective solution. Road transport is by far the most used mode, with railways now expanding their bouquet of service offerings. Air freight is expensive, while inland waterways are at a very nascent stage. Port led cargo movement is skewed heavily towards the west coast, due to the presence of natural harbors and economic weight of Maharashtra and Gujarat. For various companies, multimodal transport can mean different solutions depending on their portfolio of transport and storage options.

**Rail and waterways**: Historically, suitable for long distance haul of large, regular flows of low value density goods between fixed origin/destination points with less fragmentation. Modern intermodal services are increasing the ability of these modes to compete with trucks for low-medium value shipments.
Indian Railways operates one of the largest rail networks in the world, spanning around 67,000 kilometers. The rail transport sector has seen growth through the development of Dedicated Freight Corridors (DFCs), modernization of rail infrastructure, and increased investment in rolling stock. Nevertheless, the sector faces challenges including infrastructure bottlenecks, outdated technology, and competition from road transport.

**Sea Transport:** India's maritime infrastructure comprises 12 major ports and 217 non-major ports along its 7,516.6-kilometer coastline. Among the non-major ports, 78 are operational and handle cargo. The sector's growth is driven by the expansion of port capacities, increased containerization, and initiatives such as Sagarmala, which focuses on port-led development. However, challenges such as port congestion, inadequate hinterland connectivity, and bureaucratic delays persist.

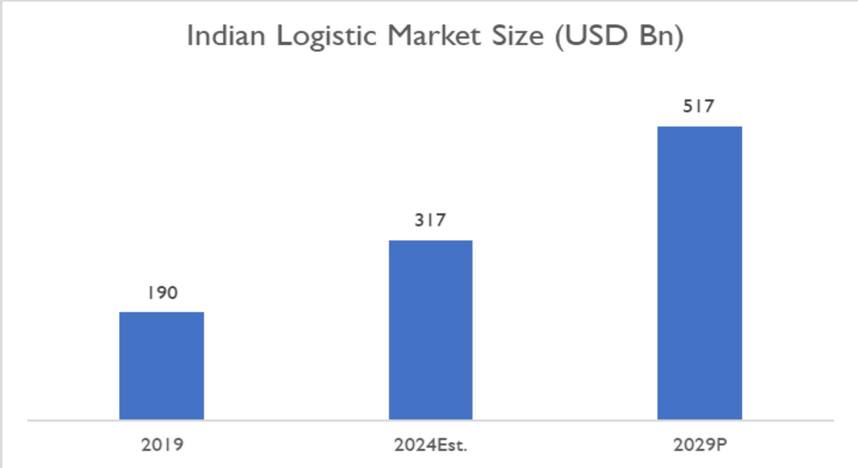
**Road**: Offers greater flexibility in terms of destination and volume of goods to be transported but has higher per tonne-mile cost as compared to rail or water. India boasts an extensive road network of over 6.67 million kilometers, making it the second largest in the world. The growth of road transport is primarily driven by increased manufacturing activities, a booming e-commerce sector, and government initiatives such as Bharatmala Pariyojana, which aim to improve road connectivity. However, the sector faces challenges such as poor road quality in rural areas, traffic congestion, and high logistics costs.

**Air**: Suitable for goods with very short turn-around time but is has very high cost and pollution intensity. The air transport sector in India has seen rapid expansion, with significant hubs in cities such as Mumbai, Delhi, and Bangalore. This growth is fueled by the transportation of high-value and perishable goods, increased air connectivity, and liberalized aviation policies. Despite these advancements, the sector grapples with high costs, limited cargo capacity, and regulatory hurdles.

**Pipeline**: Suitable for liquids and gases and any stable chemicals (e.g. water, oil, natural gas, biofuels etc.)
Due to significant economies of scale which create low variable costs and intrinsically higher energy efficiencies, modes such as rail, water, and pipeline, offer the potential to move goods much more cost-effectively than trucks and with far lower energy consumption and $CO_2$ emissions. Cost of freight movement by road is INR 3.6/ton–km as compared to INR 1.6/ton–km for rail, INR18/ton-kms by air (5 times of road transport) and INR 2/ton–km for both waterways and pipeline.

**Market Size Growth**

India's logistics industry is a vital component of the country's economic growth, poised to achieve significant milestones in 2024 due to a surge in e-commerce, government initiatives, and technological advancements. As the Indian economy expands, the logistics sector is expected to see unprecedented growth, driven by a range of factors including enhanced infrastructure and evolving market demands.



*Source: D&B Desk Research*

The boom in e-commerce has led to increased demand for efficient logistics solutions, particularly in last-mile delivery and rural expansion. This trend opens substantial investment opportunities in warehousing, transportation, and technology-driven solutions. Government initiatives and major infrastructure projects such as Bharatmala and Sabarimala, aim to streamline operations and improve connectivity. Technological advancements, including IoT, AI, blockchain, and automation technologies such as drones and driverless vehicles, are revolutionizing logistics operations by enhancing efficiency and reducing costs. India's logistics market is estimated to have valued at USD 317 Bn in 2024. The sector contributes 5% to India's GDP and employs approximately 22 Mn people, underscoring its significant role in the national economy.

**INDIA'S LOGISTICS PERFORMANCE INDEX (LPI)**

The country successfully ascended from the 44$^{th}$ to the 38$^{th}$ position in the World Bank's Logistics Performance Index (LPI) 2023, demonstrating notable progress. Logistic cost in India currently stands between 7.8-8.9% of GDP[3] intriguingly closer to a level seen in developed nations.

| Parameter | Rank 2023 (Out Of 139 Countries) | Rank 2018 (Out Of 160 Countries) | Rank 2016 (Out Of 160 Countries) |
|---|---|---|---|
| **Overall LPI Rank** | **38** | **44** | **35** |
| **Custom** | 47 | 40 | 38 |
| **Infrastructure** | 47 | 52 | 36 |
| **International Shipments** | **22** | **44** | **39** |
| **Logistics Quality & competence** | 38 | 42 | 32 |
| **Tracking & tracing** | 41 | 38 | 33 |
| **Timeliness** | 35 | 52 | 42 |

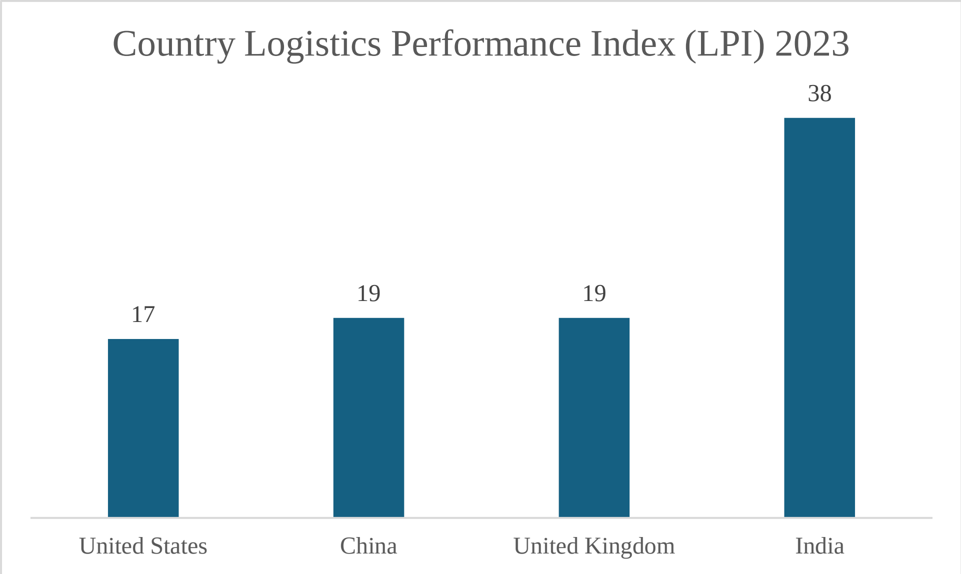
*Source: World Bank*

| Countries | Overall LPI Rank in 2010 | Overall LPI Rank in 2023 | International Shipment Group Rank in 2010 | International Shipment Group Rank in 2023 |
|---|---|---|---|---|
| **India** | 47 | 38 | 47 | 22 |
| **USA** | 15 | 17 | 7 | 26 |
| **China** | 27 | 19 | 30 | 14 |
| **UK** | 8 | 19 | 16 | 22 |

*Source: World Bank*

[3] National Council of Applied Economic Research (NCAER) estimates in 2021-22.

Globally, India and China have made significant strides in logistics performance and international shipping capabilities over the years in comparison to other developed countries such as US and UK. India's Logistics Performance Index (LPI) rank improved from 47 in 2010 to 38 in 2023, and its rank in the International Shipment Group rose from 47 to 22 by 2024. This progress highlights enhanced infrastructure and increased competitiveness in global trade. Similarly, China improved its LPI rank from 27 in 2010 to 19 in 2023, while its International Shipment Group rank advanced from 30 to 14 by 2024. This reflects China's dominance in global logistics, driven by substantial investments.
In contrast, both the USA and the UK have seen declines in performance. The USA's overall LPI rank fell from 15 in 2010 to 17 in 2023, and its International Shipment Group rank dropped from 7 to 26, indicating stagnation and rising competition. The UK's overall LPI rank also decreased, from 8 to 19, and its International Shipment Group rank declined from 16 to 22, likely influenced by challenges such as Brexit.
This data underscores the shifting dynamics of global logistics, with emerging economies outpacing developed nations.
This advancement is largely due to strategic government initiatives such as the PM Gati Shakti National Master Plan and the National Logistics Policy, which have enhanced logistics efficiency and infrastructure. Investments in trade-related infrastructure and the adoption of digital technologies such as the Unified Logistics Interface Platform (ULIP) and the Logistics Data Bank have also played a crucial role. Additionally, the establishment of an Inter-Ministerial team and the National Committee for Trade Facilitation (NCTF) to address key logistics parameters have contributed to this progress. Notable improvements include India's climb in international shipment rankings from 44th to 22nd and an enhancement in infrastructure scores from 52nd to 47th in LPI 2010 to LPI 2023.



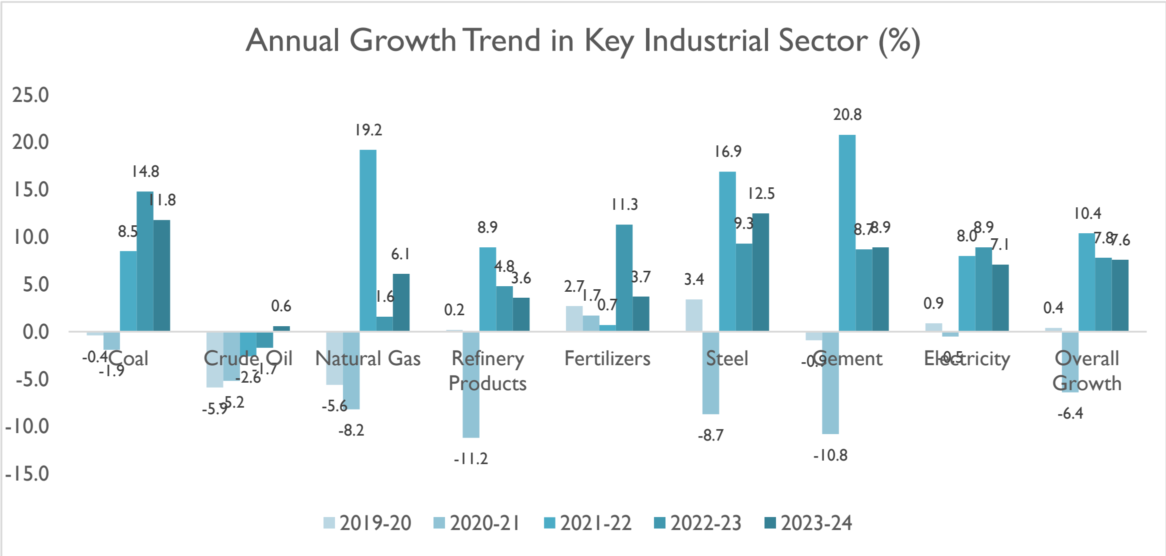
*Source: World Bank*

**Key drivers of growth for the logistics sector:**

The demand for logistics services in India is driven by government driven initiatives focussing to improve infrastructure and promote domestic manufactruing couple with technological advancements enhance efficiency, meeting the rising need for streamlined supply chains and timely deliveries across the country.

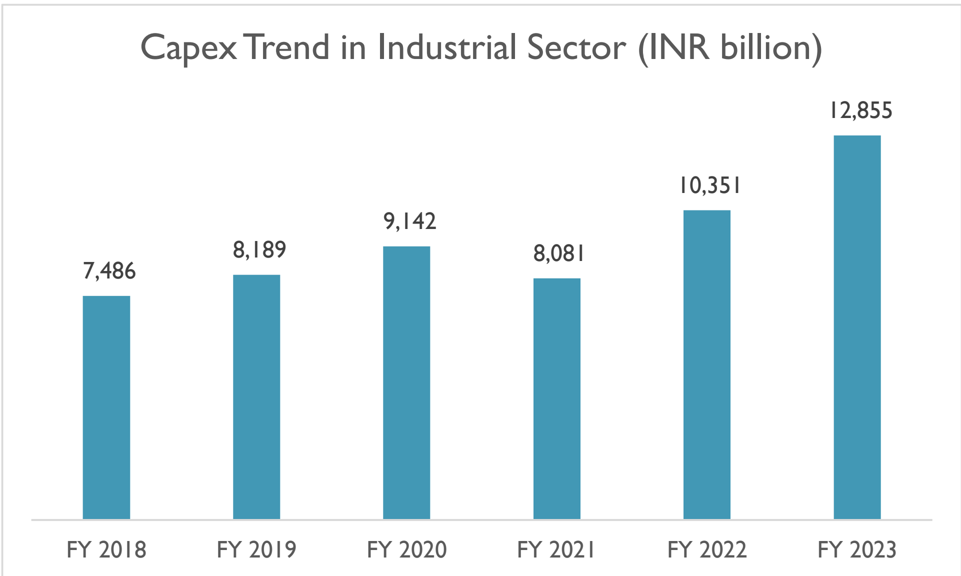
**Economic Growth & Freight growth**: Economy Growth indicate more products are bought and sold. Growth in economic activity translate in higher demand for cargo movement in domestic market. India’s GDP is projected to grow in the range of 6.6-7% rate between FY 2025 to FY 2026. India handles 4.6 Bn tonnes of goods each year, amounting to a total annual cost of INR 9.5 trillion. Led by several initiatives such as Atmanirbhar Bharat, PLI scheme, National Logistics Policy, the government rising infrastructure spend, the Indian logistic industry is expected to witness freight movement in India. With growing economy, the freight movement in India is estimated to grow 5 times by 2050 while faster adoption of newer technologies and digitalization, e-commerce penetration and increased consumer preference for the reduced delivery time will have a critical role in shaping the overall logistic industry.
**Urbanization:** Urban population increased from 286 Mn to 377 Mn during the past decade (2001-11) and the proportion of urban population to total population increased from ~27% to ~31%. Further, the task force National Infrastructure observed that by 2030, around 42% of India s population would be urbanized from the current 31%. Increase in urbanization was synonymous with the rise in service sector which created jobs in urban centers. Urbanization in India has resulted in a burgeoning demand for various products into more cities and towns fueling the demand for logistic services.

**Industrial Sector Expansion:** The overall growth of the industrial sector in India has exhibited a dynamic pattern over the past several years, reflecting both challenges and recoveries across various industries.




*Source - Department for Promotion of Industry and Internal Trade Office of the Economic Adviser*

Starting with a modest growth of 0.4% in 2019-20, the sector faced significant setbacks during the pandemic, resulting in a steep decline of -6.4% in 2020-21. However, a robust recovery began in subsequent years, with growth rates of 10.4% in 2021-22 and 7.8% in 2022-23. In 2023-24, the sector continued to grow at 7.6%, driven by increased government investments, infrastructure development, and a shift towards sustainable energy sources. This upward trajectory underscores the resilience of the industrial sector as it adapts to changing economic conditions and positions itself for future growth. The capex in industrial sector[4] measured in terms of GFCF has observed 11% CAGR growth, increasing from INR 7,486 billion to INR 12,855 billion.



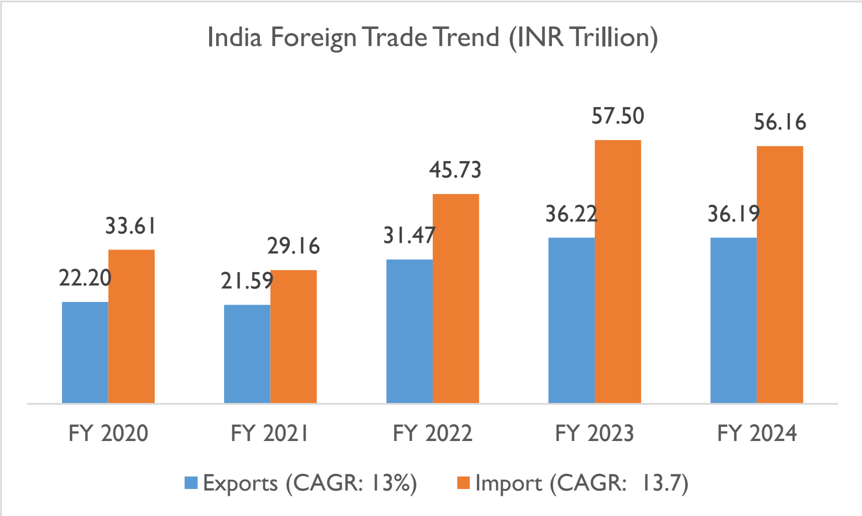

*Sources: National Account Statistic 2024*

The China Plus One strategy is an approach adopted by companies and countries to diversify their supply chains away from excessive reliance on China as a manufacturing and sourcing hub. The strategy emerged as a response to various factors, including rising labour costs in China, geopolitical tensions, trade uncertainties, and the need to mitigate risks associated with being overly dependent on a single country for production and sourcing.

India, being one of the largest economies in the world and home to a vast workforce and diverse manufacturing capabilities, has been actively leveraging the China Plus One strategy to attract investments and businesses looking to diversify their supply chains away from China.

[4] GFCF in manufacturing taken as a proxy to reflect industrial sector construction.

**Growing Trade Linkages:** Increasing globalization has resulted in increasing trade flows across the globe including India. Around 90% of India's trade by volume and 70% by value take place through Maritime trade. Thus, Maritime trade forms an integral part of global supply chain, connecting markets together bringing goods from producer to consumer. The evolution in globalization have connected economies more tightly, while favorable scenario has ensured the demand scenario have stayed favorable. This has led to an unprecedented increase in flow of raw materials, intermediate goods and finished goods between production hubs and consumer hubs, with maritime trade playing a pivotal role. This is directly reflected in the volume of cargo handled by ports around the world, including India.




India's trade landscape has witnessed substantial growth, as evidenced by the positive trajectory of overall exports, and imports. This growing trade expansion is reflected in the rising trade figures. This surge in trade activities highlights the necessity for a robust road infrastructure network to ensure the smooth and efficient flow of goods to ports and airports.

In addition, India's Foreign Trade Policy for 2023 aims for dynamic openness and consultative feedback, with a clear objective of achieving USD 2 trillion in exports by 2030. To realize this ambitious goal, a well-connected and modernized road network is crucial, enabling the timely and seamless transportation of export goods.

Thus, the logistics sector is undergoing significant growth due to several key factors. The rise of e-commerce has increased the demand for efficient last-mile delivery, warehousing, and supply chain management. Government initiatives, such as the National Logistics Policy 2022, Bharatmala Pariyojana, and PM Gati Shakti, are speeding up infrastructure development and simplifying regulations, which encourage investment.

Technological advancements, including the Internet of Things (IoT), artificial intelligence (AI), automation, and data analytics, are enhancing efficiency, reducing costs, and improving customer experience. Increased foreign direct investment (FDI) is also facilitating infrastructure expansion and technological upgrades, further boosting overall efficiency.

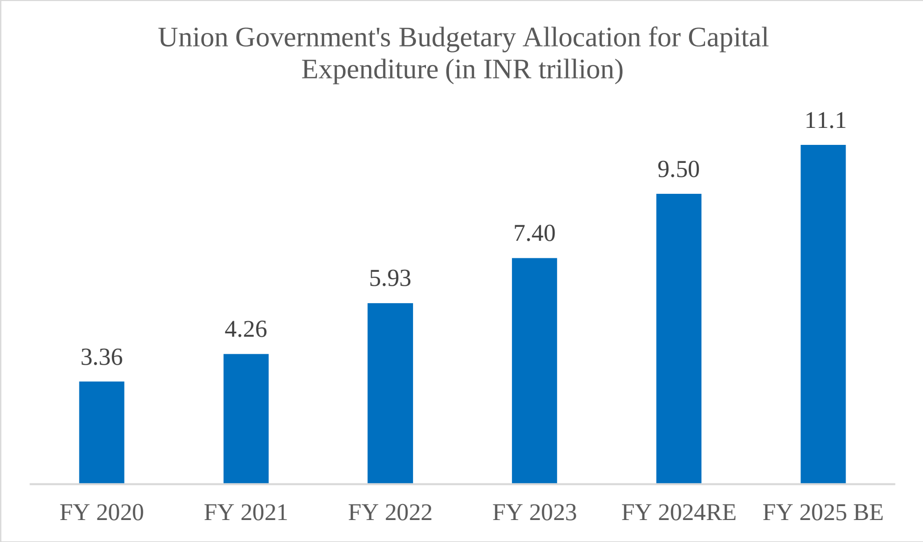
Globalization and regional trade agreements, such as the Regional Comprehensive Economic Partnership (RCEP) and the Comprehensive and Progressive Agreement for Trans-Pacific Partnership (CPTPP), are stimulating cross-border trade. Significant investments in transportation infrastructure, including ports, highways, and airports, are improving connectivity and lowering costs.

The growing adoption of digitalization and digital payments is streamlining transactions and operations, enhancing efficiency. Environmental sustainability is becoming a key consideration in logistics strategies, with a focus on eco-friendly practices like electric vehicles and optimized delivery routes. Finally, changing consumer behavior and expectations for faster, more reliable deliveries are driving logistics companies to invest in technology and infrastructure to meet these rising demands.

**Government initiatives to enhance the logistics industry in India:**

India's logistics industry is experiencing a major transformation, led by several government initiatives aimed at boosting the sector. Notably, implementing GST and recognizing logistics as infrastructure status are two critical moves that have been instrumental in driving this change.

The government remain committed of creating new and upgrading existing infrastructure to raise the quality of life and ease of living in India to global standards. The government has launched the National Infrastructure Pipeline (NIP), PM Gati Shakti and other flagship construction projects combined with other initiatives such as 'Make in India' and the production-linked incentives (PLI) scheme to augment the growth of infrastructure sector and support domestic manufacturing.




*Union Budget, Government of India*

The government continued thrust on infrastructure expansion is evident from rising budgetary allocation towards infrastructure. By allocating substantial funds to the development of roads, railways, airports, and urban infrastructure, the government stimulates economic growth and improves public facilities. This investment is expected to push the demand for various material than support promising opportunity for the logistic services.

**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 kilometers 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 mechanized warehouses, cold storage facilities, and essential services like customs clearance and quarantine zones. These parks aim to optimize 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 INR. 500 Bn. These parks facilitate the smooth transportation of goods using various modes of transport. These MMLPs India that would cater to 50% of the freight movement, enable a 10% reduction in transportation costs and a12% reduction in carbon dioxide emissions.

**Parivahan portal:** To standardize 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.

**Gati Shakti:** 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 Gati Shakti seeks to minimize 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. he PM Gati Shakti Master Plan enhances logistics. The 2024-25 Budget significantly raised infrastructure spending to INR 11.11 lakh crores for crucial multimodal logistics projects.

**National Logistics Policy:** The National Logistics Policy (NLP) aims to address cost and inefficiency issues in the logistics industry in India and focus on key areas such as process re-engineering, digitization, and multi-modal transport. Its objective is to develop a comprehensive, interdisciplinary, cross-sectoral, and multi-jurisdictional framework to improve the entire logistics ecosystem, making it more efficient and cost-effective. The policy aims to ensure quick last-mile delivery, eliminate transport-related challenges, and reduce wastage of agro-based products.

The NLP also seeks to enhance the competitiveness of Indian industries by promoting seamless movement of goods and reducing the logistics cost from 13-16% of GDP to the global average of 8% by 2030. With a high growth trajectory anticipated by experts, India's logistics market is estimated to be worth USD 380 billion in the next two years, up from USD 250 billion currently. The policy has implemented various initiatives to improve the logistics industry, such as increasing the total capacity of Indian ports, reducing average turn-around time of container vessels from 44 hours to 26 hours, constructing 40 air cargo terminals, providing cold storage facilities at 30 airports, and developing 35 multimodal hubs.

NLP will be implemented through a Comprehensive Logistics Action Plan (CLAP). The interventions proposed under the CLAP are:

a. Integrated Digital Logistics Systems
b. Standardization of physical assets and benchmarking service quality standards
c. Logistics Human Resources Development and Capacity Building
d. State Engagement
e. EXIM (Export-Import) Logistics
f. Service Improvement framework.
g. Sectoral Plan for Efficient Logistics
h. Facilitation of Development of Logistics Parks.

The Four Key Actions for National Logistics Policy (NLP) 2022 are:

a. **Integration of Digital System (IDS):** This involves the digital integration of systems from seven different departments, including road transport, railways, aviation, commerce ministries and foreign trade, to streamline the logistics ecosystem. The IDS will integrate 30 different systems from these seven agencies.
b. **Unified Logistics Interface Platform (ULIP):** This platform aims to provide faster and seamless cargo transportation and allows for confidential real-time information exchange. The Logistics Data Bank Project of the National Industrial Corridor Development Corporation (NICDC) has been leveraged for this purpose.
c. **Ease of Logistics (ELOG):** This action focuses on promoting and ensuring ease of logistics for businesses through openness and accessibility.
d. **System Improvement Group (SIG):** This group will be responsible for monitoring all logistics-related initiatives and identifying areas for improvement on a routine basis.

The NLP aims to establish an integrated, reliable, seamless, efficient, green, sustainable, and cost-effective logistics network leveraging best in class technology, standardization and streamlining of process and skilled manpower and enhance competitiveness of Indian industries.

**Logistics Efficiency Enhancement Program (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:

a. An Export-Import (EXIM) Logistics Group has been created.
b. 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.
c. The Logistics Data Bank app monitors EXIM cargo, enhancing predictability, transparency, and reliability. This lowers logistics costs and reduces waste in the supply chain.

**An Overview of the Shipping Industry**

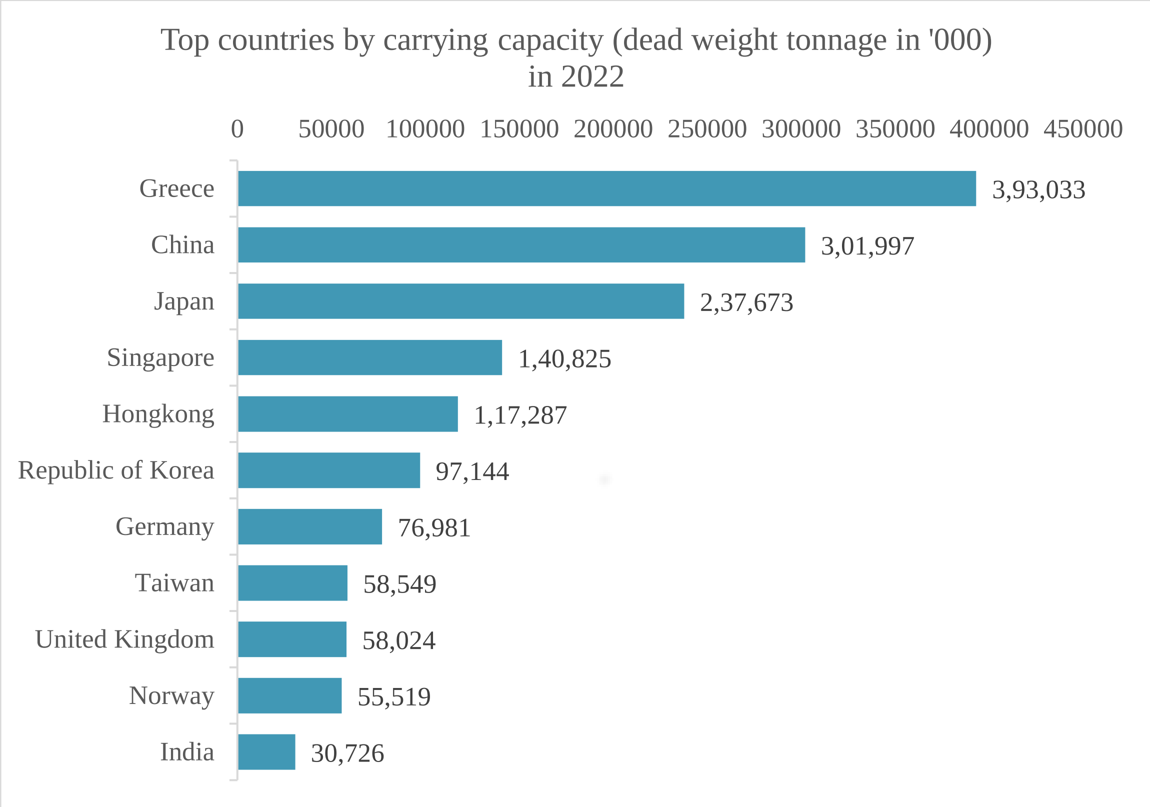
The shipping industry is a vital pillar of the global economy that enables the movement of goods and commodities across the globe. The shipping industry controls 80% of international trade and is the cheapest mode of transportation for goods worldwide. The effectiveness and efficiency of the shipping industry is critical to keep the global supply chains intact. In 2023, global maritime trade grew by 2.4% to 12.3 billion tons, rebounding from the 2022 contraction and is projected to

grow by 2% in 2024 and at average annual rate of 2.4% till 2029[5]. The volume of seaborne cargo handled by ports is comprised of global (i.e. overseas cargo) and domestic (i.e. coastal cargo) activities.
India has a vast coastline of 7,516.6 km, supporting the waterways freight movement and coastal economic activities through 12 major ports and 217 minor ports as of as of FY 2024 s. However, amongst minor port, cargo handling activities in India takes place through 78 Non-Major Ports while others are used for fishing purpose. The major ports fall under the administration of the central government of India and the minor/non-major ports are under the state administration.
During FY 2024, Major and Non-Major Ports in India have handled a total Cargo of 1542.42 million tonnes (MT) registering a growth of 7.5% over FY2023. In FY 2024, 53% of the total cargo and the minor ports accounted for 47% of the total cargo traffic handled by the ports in India. During FY 2024, cargo handled at Major and Non-Major Ports registered growth of 4.4% and 11.1% respectively. The share of Non- Major Ports to the total traffic handled at Indian Ports has increased from 45.3% in FY 2023 to 46.9% in the FY 2024.
India has reached 22nd rank in International Shipment category in 2023 as against 44th rank in 2014. Indian Ports "Turn Around Time" has reached 0.9 days which is better than USA (1.5 days), Australia (1.7 days), Singapore (1.0 days) etc.
India is moving up the global value chains (GVCs), with the share of GVC-related trade in gross trade rising to 40.3% in 2022 from 35.1% in 2019. The improvement in GVC participation is also reflected in increased pure backward GVC participation. Aided by government measures on trade facilitation and reduction in logistics cost, India’s rank in the World Bank’s Logistics Performance Index improved by six places, from 44th in 2018 to 38th in 2023 out of 139 countries.
In the future, the changing composition of India’s export basket, enhancement in trade-related infrastructure, enhanced quality consciousness and product safety considerations in the private sector, and stable policy environment are expected to play a significant role in driving India’s rise as a global supplier of goods and services.
As part of port-led development, the Government of India proposes to develop a couple of smart cities. These smart cities shall have all the features of a modern IT-driven infrastructure and civic facilities. Kandla and Paradip are slated to have the first smart port cities. Plenty of investment opportunities will be available for town developers, IT companies, and civic service providers. To give a fillip to port-led industrialization, concept of Coastal Economic Zones (CEZs) has been introduced. CEZs will become the focal point for industrial development along the Indian coastline.
Among the top 10 ports in the world (by container throughput), 7 of them are Chinese ports. two Indian ports, Mundra and JNPT, appear within the top 30 container ports category at 27 and 28 respectively, as per the Lloyd’s List 2023. By developing port infrastructure and improving government policies, India has a significant potential to become competitive with other leading maritime nations such as the U.S., China, Japan, Greece etc.
Various initiatives are being taken by central bodies to improve maritime transport in India by reducing turnaround time, enhance operational efficiency, improve capacity utilization, increase inland waterways, and lower costs. Sagar Mala Project and Maritime India Vision 2030[6] are few of the largest sector specific policies being implemented across the country aimed at bringing India to the forefront of the global maritime transport.

**Indian Shipping Industry v/s World**

Out of the top 15 busiest cargo ports in the world, 7 belong to China with Shanghai Port being the busiest port in the world. The Shanghai port surpassed Singapore to become the leading port in 2010 and has since then remained at the top. Mundra and JNPA are among the top 30 ports in the world in terms of cargo traffic, but given the high number of ports in India, other Indian ports have huge potential to enter the list in the coming years. Advancement in technology, public private partnerships (PPP) to improve services at the ports and implementation of appropriate policies could facilitate the development of these ports.

[5] https://unctad.org/publication/review-maritime-transport-2024#:~:text=In%202023%2C%20global%20maritime%20trade,of%202.4%25%20annually%20through%202029.
[6] The Vision 2030 was launched by the Hon’ble Prime Minister of India in March 2021.



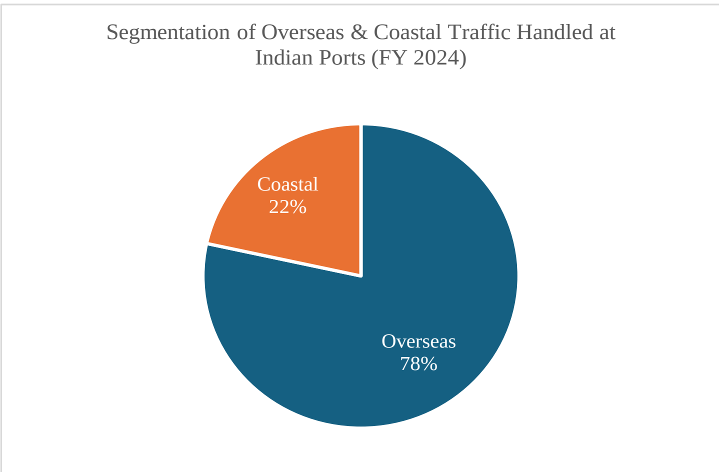

*Sources: UNCTAD Maritime Review 2023*

China is leading in the total number of vessels owned and has the largest container fleet in the world. East Asian countries are pioneers in the shipbuilding industry and continue to remain so. China is the largest shipbuilding nation with a global share of more than 40%, followed by South Korea and Japan with a market share of around 30% and 20% respectively.

**Major types of services offered.**

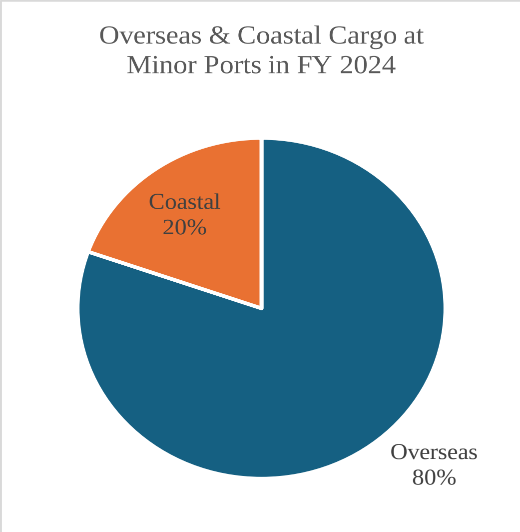
Maritime transport activity is driven by the growth in output and trade worldwide. Approximately 95% of India's foreign trade by volume and 70% by value moves through ocean routes. This is due to the country's extensive coastline of approximately 7,517 km, including islands. Oceanic routes play a vital role in the transport sector of India's economy, facilitating the movement of goods between the mainland and islands, as well as international trade.

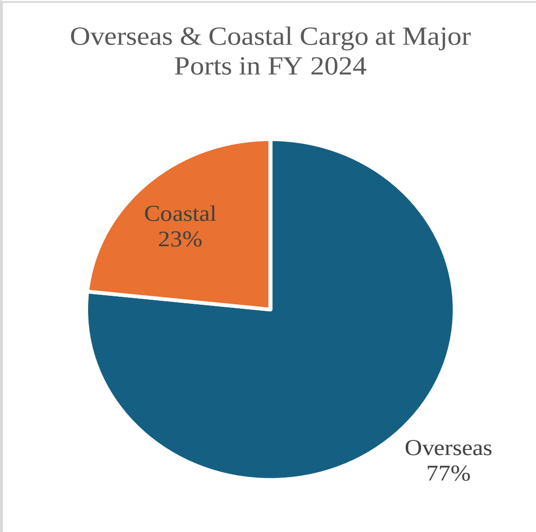
The maritime sector in India comprises of ports, shipping, shipbuilding and ship repair, and inland water transport systems. Various types of services are involved in overseas trade, coastal trade as well as in inland waterways. The volume of seaborne cargo handled by ports is comprised of India (i.e. overseas cargo) and domestic (i.e. coastal cargo) activities which accounted for 78% and 22% share in total cargo handled by Indian ports.




*Sources: Ministry of Shipping*

In India for FY 24, minor ports handle 20% of coastal cargo and 80% of overseas cargo. In contrast, major ports manage 77% of overseas cargo and 23% of coastal cargo for cargo traffic handling.




*Source: Ministry Of Ports, Shipping & Waterways*

Coastal shipping in India is still in its early stages, despite being one of the most cost-effective and environmentally friendly methods for transporting goods. Several initiatives are being undertaken to enhance coastal cargo shipping at minor ports. For instance, the Kerala Maritime Board initiated improvements in June 2024 by setting up berths and cranes for cargo transportation at Kollam, Beypore, Azhikkal, and Vizhinjam ports.

The shipping services in India are patterned like the global shipping services, namely, tramps and liners. A tramp service is a type of maritime shipping that operates without a fixed schedule or designated route. Tramp ships transport cargo based on demand, going wherever there is a need for their services. Liner shipping is the process of transporting goods and cargo from one destination to another by large ocean ships that move through regular routes on fixed schedules.

The other services that are used for expeditious flow of vessel traffic are tugboat operations, mooring/stevedoring services, lighterage, barge operations, dredging, etc. These are essential services for ports, especially in India, where the port infrastructure is lacking. These services in India for government-operated ports are mainly provided by third-party providers and does not involve port authorities or shipping companies.

**Port Infrastructure in India**

In India, ports are categorized into **major port**s and **non-major ports (minor ports)**. The classification of ports into major, minor, and intermediate has administrative significance. There is a total is 229 Ports available in India. Central Government of India while Minor is awarded to port operators/PPP partners and comes under the administration of state authorities under maritime boards (MBs).

**Major Ports**: Major ports are administered by the Ministry of Ports, Shipping, and Waterways under the Government of India. There are 12 major ports in India, which handle a large volume of container and cargo traffic. Ports provide an interface between ocean transport and land-based transport. There are 12 Government-Owned Major Ports in India out of which **6 are located on the East Coast** and **6 on the West Coast.**[7]

| **Western Coast:** | **Eastern Coast:** |
|---|---|
| The Western Coastal Plain, which extends from Gujarat to Kerala, is particularly well-suited for port development because of its submerged coastlines and natural harbors. Major ports such as Kandla, Jawaharlal Nehru Port (Nhava Sheva), Marmagao, and Cochin play a crucial role in facilitating trade along this coast. These ports handle a variety of commodities, including petroleum, dry bulk cargo, and containers, making significant contributions to India's maritime trade. | The Eastern Coastal Plains spread along the Bay of Bengal, though broader and featuring fertile deltas of rivers like the Mahanadi, Godavari, Krishna, and Kaveri, it faces challenges for port development due to their emergent nature and extended continental shelves. Major ports on this coast, such as Visakhapatnam, Paradip, and Chennai, primarily handle bulk cargo, including coal, iron ore, and agricultural products. |

Vadhvan Port: Located near Dahanu town in Palghar district in Maharashtra is proposed to be established as the 13th Major port in the country.

| | |
|---|---|
| | However, the region has fewer natural harbors, leading to reliance on artificial infrastructure. |
| 1. Mumbai,<br>2. Kandla,<br>3. Mangalore,<br>4. Jawaharlal Nehru Port (JNPT),<br>5. Mormugao,<br>6. Cochin. | 1. Chennai,<br>2. Tuticorin,<br>3. Visakhapatnam,<br>4. Paradip,<br>5. Kolkata,<br>6. Ennore |

**Minor Ports**: Non-major ports are administered by the State Maritime Boards of respective state governments, including private ports operating under the public-private partnership (PPP) model. There are 217 non-major ports in India, with cargo being handled only at 78 ports, while the others are used by fishing vessels and ferries.

Minor ports are awarded to port operators/PPP partners and come under the administration of state authorities under maritime boards (MBs). As on FY 2024, there are approximately 217 minor ports with the significantly large number of ports concentrated in the state of Gujarat, Maharashtra, Andaman and Nicobar Islands, Tamil Nadu, Kerela and Andhra Pradesh

Additionally, ports can also be classified based on their location and functionality, such as:

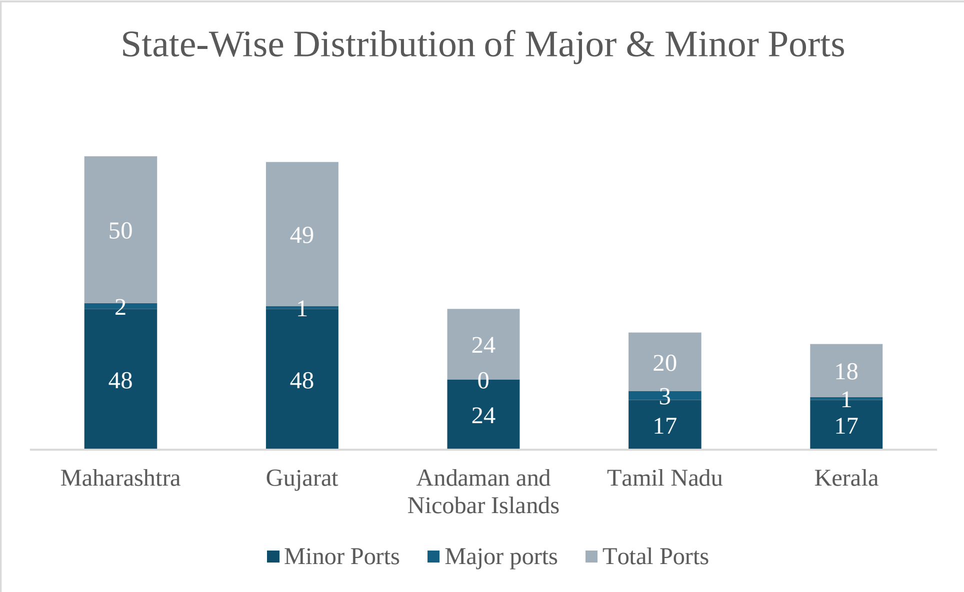
a. **Seaports**: These are the most prevalent types of ports used for commercial shipping activities around the world.
b. **Inland Ports**: These are in navigable lakes, rivers, or canals that have access to the sea or ocean and can allow ships or freight to sail from the ocean to the port to either load or unload its freight.
c. **Dry Ports**: These are inland ports that have all the essential equipment to manage continuous shipment clearance, such as cargo instrumentation, rail sidings, storage facilities, and even container yards.
d. **Commercial Ports**: These ports handle a wide range of cargo, including containers, bulk cargo, and project cargo.
e. **Industrial Ports**: These ports are specialized to handle specific types of cargo, such as oil, gas, or chemicals.
f. **Comprehensive Ports**: These ports offer a wide range of services, including cargo handling, warehousing, and logistics.

**State-wise Distribution of Minor Ports in India:**

With its extensive coastline, India has a well-distributed network of ports that includes 12 major ports and over 217 non-major ports (minor and intermediate) across its coastal states and union territories.

| State/UT | Minor Ports | Major ports |
|---|---|---|
| Maharashtra | 48 | 2 |
| Gujarat | 48 | 1 |
| Andaman and Nicobar Islands | 24 | - |
| Tamil Nadu | 17 | 3 |
| Kerala | 17 | 1 |
| Andhra Pradesh | 15 | 1 |
| Odisha | 14 | 1 |
| Karnataka | 13 | 1 |
| Lakshadweep | 10 | - |
| Goa | 5 | 1 |
| Puducherry | 3 | - |
| Daman & Diu | 2 | - |
| West Bengal | 1 | 1 |

*Source: Ministry Of Ports, Shipping & Waterways (December 2023)*

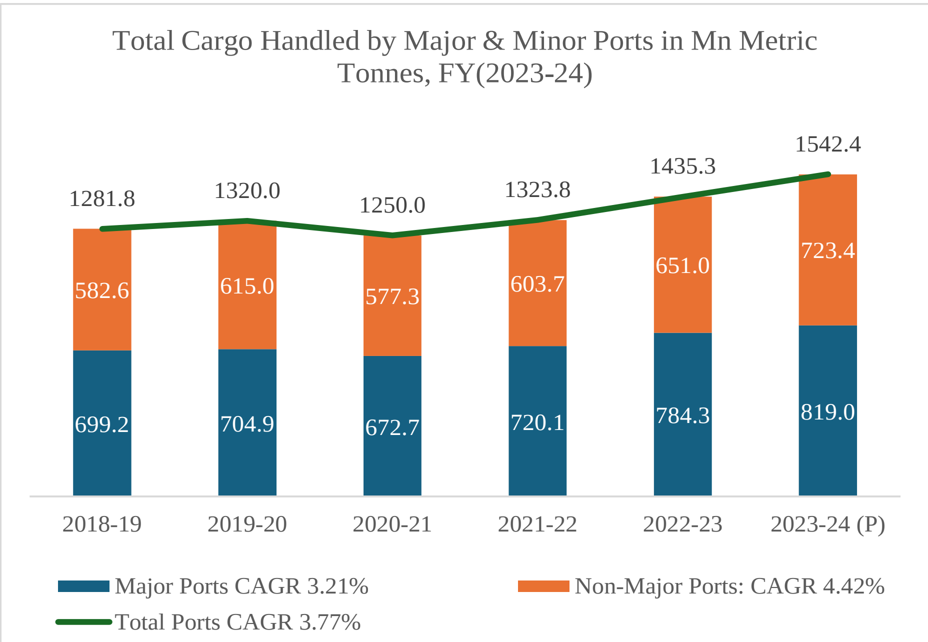



*Source: Ministry Of Ports, Shipping & Waterways (December 2023)*

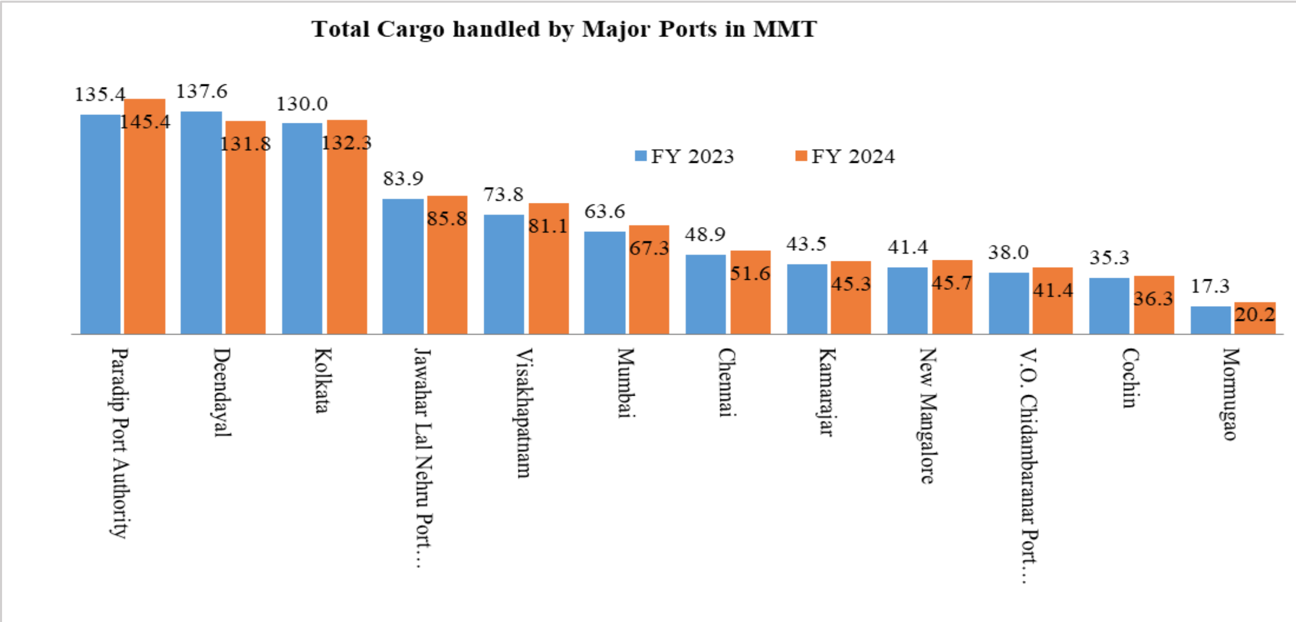
In terms of number of ports, Gujarat ranks second after Maharashtra and with the one major port name: Deendayal Port (Kandla) and about 48 minor ports. The minor ports in Gujarat, are strategically positioned to support the movement of specialized cargo like coal and minerals.

**Historical Cargo Movement Trend in India**

Cargo traffic has generally been on the rise, except during the COVID-19 pandemic when international trade came to a standstill. India's major and minor ports collectively handled a steadily increasing cargo volume, reaching 1,542 million tonnes in FY 2023-24 compared to 1,435 million tonnes in the previous fiscal year, exhibiting 7.5% y-o-y growth. This growth reflects an expanding maritime economy, with overseas cargo traffic contributing 1,210 million tonnes and coastal cargo traffic accounting for 333 million tonnes in FY 2024, underscores India's growing international trade and coastal connectivity, showcasing the pivotal role of ports in supporting the nation's economic infrastructure. Cargo traffic at India's major ports grew by 4.4% during FY2024, on y-oy basis while minor port exhibited a year-on-year growth rate of 11.5% in cargo traffic handled.

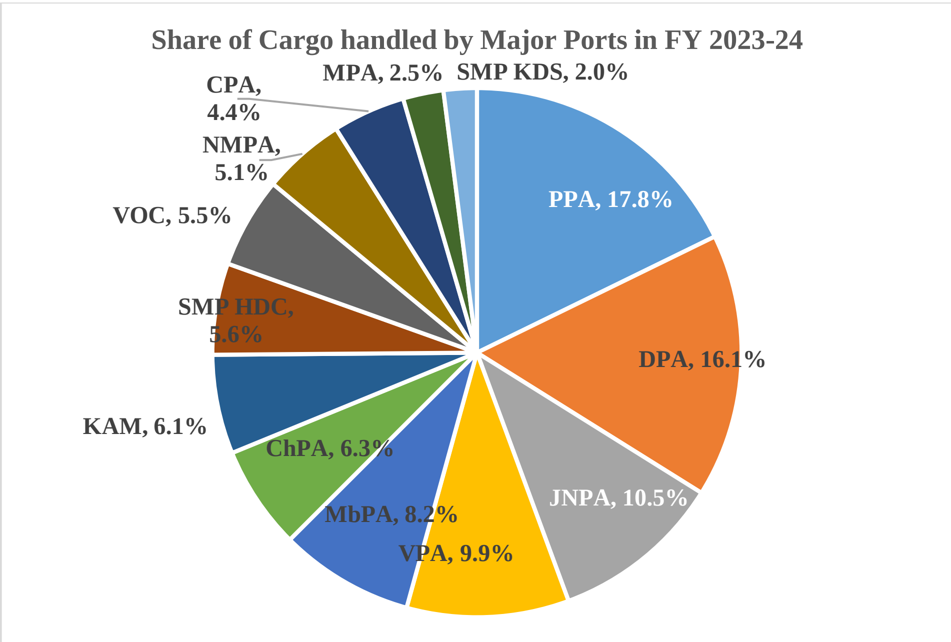



*Source: Ministry Of Ports, Shipping & Waterways*




*Source: Ministry Of Ports, Shipping & Waterways*

Paradip Port in Odisha has emerged as India's largest major port in terms of cargo volumes, handling 145.4 million tonnes in FY 2024. This marked the first time it surpassed Deendayal Port Authority in Gujarat in its 56-year history, driven by improved operational efficiency, record coastal shipping traffic, and increased thermal coal shipments. The top 5 major ports handled 62.4 % of the total cargo in FY 2023-24. The cargo traffic at India's major ports grew by 4.3% y-o-y between FY2022-23 and FY2023-24.

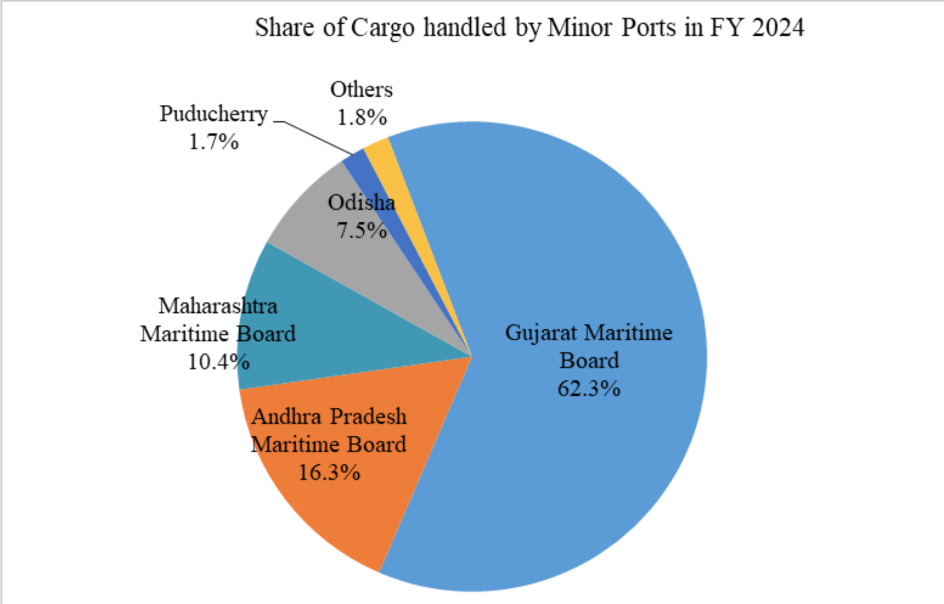



*Sources: Ministry of Ports, Shipping and Waterways*

**Minor Port Cargo Traffic**

While traffic at minor ports is lower, resulting in less congestion, there is greater potential for increased cargo handling as infrastructure improvements and expansions can be strategically planned. Minor ports are gradually gaining market share from major ports, with a significant portion of cargo traffic shifting to these smaller facilities. In FY 2024, the total cargo handled at minor ports collectively reached 723.0 MMT, marking an 11.2% increase from the prior fiscal year's total of 651 MMT in FY2023. This significant rise at minor ports can be attributed to strong increases in iron ore export which saw a significant increase of 43.7% during FY 2024.

The **top five state maritime boards (SMBs)** handled 97.85% of total cargo in FY2023-24. These five SMBs, as illustrated in the accompanying pie chart, have consistently ranked at the top. In FY2024, the Gujarat Maritime Board handled the most cargo at 63.2%, followed by the Andhra Maritime Board at 16.3% and the Maharashtra Maritime Board at 10.4%.




*Sources: Ministry of Ports, Shipping and Waterways*

The Gujarat Maritime Board has also implemented measures to boost cargo handling at the minor ports under its regulation. The state government has worked on modernization of minor port and introduce business friendly policies to leverages its 1,600 km coastline to drive local industry that translate in overall trade and industry growth.

***Over FY 2024-28, minor ports cargo traffic is expected to increase in the range of 3-6%, largely due to moderation in POL traffic and coal imports.***

**Cargo Handling Capacity Expansion**

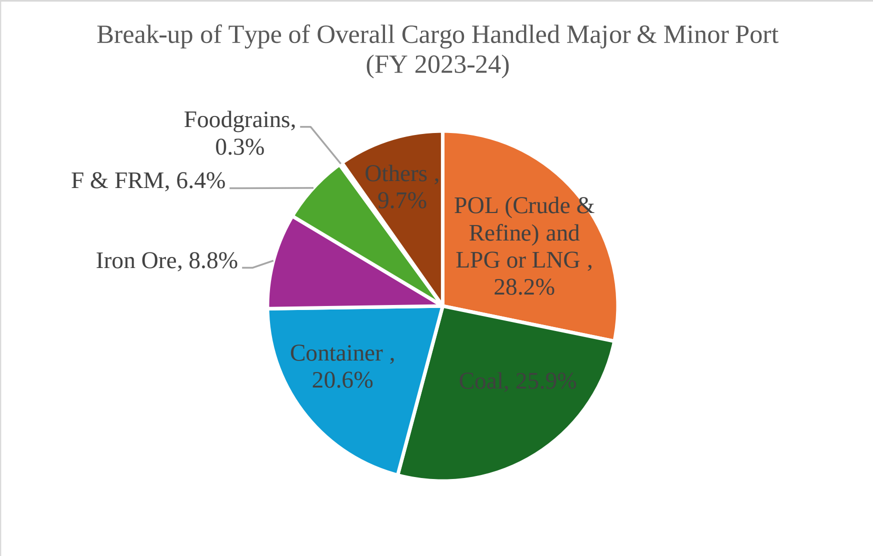
**Major Ports:** Cargo handling capacity at major ports increased from 1,617 Mn Metric Tonnes in FY 2023 to 1,630 Mn Metric Tonnes
**Minor Ports:** Cargo handling capacity at minor ports increased from 1010 MMT million metric tonnes (MMT) in FY 2023 to 1,060 MMT in FY 2023.

**Types of Cargo shipped.**

Maritime trade primarily consists of the following major cargos:

a. **Dry bulk cargo** includes both major bulks such as iron ore (including fine and pellets), coal (thermal, cooking, and other types), and grain, as well as minor bulks, which encompass metals, minerals, agricultural bulk commodities (Agri bulks), and softs like sugar.
b. **Other dry cargo** refers to items that don't fall under major or minor bulks, such as cars and vehicles, Roll-on/Roll-off (RoRo) cargo, project cargo, reefer cargo (requiring refrigeration but not in containers), and breakbulk cargo not classified as minor bulk.
c. **Oil cargo** is divided into crude oil, refined oil products, and includes **POL** (Petroleum, Oil, and Lubricants), covering crude, products, and LPG/LNG. The **gas sector** covers liquefied petroleum gas (LPG), liquefied natural gas (LNG), and ammonia.
d. **Fertilizers and fertilizer raw materials (F&FRM)** include both dry and liquid fertilizers, along with raw materials in both forms.

**Key Commodities handled by Indian Ports**



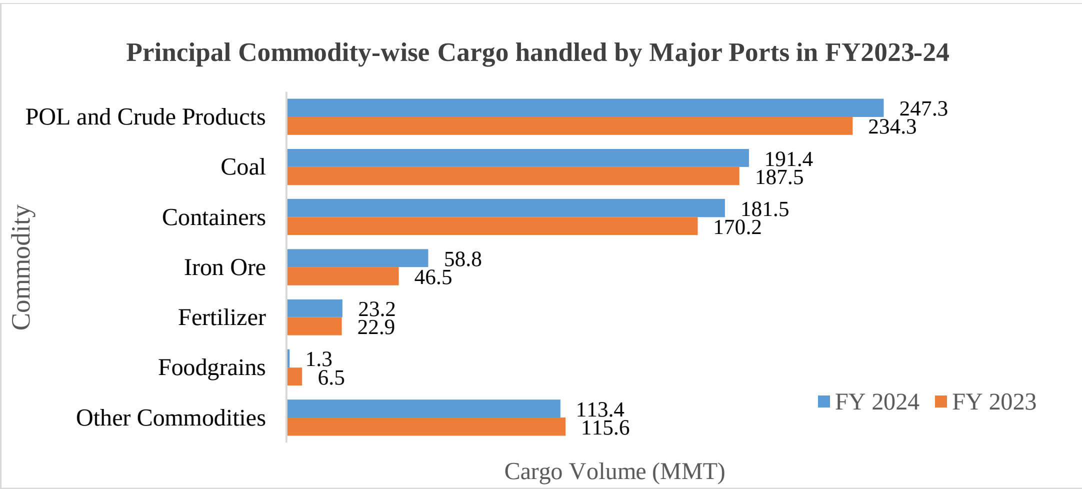

*Sources: Ministry of Ports, Shipping and Waterways*

In FY2024, POL (Crude & Refine) and LPG or LNG and coal and was the most handled commodity by top Indian ports due to high domestic demands in the country while Coal stood as the most handled commodity by the non-major port in India.

**Break-up of Type of Commodities Handled by Major Ports, FY 2024**

| FY 2024 | Type of Cargo | % share |
|---|---|---|
| POL (Crude & Refine) and LPG or LNG | 247.32 | 30.2% |
| Coal | 191.44 | 23.4% |
| Container | 181.54 | 22.2% |
| Others | 113.37 | 13.9% |
| Iron Ore | 59.75 | 7.3% |
| F & FRM | 23.22 | 2.8% |
| Foodgrains | 1.34 | 0.2% |
| Total | 817.98 | 100% |

*Sources: Ministry of Ports, Shipping and Waterways*

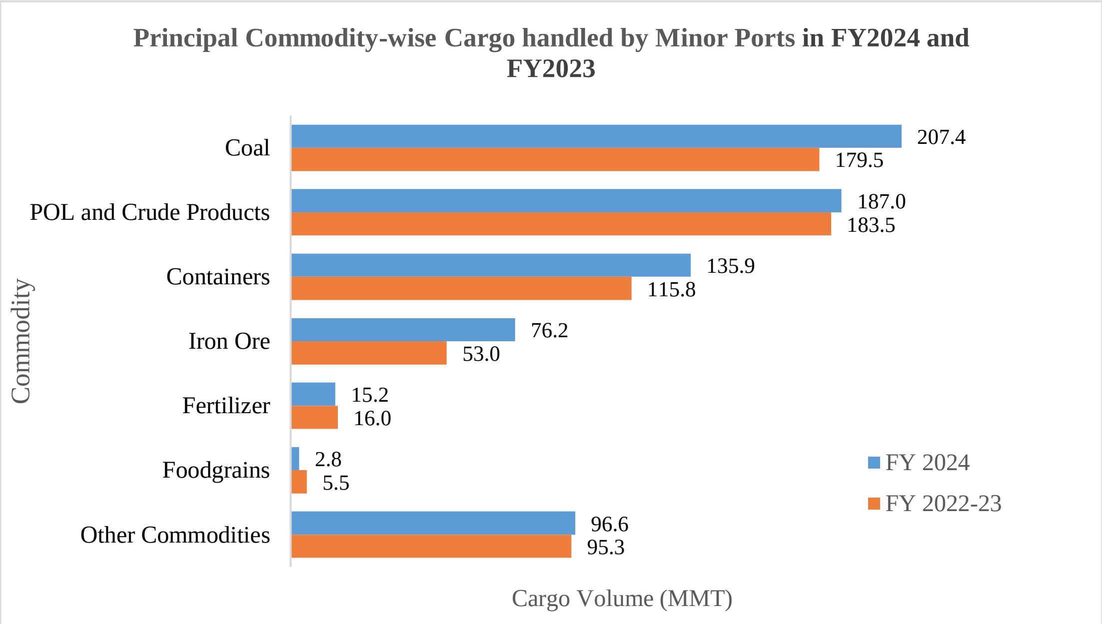



*Sources: Ministry of Ports, Shipping and Waterways*

**Break-up of Type of Commodities Handled by Non-Major Ports, FY 2024**

| FY 2024 | Type of Cargo | % share |
|---|---|---|
| POL (Crude & Refine) and LPG or LNG | 247.32 | 30.2% |
| Coal | 191.44 | 23.4% |
| Container | 181.54 | 22.2% |
| Others | 113.37 | 13.9% |
| Iron Ore | 59.75 | 7.3% |
| F & FRM | 23.22 | 2.8% |
| Foodgrains | 1.34 | 0.2% |
| Total | 817.98 | 100% |

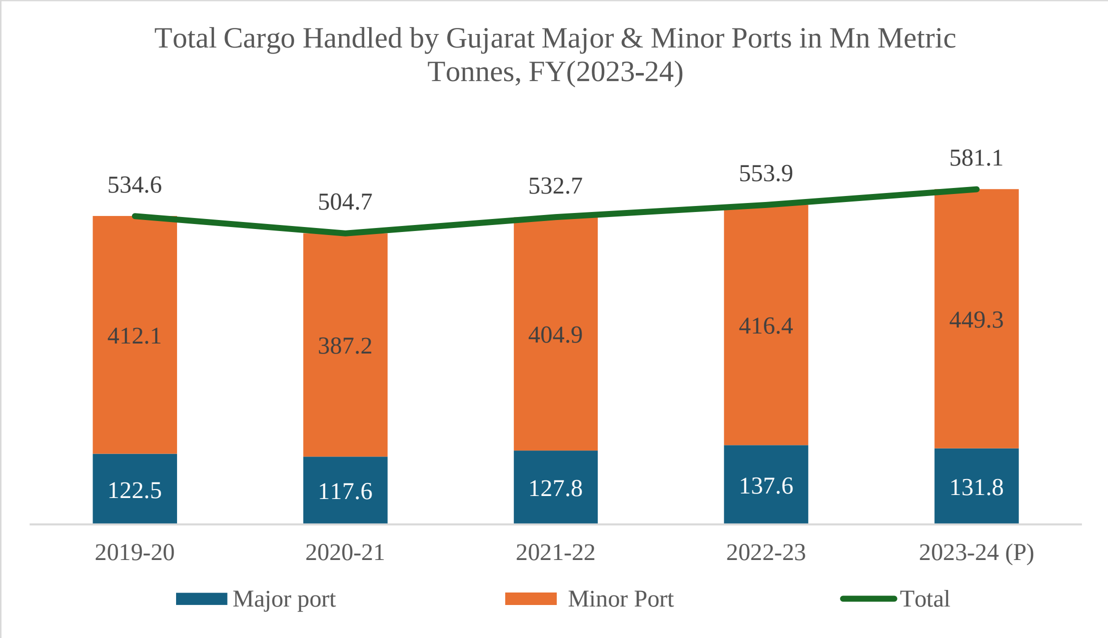
*Sources: Ministry of Ports, Shipping and Waterways*




*Sources: Ministry of Ports, Shipping and Waterways*

**Cargo movement: Gujarat**

Gujarat has the advantage of a vast hinterland covering the Northern and Central Indian States and as a result, there is high demand for the services offered by the non-major ports in Gujarat. The participation of the private sector has been a significant contributing factor in the development of non-major ports in Gujarat. Gujarat is a principal maritime State with a natural coastline of about 1,215 kms. (16% of India's total coastline). The State has 48 non-major ports which are under the jurisdiction of Gujarat Maritime Board (GMB). Out of 48 non-major ports, traffic is handled at 17 non-major ports. The remaining 31 non-major ports are used for fishing activities and have negligible traffic.
Gujarat Maritime Board has the highest share of total cargo traffic handled among all the other maritime boards at 63.2% during FY 2024. Gujarat's market share in overseas trade was 68.8% and coastal share was 38.8% during the same period.




*Sources: Ministry of Ports, Shipping and Waterways, TRW*

The total cargo handled by Gujarat port has increased at 2.1% CAGR where cargo traffic handled by major port grew by1.9% CAGR and minor port by 2.2% CAGR.

**% share Breakup in Cargo Handled by Major Vs Minor Port in Gujarat**

| Segment | 2019-20 | 2020-21 | 2021-22 | 2022-23 | 2023-24 (P) |
|---|---|---|---|---|---|
| Major port | 22.9% | 23.3% | 24.0% | 24.8% | 22.7% |
| Minor Port | 77.1% | 76.7% | 76.0% | 75.2% | 77.3% |

**Cargo Handled by Overseas Vs Coastal trade in Gujarat (MMT)**

| Segment | 2019-20 | 2020-21 | 2021-22 | 2022-23 | 2023-24 (P) |
|---|---|---|---|---|---|
| **Overseas** | 471.2 | 450.0 | 472.0 | 493.9 | 519.5 |
| **Coastal** | 63.4 | 54.7 | 60.7 | 60.1 | 61.6 |
| Total Cargo movement Trade | 534.6 | 504.7 | 532.7 | 553.9 | 581.1 |

**% share Breakup in Cargo Handled by Overseas Vs Coastal trade in Gujarat**

| Segment | 2019-20 | 2020-21 | 2021-22 | 2022-23 | 2023-24 (P) |
|---|---|---|---|---|---|
| Overseas | 88.1% | 89.2% | 88.6% | 89.2% | 89.4% |
| Coastal | 11.9% | 10.8% | 11.4% | 10.8% | 10.6% |

**Cargo Break-up of Overseas Vs Coastal trade of Major Port in Gujarat**

*(Volume in MMT)*

| Gujarat Major Port | 2019-20 | 2020-21 | 2021-22 | 2022-23 | 2023-24 (P) | CAGR FY '20-24 |
|---|---|---|---|---|---|---|
| Overseas | 105.7 | 102.4 | 112.6 | 123.88 | 117.93 | 2.8% |
| Coastal | 16.8 | 15.2 | 15.2 | 13.68 | 13.89 | -4.6% |
| Total | **122.5** | **117.6** | **127.8** | **137.56** | **131.82** | **1.9%** |

**Cargo Break-up of Overseas Vs Coastal trade of Non- Major Port in Gujarat**

| Gujarat Non-Major Port | 2019-20 | 2020-21 | 2021-22 | 2022-23 | 2023-24 (P) | CAGR |
|---|---|---|---|---|---|---|
| Overseas | 365.5 | 347.6 | 359.4 | 370.0 | 401.6 | 2.4% |
| Coastal | 46.6 | 39.6 | 45.5 | 46.4 | 47.7 | 0.6% |
| Total | 365.5 | 347.6 | 359.4 | 370.0 | 401.6 | 2.2% |

Kandla port also known as Deendayal Port is the second largest major port in India in terms of cargo traffic, which handled cargo traffic of 131.8 MMT during FY 2024. Kandla port observed a decline in between FY 2023 and FY 2024 by 4.2%, which led to Paradip port in Odisha overtaking Kandla Port to become the top major port of India. The steepest drop in Kandla port traffic was observed in the overseas trade which fell by 4.8% while the coastal cargo fell by 1.5% in FY 2024.

**Traffic Handled at Minor Ports Gujarat**

*(Figures in Lakhs Tons)*

| Ports | 2018-19 | 2019-20 | 2020-21 | 2021-22 | 2022-23 | CAGR |
|---|---|---|---|---|---|---|
| **Magdalla** | 41.21 | 44.95 | 46.98 | 49.69 | 55.88 | 7.9% |
| **Okha** | 47.38 | 40.68 | 33.5 | 39.87 | 51.48 | 2.1% |
| **Navlakhi** | 54.13 | 53.8 | 43.68 | 44.11 | 38.19 | -8.4% |
| **Bhavnagar** | 31.22 | 24.72 | 24.14 | 27.53 | 32.95 | 1.4% |
| **Bedi** | 9.84 | 9.98 | 21.84 | 10.14 | 31.82 | 34.1% |
| **Porbandar** | 14.83 | 16.61 | 11.17 | 17.92 | 19.48 | 7.1% |
| **Jafrabad** | 8.39 | 9.99 | 7.94 | 8.83 | 9.74 | 3.8% |
| **Mundra(Old)** | 1.4 | 1.36 | 1.64 | 1.83 | 1.96 | 8.8% |
| **Veraval** | 0 | 1.88 | 0 | 1.85 | 0 | |
| **Total** | **208.4** | **203.97** | **190.89** | **201.77** | **241.5** | 3.8% |
| **Alang(LDT)** | 17.73 | 16.23 | 17.61 | 14.57 | 11.47 | -10.3% |
| **Sachana(LDT)** | 0 | 0 | 0 | 0 | 0 | |
| **Grand Total** | **226.13** | **220.2** | **208.5** | **216.34** | **252.97** | 2.8% |

The minor ports of Gujarat fall under the Gujarat Maritime Board (GMB). The largest trading ports in Gujarat in FY 2023 were Magdalla and Okha ports with a collective estimated share of around 42% among the minor ports.

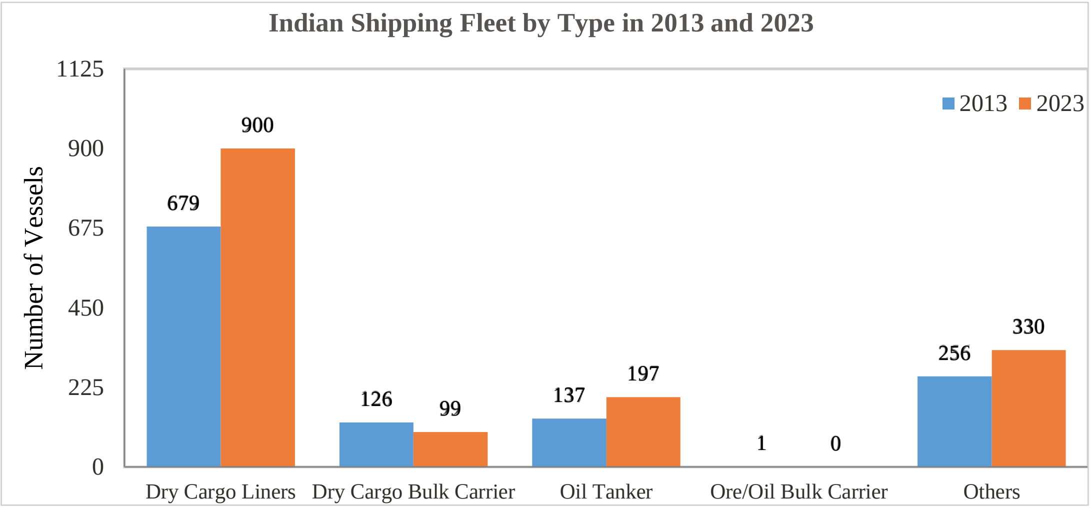
**INDIAN SHIPPING FLEET**

The types of ships engaged in India's overseas trade include dry cargo liners, cellular container ships, dry cargo bulk carriers, ore/oil/bulk carriers, oil tankers (product carriers), passenger cum-cargo vessels, acid carriers, timer carriers, LPG carriers, etc. The shipping industry also caters to the requirements of coastal trade and offshore supply vessels (OSVs).
Indian Fleet (Types of vessels):

a. **Dry cargo liners** – Includes Barges, Bulk Carriers, Cellular Containers, Container Ship, Dredgers, Dumb Crane Barge, Dumb Pontoon Barge, General Cargo, Hooper Dredger, Mini BC, Motorboat, Motor Launch, Motorship, Motor Tanker, Motor Tender, Motor Tug, MPSV, MSV, Other Cargo Ship, Ro-Ro Container Vessels, Steel Welded Boat, Supply Vessels, Supply Ships, Support Ships and Tugs
b. **Dry Cargo Bulk carrier** - Includes AHTS, Cement Carriers, Electric Propulsion, Floating Cranes, Research Vessels, Steel Carrier, Twin Screw and Well Stimulation
c. **Oil Tanker** - Includes Acid Carriers, Chemical Tanker, Gas Carrier, LPG Carriers, LPG Tankers, LNG Carriers and Ethylene Gas Carriers
d. **Passenger Cum Cargo** - Includes Passenger services, Passenger High-Speed Crafts, Passenger Ship, Passenger Vessel, Pleasure Craft, Pleasure Yachts and Yachts.
e. **Off-shore supply** - Includes Product Tankers
f. **Specialized for offshore services** - Includes Crew Boats, Offshore Support Vessel, Lighterage Vessel, Stevedoring Vessel, Pilot Boat, Pilot Launch, Pilot Vessel, Platform Supply Vessel, Polar Satellite Vessels, Utility Boats, Utility Craft, Utility Vessel, and Work Boat.

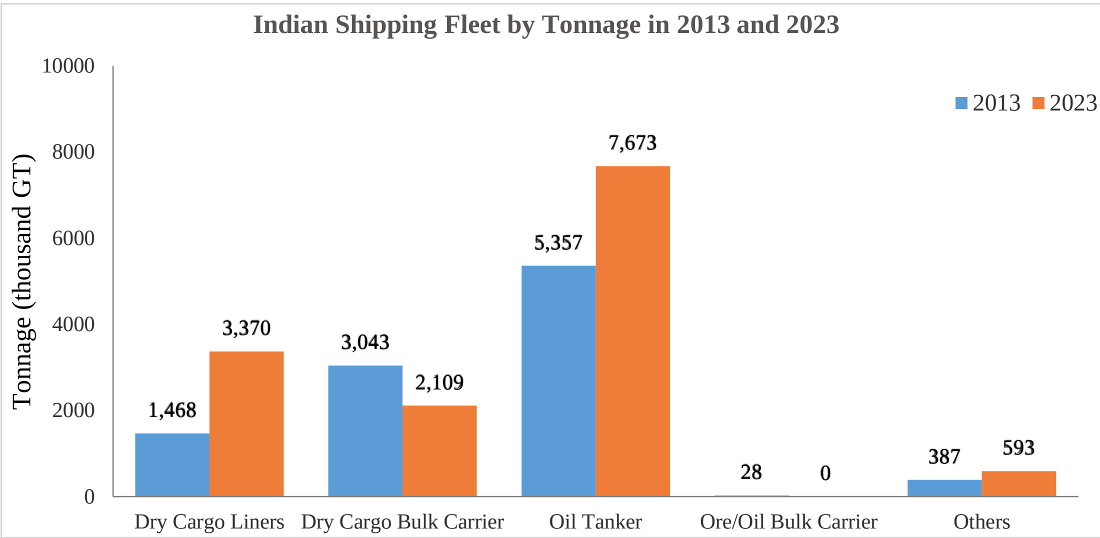
**Current Scenario: Fleet Size / Gross Tonnage**

Currently, India has a merchant fleet of 1,526 seagoing ships with total capacity of 13.8 Mn GT. In the year 2022, India was ranked 18th with respect to leading flag of registration by dead weight tonnage and 19th by carrying capacity in dead weight tonnage and accounted for about 1.3% of the total global dead weight tonnage.
Fleet classification analysis by the type of vessels in 2023 shows that the maximum numbers of vessels (900) were Dry Cargo Liner followed by Oil tankers (197). In terms of GT, the maximum 55.8% tonnage (7.67 million GT) was in the category of Oil Tankers whereas, Dry Cargo Liner vessels (which accounted for highest number of vessels) contributed only 24.5% (3.37 million GT) to India's total tonnage.




*Source: Ministry of Ports, Shipping and Waterways*

The tonnage share of different types of Indian shipping fleet has increased over the years except for than of dry cargo bulk carriers and ore/oil bulk carriers. The share of oil tankers has increased from 52.6% in 2013to 55.8% in 2023 and share of dry cargo liners increased from 14.1% to 24.5% within the same period.

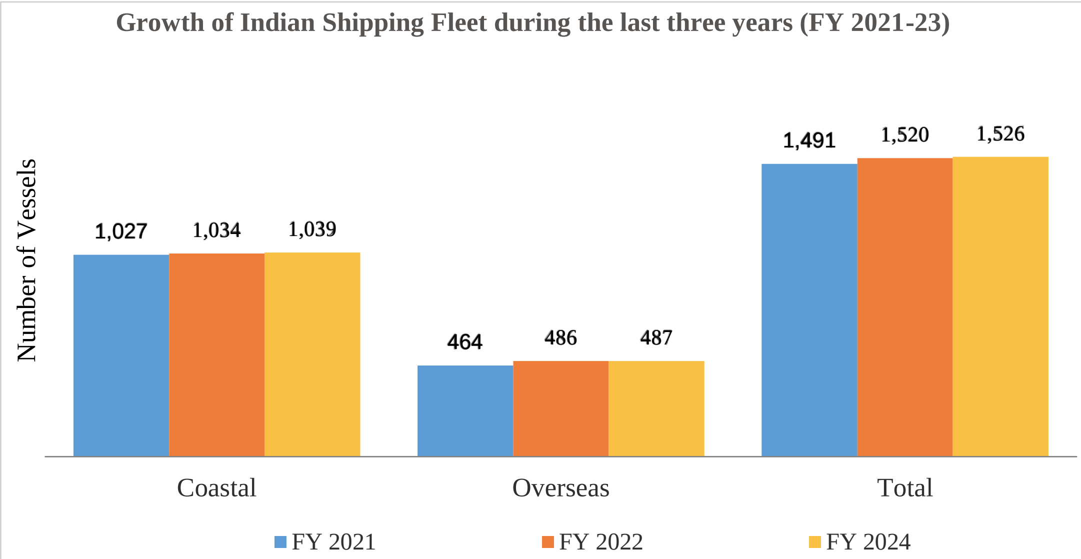



*Source: Ministry of Ports, Shipping and Waterways*

The share of dry cargo bulk carriers has decreased from 29.3% in 2013 to 15.3% in 2023, mainly due to aging shipping fleet being scrapped. The import of dry bulk cargo is on the rise owing to the increasing Indian population leading to its high demand.

**Historical Growth in Shipping Fleet**

Out of the 1,526 vessels registered as on 31st December 2023, 68% vessels were engaged in coastal trade and the remaining 32% vessels were engaged for overseas trade. In terms of load carrying, the overseas trade was 88% of Indian GT in contrast to only 12% of Indian GT in coastal trade. There was a considerable rise in the shipping fleet number as well as tonnage between 2021 and 2022, but there was not much of an increase in 2023. This growth trend is similar across coastal as well as overseas shipping fleet.




*Source: Ministry of Ports, Shipping and Waterways*

As per data in 2023, the age profile of the Indian shipping fleet shows that around 46% of the fleet is 20 years and more, 16% between 16-20 years, 21% between 11-15 years, 10% between 6-10 years and only 7% is 0-5 years old.
This was slightly different in 2021 as the aged fleet size was comparatively lower. The age profile of the shipping fleet showed that around 44% of the fleet was 20 years and more, 11% between 16-20 years, 20% between 11-15 years, 16% between 6-10 years and 9% was 0-5 years old.

Number of Registered Vessel of Major Shipping Companies as on 31 Dec 2023

| **Company Name** | **Vessel Count** | **Number of Vessel Type** |
|---|---|---|
| OCEAN SPARKLE LTD. | 69 | 66 TUG, 1 OFF , 1 PASS, 1PSV |
| SHIPPING CORPN. OF INDIA | 64 | 20 TANC, 15 DRB, 8 TNAP, 6 TUG 6 OFF, 2 CCON, 2 DRY, 1 BC, 1 AHTS, 2 SV, 1GC, |
| GREAT EASTERN SHIPPING CO. LTD. | 44 | 12 TANC, 12TANP, 9BC, 6 DRB, , 1SV, 2G.C, 1 CHT, 1 LPGT |
| RELIANCE INDUSTRIES LTD | 28 | 16TUG, 6 PGER, 3 ECAR, 2 SOFF, 1OSS |
| ADANI HARBOUR SERVICES P. LTD. | 27 | 27 TUGS |

*Source: Indian Shipping Statistics 2023*

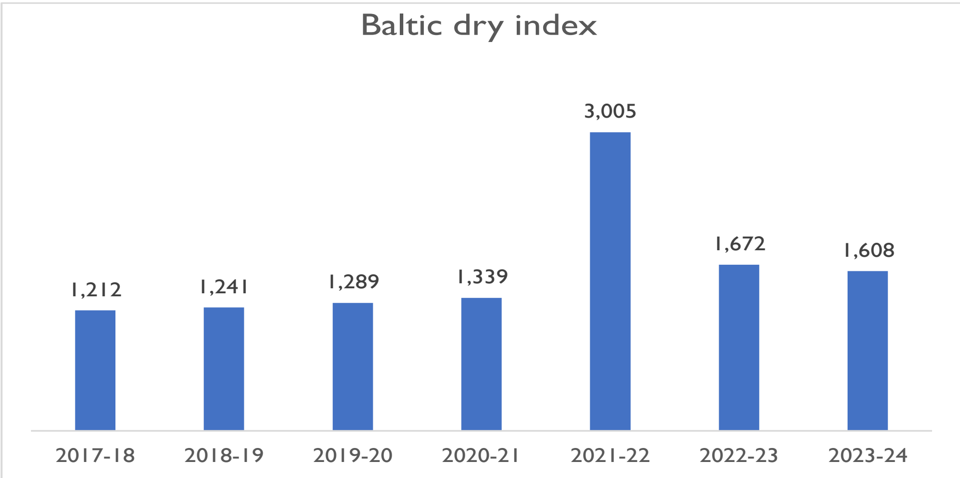
**ACRONYMS**

| | |
|---|---|
| ECAR | ETHYLENE GAS CARRIER |
| SOFF | SPECIALISED VESSLES FOR OFFSHORE |
| OSS | OFFSHORE SUPPORT VESSEL |
| TANC | OIL TANKER (CRUDE) |
| TNAP | OIL TANKER (PC) |
| TUG | TUG |
| OFF | OFFSHORE SUPPLY VESSEL |

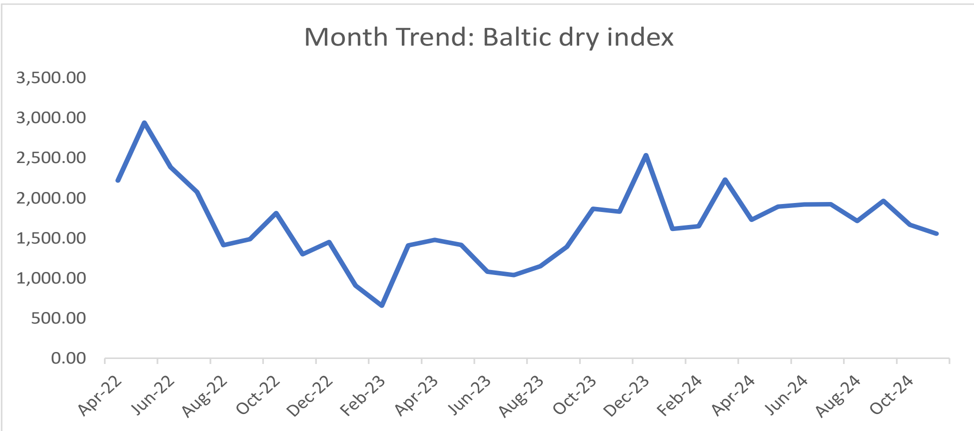
| | |
|---|---|
| CCON | CELLULAR CONTAINER VESSEL |
| DRY | DRY CARGO LINER |
| BC | BULK CARRIERS |
| AHTS | ANCHOR HANDLING TUG SUPPLY VESSEL |
| SV | SUPPLY VESSEL |
| GC | GAS CARRIERS |
| DRB | DUMB PONTOON BARGE |
| PASS | PASSENGER CUM CARGO |
| PSV | PLATFORM SUPPLY VESSEL |
| CHT | CHEMICAL TANKER |
| LPGT | LPG TANKER |
| PGER | PASSENGER SERVICE |

**Freight Rate**

Baltic Dry Index[8] is a key indicator used in the shipping industry to assess the cost of transporting raw materials and other commodities by sea. Both annual and monthly trend, have exhibited decline in FY 2024 and in recent month to drop to lowest since October 2023 to 1,556 in November 2024 indicating moderating demand for shipping, which could signal a slowdown in global economic activity.




*Source: CMIE Industry Outlook*




*Sources: CMIE Industry Outlook*

[8] It captures the cost to ship raw materials across more than 20 routes around the globe route.The index is a composite of three sub-indices that measure different sizes of dry bulk carriers: Capesize, which typically transport iron ore or coal cargoes of about 150,000 tonnes; Panamax, which usually carry coal or grain cargoes of about 60,000 to 70,000 tonnes; and Supramax, with a carrying capacity between 48,000 and 60,000 tonnes. The Baltic Dry Index takes into account 23 different shipping routes carrying coal, iron ore, grains and many other commodities.

**Demand Landscape: Growth of Maritime Trade in India**

**Strategic Positioning of India and Gujarat for Shipping and Logistic**

India's favorable position in the Indian Ocean and the eastern hemisphere makes it important for world shipping routes and most of the cargo ships sailing between America, Europe, Africa, and East Asia pass through Indian territorial waters. India's strategic positioning not only results in rise in cargo traffic but also increases the demand for additional services and ship repair facilities. Amongst the coastal states, Gujarat has the advantage of a vast hinterland covering the Northern and Central Indian States and as a result, there is high demand for the services offered by the non-major ports in Gujarat. The participation of the private sector has been a significant contributing factor in the development of non-major ports in Gujarat.

**Privatization of ports facilities and services are gaining momentum.**

Rising demand for port infrastructure and management has led to privatization of these facilities and services. Traditionally, most ports across the globe are managed by public sectors. However, lack of resources and improper management has slowed down the process leading to public private partnerships (PPP) increasing. Currently, there are 46 PPP projects operational in India at the major ports which are collectively valued at USD 4.5Bn.

The Ministry of Ports, Shipping, and Waterways (MoPSW) has launched a transformative infrastructure development initiative aligned with the 2047 Vision. Signifying a new era for Deendayal Port Authority (DPA), Kandla, a monumental Rs. 100 billion Memorandum of Understanding (MoU) has been inked between DPA, Kandla, and Umeandus Technologies India Private Limited. This strategic partnership aims at revolutionizing transportation and logistics infrastructure, focusing on handling Bulk, Break-bulk, and Container cargo. The project is set to elevate the port's capacity to an impressive 300 million metric tons or beyond, ensuring both commercial viability and environmental sustainability. This forward-looking endeavor is poised to generate employment opportunities for a significant workforce, providing jobs for at least 1,000 skilled and non-skilled staff, along with 10,000 during the construction phase.

'Vision 2047' by dignitaries from the Gujarat Maritime Board (GMB). Aligned with India's Amrit Kaal Vision 2047 and Maritime India Vision 2030, this transformative document signifies a leap forward for Gujarat's maritime sector. The Vision 2047 roadmap outlines strategic goals across short-term, mid-term, and long-term objectives, emphasizing growth and sustainability. Initiatives include organizational restructuring, port modernization, green initiatives, digital transformation, and maritime education. The plan also involves Greenfield port projects and aims for ultra-mega port status, reflecting a holistic approach to sustainable growth and technological advancement in the maritime sector.

One of the most successful privatization venture of ports has been the Adani operated Mundra port, which is India's first private port and is the largest container and commercial port in the country. Adani Group now operates 13 other domestic ports in eight different states and has equipped these ports with latest infrastructure and efficient cargo handling capacity.

**Multi-product port-based Special Economic Zone to boost FDIs.**

A special economic zone (SEZ) is a geographically limited area where the business and trade laws are different from the rest of the country. There is difference in tax laws, duty-free benefits, labour regulations and much more so that businesses operating in these areas can produce and trade goods at a lower price giving them the competitive edge at a global level. These economic zones are created to attract more foreign direct investment (FDIs).

In August 2022, Minister of Road Transport and Highways Mr. Nitin Gadkari, Minister of Ports, Shipping & Waterways and Ayush, Mr. Sarbananda Sonowal, and Minister of State for Road Transport & Highways, Gen (Retd) VK Singh signed a tripartite agreement for swift development of modern Multi Modal Logistics Parks (MMLP) under Bharatmala Pariyojana across the country.

The multi-product port based SEZ has been in operation at JNPA, India's largest major port, since June 2020. 45 plots have been allotted comprising 250 Acres of land, with 9 units and 1 Free Trade Warehousing Zone (FTWZ) already in operation. These operational units are engaged in diverse sectors such as warehousing, food processing, manufacturing, and trading.

The Shipping Ministry of India are working to reach 80% landlord port model at major ports by 2030 to increase efficiency and reduce logistic costs. In this model, private players can take over the operational aspects at these ports.

**Industrial growth to boost EXIM business leveraging the Indian Shipping Industry**

India is being established as a global manufacturing hub through various government policies and incentives to boost the manufacturing sectors. The 'Make in India' initiatives is facilitating this development. The Indian manufacturing industry generates around 17% of India's GDP and is projected to be one of the fastest growing sectors. With the advancement of industrial growth, exports and imports through ports are bound to be increase. Rise in imports and exports will in turn boost the shipping industry. Indian ports have more cargo traffic capacity than what is being utilized. Although congestion and turnaround time are affecting the traffic, development on economy can further boost maritime transport and increase revenue.

**Trade collaborations with other countries**

Trade Collaboration with other countries for economic partnerships and free trade agreements (FTAs) may have impact on import and export trends of the country. India has entered into a Trade and Economic Partnership Agreement (TEPA) with European Free Trade Association (EFTA) countries comprising Switzerland, Iceland, Norway & Liechtenstein in May 2024, which will have significant impact on India's export capabilities. The FTAs will provide a window to Indian exporters to access large European and global markets. Under this agreement, EFTA bloc has made a binding commitment of USD 100 billion investment and 1 million direct jobs in the next 15 years. India has also 13 Regional Trade Agreements (RTAs)/Free Trade Agreements (FTAs) with various countries/regions namely Japan, South Korea, countries of ASEAN and SAARC region such as Mauritius, United Arab Emirates and Australia.

**Rising cargo traffic increasing demand for auxiliary services**

Development of minor ports by improving infrastructure and its connectivity with major ports is increasing cargo traffic in minor ports at a growth rate higher than that of major ports. This in turn increases demand for auxiliary services at the minor ports. The demand for auxiliary services has been increasing in ports with high cargo traffic as major port companies could outsource the non-important services and focus on managing the cargo. The auxiliary services include storage and warehousing, maritime cargo handling services, customs clearance services, transportation services, etc.

**Key threats and challenges to India's Maritime Trade**

**Inland Waterways and Coastal Shipping Under-Utilization Impacting Country's Potential**

Inland waterways integrated with coastal waters can provide for a significant transportation system. The inland waterways which can be navigated throughout the year in India makes up 14,500 km length of rivers. The authority that looks after the projects and management of the inland waterways is Inland Waterways Authority of India (IWAI), an autonomous body under MoPSW and State Agencies.

Despite inlands waters and coastal waters being a cost-effective and efficient mode of cargo transportation, its utilization is considerably low in comparison with developed countries. Also, over the years the use of these inland waterways has decreased due to losses incurred by companies as well as not maintenance by the regulatory authorities.

Under the Sagarmala project and Jalmarg Vikash Project, infrastructure development on the 5 National Waterways (NW1,2,3,4 and 5) and the 106 navigable rivers have been declared by the government. India and Bangladesh have agreed upon a river transportation protocol of 2,303 nm on the river routes of Ganga, Brahmaputra, and their tributaries across the two countries. Similar protocols are to be signed between India and Bhutan, Nepal, and Myanmar.

**Need for Technological Advancements and Integration**

India is far behind in integration of technology within major as well as minor ports. Digitalization of the maritime industry using artificial intelligence (AI) and blockchain are changing the way the shipping industry operates. Use of AI to reduce port congestion or to improve coordination and security should be implemented at ports. However, due to lack of finances, information and regulatory challenges, implementation of technology has become a hindrance at Indian ports.

Use of technology to analyze potential failures improves the scope to take corrective measures is something that the Indian ports are lacking in. The stakeholders involved in the shipping industry should be conscious of the changing landscape for India to compete with the top shipping nations of the world.

**Sustainability, Decarbonization and the Regulatory Challenges that Come with it.**

The amount of greenhouse gases in the atmosphere due to industrial evolution has led to an increase in sea level, heavy rainfall, terrestrial and marine heatwaves, and cyclones. These events pose a significant threat to coastal regions and India's port infrastructure and operations.

Decarbonization pledge taken by the government has increased restrictions on smaller shipping companies as they must pay a hefty sum for violations. Indian Ports need to be in adherence to the International Marine Organization's alignment to 9 UN SDGs which includes obligations on safe, efficient, and sustainable ports but the infrastructure at these ports is not equipped for it, affecting the market players and increasing their costs.

**Competition from Foreign Players Affecting Indian Shipping Companies**

Economic security and the shipbuilding industry have crucial connections. For shipbuilding, most of the components such as propellers, marine gas turbines, high-capacity main engines, shafting, gearboxes, high-capacity diesel generators, and control systems are imported. This adversely affects the domestic industry. Also, Indian shipbuilders face longer construction cycles and are not able to meet demands promptly and other shipbuilding nations pose significant competition for Indian shipbuilders.

**Ultra-Large and Large Vessel Size Affecting Their Entry into Indian Port Harbors**

Most port harbors in India aren't equipped with the right infrastructure to handle large vessels as the draft size of these harbors aren't deep enough to handle them. JNPA and Mundra port are well-equipped for large vessels but were not able to accommodate the world's largest box ship, Ever Alot. Vizhinjam Port in Kerala is a deep-sea facility; however, it is

expected to become commission in December 2024. Although the ultra-large vessel fleet comprises only 0.7% of the total operational global fleet, they are vital to the trade between Europe and China, the route that India can be part of.
The minor ports have a similar scenario with large ships as their entry into the harbors could become a problem. Lightering these ships using adequate lighterage services can be very beneficial as the ports will not be losing revenue and the pollution and congestion can also be controlled.

**Lighterage, Stevedoring and Cargo Management Services**

Lightering: Lightering, also known as lighterage, is the process of transferring cargo from one vessel to another, typically from a larger "mother" vessel to a smaller vessel such as a barge or mini bulk carrier (known as "Daughter vessel"). This STS (ship-to-ship) transfer method is used to load or unload cargo efficiently, allowing larger vessels to offload some of their cargo to navigate shallower waters or reach ports with draft restrictions.
Economical shipment of commodities like coal, sulphur, per-coke and iron-ore requires the use of large bulk carriers. When ports are too shallow to accommodate large carrier vessel, have a narrow entrance or have a major tidal variation, lighterage services allows offshore loading and unloading of the cargos into smaller vessels such as barges or mini bulk carriers.
The process of lighterage is provided below:

1. **Positioning of Mother Vessel:**
The large bulk carrier is positioned offshore, in deeper water where it can safely load or discharge cargo. The vessel anchors or is moored at a designated lighterage area, typically several nautical miles from the port, where the water depth is sufficient for large ships but too shallow for direct access to the port.
2. **Approaching the Mother Vessel:**
Daughter vessels (i.e, barges or mini bulk carriers) approach the Mother vessel. Daughter vessels are either tugged into positions with the help of motor tug boats or maneuvered manually depending on weather and sea conditions. The Daughter vessel is carefully positioned alongside the Mother vessel. The approach is controlled to avoid damage to either vessel.
3. **Cargo Transfer:**
After successful approach and positioning of both vessels, cargo is then transferred from the Mother vessel to the Daughter vessel in an efficient and controlled manner. Cargo is typically loaded using Daughter vessel's Floating cranes and grabs. As the cargo handling capacity of Mother Vessel is much higher than of the Daughter vessel, multiple Daughter vessels may be involved in the transfer of cargo, making several trips back and forth. This cycle continues until the bulk carrier has discharged its entire load.
4. **Transporting Cargo to Shore:**
Once the Daughter vessel is loaded, it departs from the large bulk carrier and heads toward the port. The Daughter vessel follows a designated route to reach the port, ensuring that the cargo is safely transported through the shallow waters.
5. **Discharge at the Port**
Upon arrival at the port, the Daughter vessel docks at a berth that is designed to accommodate smaller vessels. The cargo is offloaded from the Daughter vessel using shore-based unloading equipment, such as cranes, grab buckets, or other material handling machines.
6. **Return of Daughter Vessel**
After unloading, the Daughter vessel returns to the offshore location to collect additional cargo from the Mother vessel. This cycle continues until the bulk carrier has discharged its entire load.

**Stevedoring:** It refers to the process of loading and unloading cargo from a vessel to or from a dock or port using specialized equipment. Stevedores are the personnel or companies responsible for physically handling and transferring cargo between the ship and the port facilities, ensuring that it is stored or placed securely. This activity is done at the port, often involving earth moving equipment including excavators, material handling machines, pay loaders and tippers to move goods to storage facilities or transport vehicles.
Stevedoring can involve both manual labor and the use of earthmoving equipment such as excavators, material handling machines, pay loaders and tippers, and other machinery to move cargo efficiently. Stevedoring services seek to minimize port time and ensure the safety of cargo and ship.
For the shipping company and the ship, runtime at the sea is profitable when it is carrying cargo between ports but while docked at the port, delays contribute to downtime and add to the operating costs of the ship. Accordingly, our Company aims to minimize the port time of our customer's ships, and we continually aim to work efficiently toward faster turnaround times for our operations. Further, Safety and security of cargo and the ship is an essential part of our stevedoring services.
**Stevedoring also include Onboard stevedoring.** Onboard stevedoring refers to the process of cargo handling, loading, and unloading directly on a ship while it is still at sea. Onboard stevedoring plays a vital role in the shipping industry, particularly for dry bulk cargo. It involves managing the loading, unloading, and secure stowing of cargo within the ship, often with specialized equipment and techniques. Ensuring efficiency and safety during onboard stevedoring requires careful planning, skilled labor, effective equipment, and strict adherence to safety regulations.

**Other cargo management services:**

a) **High heaping:** High heaping refers to practice of stacking or piling of Dry Bulk Cargo higher than usual in a storage area. This is often done to maximize the use of available space in areas or where there is a high volume of cargo to store in a short amount of time. The piles of cargo can be several meters high, depending on the type of material and the capacity of the storage facility. Cargo is often piled using machinery like stackers, bulldozers, or front-end loaders, with the material being carefully stacked to create a high, stable heap.
b) **Railway rake handling:** Railway rake handling refers to the operational procedures involved in managing and moving a series of connected or that transport bulk commodities. A railway rake typically consists of multiple railcars connected to each other. Bulk commodities are loaded onto the train at designated area with the help of specialised equipment such as loaders or cranes. Railway rake handling often works as part of a larger logistics network, involving connections to trucks, ships, or barges for the final delivery of goods.
c) **Water sprinkling:** Water sprinkling in the context of bulk cargo handling, especially for dry bulk materials such as coal, cement or minerals, refers to the controlled application of water onto the cargo to achieve various objectives including to manage dust, prevent spillage, and control the temperature of stored or transported materials. Water sprinkling significantly improves operational efficiency, reduces health risks, and ensures smoother handling of dry bulk materials.
d) **Liaison with authorities:** Liaison with authorities refers to the process of communication and coordination between customer, port operators, freight forwarders, importers, exporters, and customs officials to ensure the smooth flow of goods. This liaison is vital to ensure compliance with applicable laws, enabling timely and efficient movement of cargo. Our role as a liaison with customs authorities involves several key activities, including ensuring compliance with applicable laws, facilitating the clearance of shipments and managing documentation of importing/exporting cargo.

**Role in Overall Shipping**

Lighterage in India is mainly confined to three regions - Gujarat, Mumbai Harbor and Kolkata. Lighterage industry is highly competitive with organized, established market players dominating the sector. Specific ports in these states are allocated for lighterage services and are called lighterage ports. Modernization of ports could affect lighterage services, however, stevedoring and barging services would boost with the increase in cargo traffic. Right steps need to be taken by regulatory authorities to maintain the lighterage industry as the prospects that come with digitalization, modernization and increase in costs could affect the industry.

Stevedoring industry is a requirement in all ports across the country as the mechanization of onloading and offloading is still not advanced enough. Also, the ports do not have enough labour or processes in place to carry out these activities by themselves. Thus, these activities are outsourced to companies specializing in it. The rates and the labour requirement are specified to the stevedoring companies by the Dock Labour Board (DLB) of each port. Adequate infrastructure is crucial for stevedoring activities as small delays due to improper time management could lead to huge demurrage charges implemented by the port.

**Current scenario & growth forecast of Lighterage Services**

**Gujarat**

Ports like Magdalla, Navlakhi, Bedi among others are considered as lighterage ports in Gujarat as the loading and offloading are dependent upon barges. In FY 2023, the cargo traffic by the above three ports port stood at 55.88 lakh tonnes, 38.19 lakh tonnes and 31.82 lakh tonnes, respectively. Lighterage services in Gujarat is highly concentrated market.

Emergence of modern port such as Mundra in Gujarat could affect lighterage cargo by implementing sophisticated cargo handling facilities. Infrastructure development of lighterage ports and implementation of such cargo handling facilities to handle large vessels at the port could negatively affect the lighterage industry in the upcoming years.

**Mumbai Harbor**

The region of Mumbai Harbor consists of Mumbai Port, Jawaharlal Nehru Port and various captive jetties and minor ports located in Dharamtar, Dahanu, Uran etc. where the lighterage services has been in place since 1952. Chemical lighterage at Mumbai Harbor is the most prominent lightering that takes place, along with dry bulk cargo lighterage. Like Gujarat, Mumbai Harbor is also highly competitive and concentrated.

Lighterage activities at Mumbai Harbor are not expected to be affected much in the coming decade as the port congestion remains high all the time. There has already been implementation of cargo handling facilities at the JNPA port, but the high incoming traffic has led to diversion of the vessels to the nearby ports for lighterage activities.

**Kolkata**

Lighterage activity in Kolkata, especially at Haldia Dock System, is being carried out consistently since October 2021. For the first time in October 2021, Kolkata Port successfully handled ship-to-ship (STS) lighterage operation of Liquid Petroleum Gas (LPG) of BPCL at Sandheads. The STS lighterage operation saved time by 7-9 days and USD 3,50,000 was saved per voyage.

During FY 2023, SMP Kolkata engaged in 21 vessel operations involving ship-to-ship transfers, with a total tonnage of 5,44,945. Additionally, they completed 76 lighterage operations amounting to 33,50,399 tonnes. The instant STS operations are expected to open new business potentials for Kolkata port lighterage services as well as the trade in the country in terms of saving substantial foreign exchange.

## REGULATORY ANALYSIS

### Analysis of regulatory factors governing India's maritime trade sector

Custom law governs the import and export, trade regulations, and collects tax on the import and export of goods that move into and from India respectively. The key laws include the Customs Act, of 1962 and the Customs Tariff Act, the Foreign Trade (Development and Regulation) Act, of 1992.

The Customs Act, of 1962 and the Customs Tariff Act, collect customs duties on export and import. The Customs Act also governs the import and export of cargo, baggage, postal articles, arrival and departure of vessels, etc. It also prohibits and restricts imports and exports under various legal enactments.

Under the Foreign Trade Act, the central government can make provisions for the development and regulation of foreign trade. Foreign Trade Policy, 2015-20 provides these provisions currently.

These laws can have an impact on the efficiency and cost of maritime trade.

### Directorate General of Shipping

Ministry of Ports, Shipping and Waterways, Govt. of India exclusively controls shipping in India. The Directorate General of Shipping (DG Shipping) is a semi-autonomous statutory body set up by the Ministry of Shipping. DG of shipping handles all matters relating to merchant shipping and the implementation of regulations of the International Maritime organization. Indian shipping act falls under DG of shipping.

Indian Shipping Act, 1958, stands as the primary legislation governing merchant shipping in India which deals with aspects of merchant shipping such as such as the registration of ships, sailing vessels, and fishing vessels the safeguarding and protection of passengers and cargo carrying ships, the regulation of Indian ships and ships involved in the coasting trade, collisions, the prevention and control of marine oil pollution from ships, and the restrictions on shipowners.

In 2020, the merchant shipping bill, 2020 was promulgated to amend this act to ensure compliance with the country's obligation under the maritime treaties and International Instruments and efficient maintenance of Indian mercantile marine in a manner best suited to serve the national interest.

### Major Port Trusts

Major Ports Trust Act 1963 was established to govern all major ports. Tariff Authority for Major Ports (TAMP) was established as an amendment to the Major Port Trust Act in 1997 to provide for an independent Authority to regulate all tariffs, both vessel-related and cargo-related, and rates for the lease of properties in respect of Major Port Trusts and the private operators located therein.

Major Ports Authorities Act, 2021 This law replaced the Major Port Trusts Act, 1963 in 2021. This act provides for the regulation, operation, and planning of Major Ports in India and vests the administration, control, and management of such ports upon the Board of Major Port Authorities. This law provides freedom to major ports to fix their tariffs and scrap the Tariff Authority for Major Ports.

### Indian Port Act

All the Minor Ports are governed under the Indian Port Act, of 1908, and are owned and managed by the State Governments. This act has provisions for rules for shipping safety and conservation of ports, port dues fees, and other charges, and respect to penalties.

The draft bill to replace this 110-year-old act is proposed in 2022 as Indian Ports Bill, 2022. The act is modified to reflect the present-day frameworks, incorporate India's international obligations, address emerging environmental concerns, and aid the consultative development of the ports sector in the national interest.

### International Convention

India has signed multiple international maritime conventions and agreements. These include conventions governed by the International Maritime Organization (IMO). International Maritime Organization (IMO) is a United Nations agency that develops rules on aspects such as safety, security, and pollution prevention.

These international obligations significantly influence India's regulatory framework, necessitating periodic amendments to align with global standards. International Cooperation Division of the Ministry of Ports, Shipping and Waterways deals with maritime engagements with foreign maritime nations, and all matters related to the International Maritime Organization.

**Flagship policies to develop India's shipping industry**

**Sagarmala program**

To drive the transformation of India's maritime sector The Ministry of Ports, Shipping, and Waterways has taken its flagship initiative, The Sagarmala Programme. It was approved in March 2015. It seeks the reduction of logistics costs of international and domestic trade with minimal infrastructure investment.
Projects under Sagarmala are divided into 5 pillars which are:

1. Port-led industrialization
2. Coastal community development
3. Coastal shipping and IWT
4. Port modernization
5. Port connectivity

Overall, 839 projects worth investment of USD 92 Bn for implementation by 2035 out of which, 262 projects worth USD 22 Bn have been completed, and the remaining projects are in various stages of implementation.
Policies to boost productivity under the Sagarmala initiative:

**Berthing policy:** The new berthing policy came into effect from August 2016. This policy gives a framework of norms that could reduce berthing time and improve efficiency at ports.
**Stevedoring policy:** The new stevedoring policy came into effect from July 2016. Under this policy, stevedoring and shore handling of vessels in major ports may be carried out by a single agency, as far as possible.

**Maritime India Vision 2030**

The Maritime India Vision 2030 was launched in 2021 to provide the blueprint for accelerated and coordinated development of India's maritime sector and to take a lead in the global maritime industry. Through significant consultations with private and public stakeholders, it has identified 150+ initiatives across ports, shipping, and waterways subsector. 150+ initiatives across 10 themes will cover all the facets of the Indian maritime sector. The themes are:

1. Develop best-in-class Port infrastructure.
2. Drive end to end Logistics Efficiency and Cost Competitiveness
3. Enhance Logistics Efficiency through Technology and Innovation
4. Strengthen Policy and Institutional Framework to Support all Stakeholders.
5. Enhance Global Share in Ship Building, Repair and Recycling
6. Enhance Cargo and Passenger Movement through Inland Waterways
7. Promote Ocean, Coastal and River Cruise Sector
8. Enhance India's Global stature and Maritime Co-operation
9. Lead the World in a Safe, Sustainable & Green Maritime Sector
10. Become the Top Seafaring Nation with World Class Education, Research & Training

MIV 2030 envisions an overall investment of INR 3,00,000-3,50,000 Cr across ports, shipping, and inland waterways categories.

**Maritime Amrit Kaal Vision 2047**

The Amrit Kaal Vision 2047 was announced at the third edition of the Global Maritime India Summit 2023. This vision, formulated by the Ministry of Ports, Shipping & Waterways, builds on the Maritime India Vision 2030 and provides a broader road map for Indian maritime sector transformation.
Amrit Kaal Vision sets a larger vision aiming development of world-class ports and promoting inland water transport, coastal shipping, and a green and sustainable maritime sector. It encompasses aspirations in Logistics, Infrastructure, and Shipping, supporting India's 'Blue Economy'. The vision identified 300 actionable initiatives for enhancing ports, shipping, and waterways through over 150 consultations with various stakeholders and the analysis of 50 international benchmarks. The 11 key themes on which the action plan is based are:

1. Lead the World in a Safe, Sustainable & Green Maritime Sector
2. Promote Ocean, Coastal & River Cruise Sector
3. Enhance the modal share of coastal shipping & Inland Water Transport
4. Promote Maritime Cluster
5. Promote maritime professional services.
6. Become a global player in Shipbuilding, repair & recycling.
7. Develop World Class Education, Research & Training

8. Strengthen India's global maritime presence.
9. Develop World Class next generation ports.
10. Enhance Efficiency through Technology & Innovation
11. Enhance India's Tonnage

**Jal Marg Vikas Project (JMVP)**

Jal Marg Vikas Project is an initiative taken by the Inland Waterways Authority of India (IWAI) under the Ministry of Shipping for the development of inland waterways in India. This was implemented to reduce dependence on rail and road transport of goods to reduce congestion and carbon emission. The states covered under the Jal Marg Vikas Project are Uttar Pradesh, Bihar, Jharkhand, and West Bengal. JMVP was approved in January 2018 and is expected to complete by 2025. The total cost of the project is USD 800 Mn.

Jal Marg Vikas Project was implemented with the following goals:

1. To provide an alternate mode of transport that is environment-friendly and cost-effective.
2. To bring down the logistics cost in the country.
3. Development of Mammoth Infrastructure which includes the multi-modal and inter-modal terminals, ferry services, navigation aids and roll on – Roll off (Ro-Ro) facilities.
4. To develop the socio-economic condition of India for huge employment generation

**India-Middle East-Europe Economic Corridor (IMEC)**

The India-Middle East-Europe Economic Corridor (IMEC) was announced in September 2023 to unite the EU and seven other countries, namely India, the US, Saudi Arabia, the United Arab Emirates (UAE), France, Germany, and Italy. The proposed IMEC will consist of railroad, ship-to-rail networks and road transport routes extending across two corridors :

a. The East Corridor – connecting India to the Arabian Gulf
b. The Northern Corridor – connecting the Gulf to Europe

The IMEC corridor will also include an electricity cable, a hydrogen pipeline and a high-speed data cable. The ports that are to be connected are:

- India: Mundra (Gujarat), Kandla (Gujarat), and Jawaharlal Nehru Port Trust (Navi Mumbai)
- Middle East: Fujairah, Jebel Ali, and Abu Dhabi in the UAE as well as Dammam and Ras Al Khair ports in Saudi Arabia
- Railway line will connect Fujairah port (UAE) to Haifa port (Israel) via: Saudi Arabia (Ghuwaifat and Haradh) and Jordan
- Israel: Haifa port
- Europe: Piraeus port in Greece, Messina in South Italy, and Marseille in France

Objective of the project:

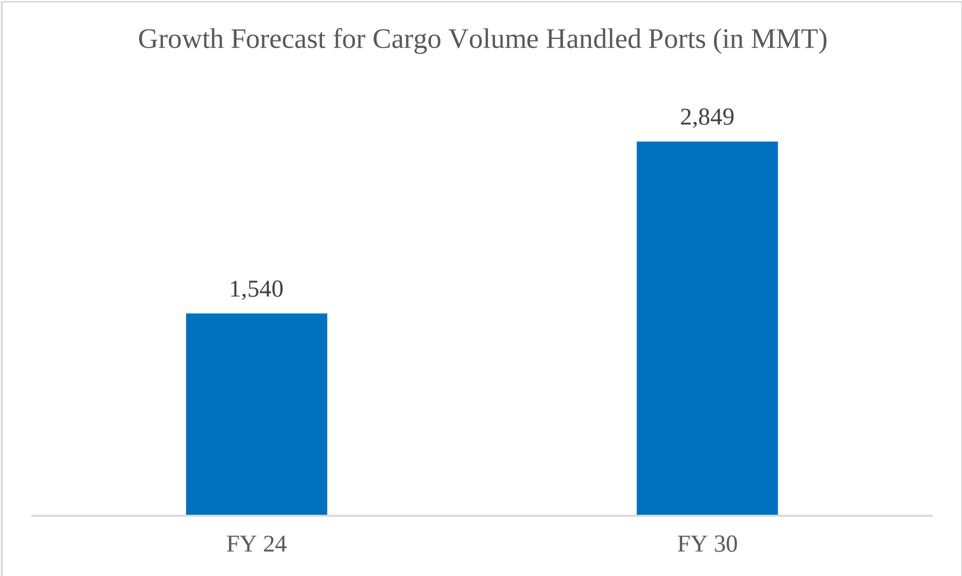
- It aims to create a comprehensive transportation network, comprising rail, road, and sea routes, connecting India, the Middle East, and Europe
- It aims to enhance transportation efficiency, reduce costs, increase economic unity, generate employment, and lower Greenhouse Gas (GHG) emissions.
- It is expected to transform the integration of Asia, Europe, and the Middle East by facilitating trade and connectivity.

Implications:

- IMEC is seen as a potential counter to China's Belt and Road Initiative (BRI) in the Eurasian region. It can serve to counterbalance China's growing economic and political influence, especially in regions with historically strong ties to the U.S.
- IMEC presents a transformative opportunity for India to boost economic growth by enhancing its trade connectivity with key regions. The route could significantly reduce transit times, making trade with Europe 40% faster compared to the Suez Canal maritime route.

**GROWTH OUTLOOK**

The Indian port sector is on a robust growth trajectory, underpinned by the nation's burgeoning economy, rising industrialization, and government initiatives to enhance trade facilitation. The substantial growth from 1,540 MMT in FY24 to 2,849 MMT by FY30 is projected, implying a CAGR of 10.8%. This robust growth signifies a positive outlook for the sector and its pivotal role in India's economic development.




*Source: Maritime India Vision 2030, D&B estimates*

Several factors are propelling the growth in cargo handled volume at Indian ports. Firstly, the government's emphasis on infrastructure development, including port modernization and expansion, is enhancing port capacity and efficiency. Secondly, the 'Make in India' initiative is stimulating domestic manufacturing and exports, leading to increased cargo movement. Thirdly, the growing e-commerce sector is driving demand for efficient logistics and port services. Lastly, India's strategic geographic location as a trade and transit hub is attracting significant cargo volumes.

***Bulk Commodities Dominate***

The backbone of cargo volume growth in Indian ports is the movement of bulk commodities. Iron ore, coal, and petroleum products form the core of this segment. These commodities are essential inputs for various industries, such as steel, power generation, and transportation. As India's industrialization accelerates, the demand for these raw materials is expected to rise, thereby driving the growth in bulk cargo handling.

***Containerized Cargo on the Rise***

While bulk commodities are the traditional drivers, the containerized cargo segment is witnessing rapid expansion. This growth is fueled by the increasing globalization of the Indian economy. Rising exports of manufactured goods and imports of consumer products are leading to a surge in container traffic. Additionally, the growth of e-commerce has further boosted the demand for efficient containerized transportation.

***Enhancing Hinterland Connectivity***

To maximize the potential of the port sector, the Indian government is investing heavily in improving hinterland connectivity. This involves the development of rail, road, and inland waterway infrastructure to facilitate seamless movement of cargo between ports and the hinterland. By reducing transportation costs and time, enhanced connectivity will stimulate trade, increase cargo volumes, and reduce logistics costs for businesses.

In essence, a combination of factors is driving the growth of cargo handled at Indian ports. The robust demand for bulk commodities, the expansion of the containerized cargo segment, and the government's focus on hinterland connectivity are collectively propelling the port sector towards new heights.

***Growth Forecast for Total Cargo Handled in Gujarat Ports***

Gujarat, India's western maritime gateway, has witnessed a meteoric rise in cargo handling over the past decade. The state's strategic location, coupled with a robust infrastructure and government initiatives, has positioned its ports as pivotal hubs for both domestic and international trade.

A substantial growth trajectory for Gujarat's ports is witnessed over the years. **Total cargo handled is expected to surge from 317.2 MMT in FY'24 to a projected 720 MMT by FY'30.** This represents a CAGR of approximately 17.5%. Such a growth rate underscores the immense potential of Gujarat's port sector and its ability to drive economic development.

Several factors are propelling this remarkable growth. Firstly, the government's ambitious Sagarmala project, aimed at enhancing port infrastructure and connectivity, is a key catalyst. The project's focus on modernization, expansion, and hinterland development has significantly improved the efficiency and capacity of Gujarat's ports. Secondly, the burgeoning manufacturing and industrial sectors in the state, particularly in petrochemicals, automobiles, and textiles, have fueled the demand for cargo handling services. Thirdly, Gujarat's strategic location as a trade corridor between India and the Middle East, Africa, and Europe has made its ports attractive transshipment hubs.

Looking ahead, the growth momentum in Gujarat's port sector is expected to persist. Several ongoing and planned infrastructure projects, including the development of deep-water berths, container terminals, and rail and road connectivity, will further enhance the ports' capacity and efficiency. Moreover, the government's emphasis on coastal economic zones and industrial corridors will create new opportunities for cargo movement.

However, challenges such as port congestion during peak periods, environmental concerns, and global economic fluctuations could pose risks to the projected growth. Effective port management, sustainable practices, and diversification of cargo types will be crucial to mitigate these challenges.

In conclusion, Gujarat's ports are poised for continued robust growth, driven by supportive government policies, robust infrastructure development, and increasing trade volumes. The projected increase in cargo handling from 317.2 MMT in FY'24 to 720 MMT by FY'30 signifies the state's emergence as a global maritime trade powerhouse.

**INLAND WATER TRANSPORTATION: INLAND WATER TRANSPORTATION SCENARIO IN INDIA**

As per the Ministry of Ports, Shipping, and Waterways only 2% of transportation of bulk cargo like coal, iron ore, cement, food grains, fertilizer, etc. in India is contributed by Inland water transport. As per Maritime India Vision -2030, the government intends to increase this contribution by 5%.

National Waterways Act 2016 declared 111 waterways as national waterways which included 5 existing and 106 new waterways aiming to boost connectivity and transportation through waterways. These waterways have a combined length of total 20275 km. Out of 111, only 24 waterways are having cargo movement as per government data.

Haldia – Allahabad National Waterway 1 is the longest waterway that passes through 4 states which are Uttar Pradesh, Bihar, Jharkhand, and West Bengal. It spans 1620 km in length. In FY 2023-24, 12.82 MMT of cargo was transported through this waterway.

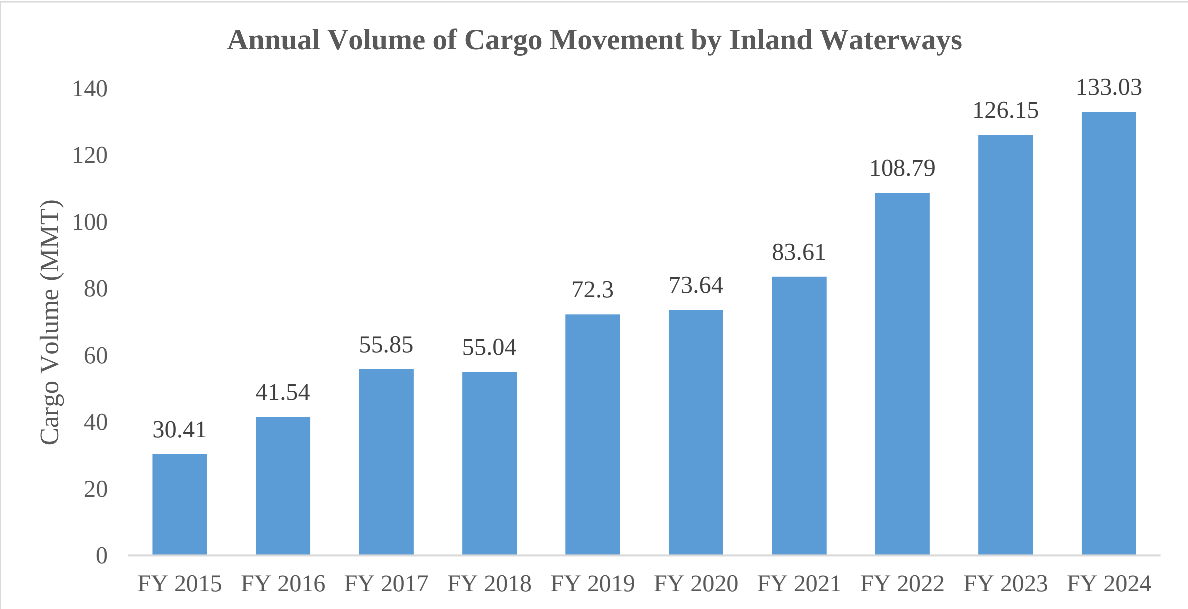
National Waterway 91(Shastri River - Jaigad Creek System) which is 52 km long and passes through Maharashtra state. A total of 37.05 MMT cargo was transported through it In FY 2023-24 consisting of major commodities such as iron ore fines, coal, cooking coal, etc. Which is higher than any other waterway. 88% of dry bulk cargo was transported through inland waterways followed by general cargo of 5 %, Rollon -Rolloff cargo of 3%, and liquid bulk of 2%.

**Volume of cargo movement through inland waterways**

The cargo movement through inland waterways has increased 700% between FY2014 and FY2023. Cargo transported by waterways in FY2023 was 126.2 MMT which was a remarkable surge from the 18 MMT transported in FY 2014. Further, the year-on year growth rate between FY2023 and FY2024 was 5.5% to reach cargo traffic of 133 MMT in FY2024.

The cargo movement through inland waterways in Maharashtra, Gujarat and Goa showed a steep rise. In Maharashtra, the cargo transported by inland waterways went up six times between FY2014 and FY2023, where it was 10.2 MMT in FY2014 and 63.1 MMT in FY2023.

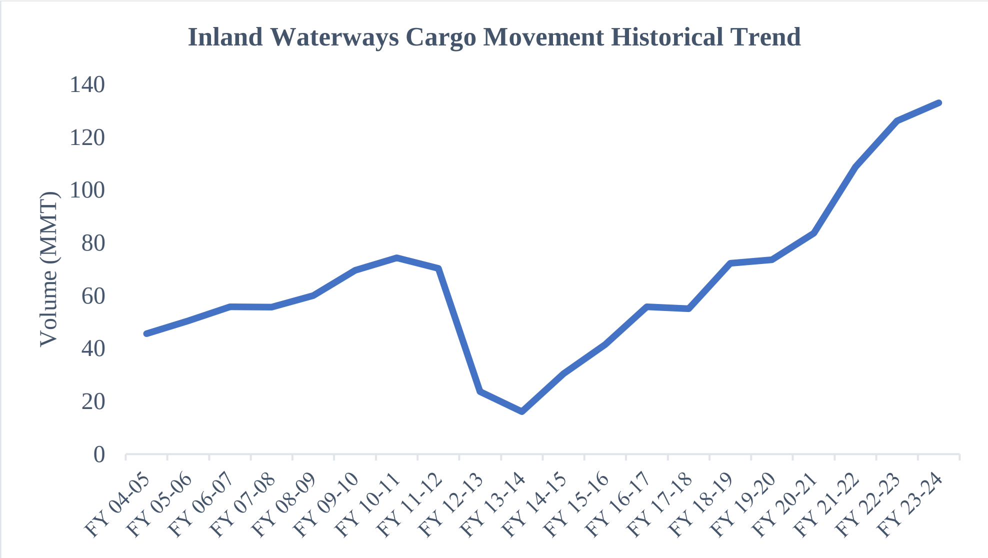
In Gujarat, the cargo transported by inland waterways reached 27.7 MMT in FY2023 compared to 11.5 in FY2018.




*Source: Ministry of Ports, Shipping and Waterways*

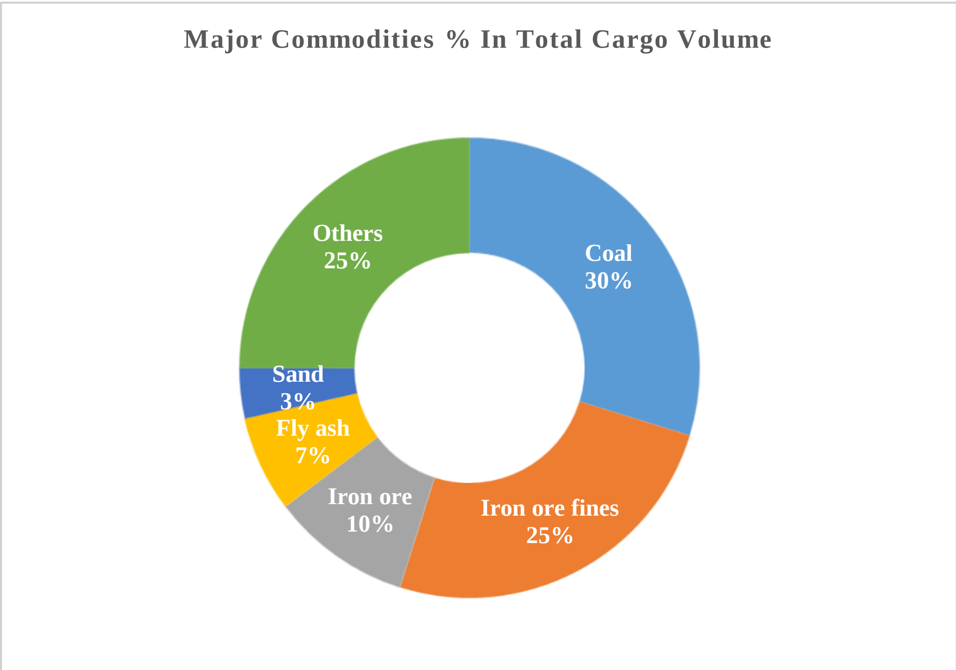
**Historical trend of Cargo Movement on Inland Waterways**

The total cargo traffic carried through inland waterways transport (IWT) has been on a rise since FY 2015. Before FY 2015, the investment made for IWT was very led which had led to a decline in cargo traffic. The investment spent on developing inland waterways in in India was only USD 250 Mn in 28 years between 1986-2014. Various projects such as Sagarmala, Maritime India Vision 2030, Jal Marg Vikas Project etc. were introduced after 2015 which has led to a boost in the cargo traffic through IWT and is expected to increase in the forecast years.




*Source: Ministry of Ports, Shipping and Waterways*

**Major types of commodities transported through inland water network.**




. *Source: Ministry of Ports, Shipping and Waterways*

**Key factors driving inland water transportation in India**

**Environment:** Inland water is a more environment-friendly mode of transportation compared to road and rail transport. The emission of Greenhouse gases by waterways is 0.0006 per Rs/TKm, by road is 0.0031 per Rs/TKm, and by rail is 0.0006 per Rs/TKm, that is emissions by waterways are 81% less than by road. It is also less polluting than rail and road transport. Air pollution by waterways is 0.03 per Rs/TKm, which is 85% less than by road (0.202 per Rs/TKm), and 18%

less by rail (0.0366 per Rs/TKm). The noise, soil, and water pollution are also negligible by water transport. Sustainable development in all areas is today's need and inland water transport plays a crucial role in India's vision toward green transport.

**Cost-efficiency:** The operating cost of vehicles in inland water transportation is also less. The cost of operating vehicles in waterways transportation is 0.843 Rs/TKm, in road transportation, it is 1.170 Rs/TKm, and in rail transportation, it is 1.009 Rs/TKm. Fuel requirement by waterways is 0.0048 Litre/TKm which is less than road transport (0.0313 Litre/TKm) by 85%, and less by rail transport (0.0089 Litre/TKm) by 46%. Inland water transportation is more fuel-efficient which translates to less logistics cost compared to other transports.

**Government initiatives:** In 2016, the government launched National Waterways Act 2016 declaring 111 waterways as national waterways which included 5 existing and 106 new waterways aiming to boost connectivity and transportation through waterways. In Maritime India Vision -2030, the government intends to increase the modal contribution of cargo movement by inland water transport from 2% to 5%. Also, The Ministry of Ports, Shipping and Waterways has considered a waiver of waterway user charges initially for a period of three years.

**International Connectivity:** Inland water transportation not only deals with domestic cargo but also international cargo from neighbouring countries such as Bhutan, Bangladesh, Nepal, and Myanmar. Movement between India & Bangladesh takes place under the Indo-Bangladesh Protocol on Inland Water on Transit and Trade Agreement which connects NW1, NW2, NW16 and NW97. The initiative has been taken for 7 new ports of call-in addition to the existing 6 on each side along with the addition/ extension of 2 waterway routes in addition to the existing 8 routes under this protocol between India and Bangladesh. Kaladan Multimodal Transit Transport Project was jointly identified by India and Myanmar to create a multi-modal mode of transport for the shipment of cargo from the eastern ports of India to Myanmar and it will provide alternate connectivity to the northeastern region of India and the rest of India.

**Tourism:** One of the key priorities of the Maritime India Mission 2030, is to promote cruise tourism including ocean, coastal and inland cruise tourism. Currently, there are 5 Key waterways with operational river cruises and additional 4 waterways are proposed for river cruise tourism. On January 13, 2023, the world's longest river cruise and waterways development projects were inaugurated, and the foundation stone was laid at Varanasi.

**Policy/ regulatory factors impacting inland water transportation in India.**

**Inland Vessels Bill, 2021:** This bill will regulate the safety, security, and registration of inland vessels. This bill is applicable all over India and union territories which will ensure seamless transportation by inland vessels. Mechanically propelled vehicles will have to get the certificate of survey under this bill. The term inland water extends to tidal water under this bill.

This bill also promotes the prevention of pollution by inland vessels by directing The Central Government to designate the list of chemicals, any ingredients or substance carried as bunker or as cargo, or any substance in any form discharged from any mechanically propelled inland vessel, as pollutants and prevents mechanically propelled inland vessel to cause pollution by discharging or dumping of such pollutants.

**Growth forecast**

By 2026, there is the potential to divert around 30,556 tonnes of traffic to IW while around 233,409 tonnes could potentially be diverted via roll-on roll-off (RoRo) cargo service. In 2035, around 210,419 tonnes could be diverted to IW and around 1,084,346 tonnes could be diverted to RoRo. With the integration of IW and RoRo services, there is the potential for GHG emissions savings of around 10 percent and 27 percent in 2026 and 2035, respectively.

In addition, with the adoption of newer technologies, fisheries could save up to 77 percent of their energy consumption by 2030 and fruits and vegetables could save up to 77 percent. Cold storage for potatoes could save up to 75 percent by shifting to improved technologies. The fruit and vegetable value chain could save about 38 percent in post-harvest refrigeration but could save up to 77 percent in transportation. The dairy value chain could save 83 percent of its energy demand by the end of 2030.

**SWOT ANALYSIS: SHIPPING SERVICES INDUSTRY**

**Strengths**

- The strategic geographical location of India plays a vital role in Global trade.
- The average Container Dwell Time has reached a level of 3 days only as compared to 4 days for countries like UAE and South Africa, 7 days for the USA and 10 days for Germany in 2023.

- Indian Ports "Turn Around Time" has reached 0.9 days which is better than the USA (1.5 days), Australia (1.7 days), Singapore (1.0 days) etc. in 2023.

**Weaknesses**
- Unavailability of skilled manpower for port operations
- Climate change and monsoons affect port operations and disrupt logistics.

**Opportunities**
- 100% FDI is allowed under the automatic route for projects related to the construction and maintenance of ports and harbors.
- India is seeking collaborators to explore alternate fuels under the green shipping initiative.

**Threats**
- Geopolitical tension such as the Red Sea crisis poses a threat to the Indian shipping industry.
- The rise in fuel prices impacts the cost of operating vehicles.
- Modernization of ports and increased operation cost has emerged as the most serious threat to Indian lighterage and barging industry

## BARGE TRANSPORTATION SCENARIO IN INDIA:

Barges are flat-bottom vessel that do not have a motor or engine, but are rather pulled by tugs, pusher boats or other vessels. Barges play an important role in keeping inland waterways running smoothly as they can transport cargo at a very low cost and reduce greenhouse gas emissions by almost 50% than rail and more than 800% by road. However, they are much harder to maneuver.

There are different types of barges that are used for specific purposes in the shipping industry. They also vary based on their size and the capacity that they hold.

Main Types of Barges Used in Shipping Industry:

1. **Dry Cargo Barges:** These barges are used to haul and ferry dry bulk cargo. Dry bulk cargo includes foodgrains, sand, minerals like steel and coal and other dry commodities.
2. **Deck Barges:** Deck barges are used to carry cargo like construction equipment, natural rock and stone, large metal pipes, and even livestock. These barges have a deck-like platform and can be docked for extended periods to act like a dry dock.
3. **Shale Barges:** These barges are constructed like deck barges with cargo bins/hoppers. They are used in transport of cargo from the drilling site in the oil and gas industry. These shale barges require clearance from the Ministry of Defence – Navy to operate.
4. **Split Hopper Barges:** This special type of barge is a hydraulically operated barge with a split open hull to carry loading and unloading of dredged material or any other construction material. Primarily, it is used for carrying dredged material as it is fitted with proper unloading tools.
5. **Ocean Barges:** Ships that can't make it to port due to size or shallow water use ocean barges to help transport cargo directly to land. Ocean barges are designed and constructed to withstand the elements of nature and are heavier than other types of barges.
6. **Floating Crane:** Also referred as crane ship, or crane barge., it is a ship with a crane that can lift heavy loads, typically over 1,500 tons. The largest floating cranes are used for offshore construction.
7. **Mini-bulk carrier:** A mini-bulk carrier is a small vessel carrier that are designed for river transport and are often built to pass under bridges. These vessels have a capacity of under 10,000 DWT and are used for carrying solid bulk cargoes like grains, coal, ore, cement, and fertilizers.

### Role of Tugs in Cargo Movement

Tugs or tugboats are boats with high-power engine which can change easily and is used to pull large ships in and out of ports. Tugs are also used to pull barges, as barges do not have self-propulsion and tugs make it easier to navigate around inland waterways. The propulsion system of tugs is the main reason behind their enormous strength. The strength of tugboats is very critical for pulling barges as well as large ships.

Advancements in technology and immense research has resulted in development of high-powered tugs compared to the previous ones. In Indian ports, tugs are being hired and not owned by the ports to make better profits by decreasing operational costs. Major ports in India currently require tugs between 50-75 tonnes bollard pull for better maneuverability, compared to the 25-40 tonnes bollard pull used a few years ago. Small 10 tonne bollard pull tugs are also being used but these are mainly for barges, coastal vessels and for berthing 6,000-7,000 dwt palm oil carriers.

Providing end-to-end support in the operation of tugs has become primary for tugboat providers as reliability of tugs is of priority to the ports as well as for the vessels that are being tugged. In case of pulling large vessels as well as barges through

the waterways, the projects are large-scale and continuous making it necessary for tugs to be designed by experts and be of high-quality.
But along with the reliability and high-power of tugboats, trained tugboat operators to operate these advanced tugboats are necessary. Few private companies providing tugboat services have set up training institutes to cater to the demand of skilled tugboat operators.

**Current scenario & Historical growth of Barge and Tug segment in India**

**Barges:** Barges were being used to carry goods before the industrial revolution when there were no vessels, and this was the only way to transport grains and other goods. Their demand had reduced in the past few years due to availability of advanced vessels. However, the demand for barges in India is on the rise in the past few years. The demand is mainly owing to Sagarmala project being taken up by the government to promote inland waterways.
Cost-efficiency is one of the primary reasons for the usage of barge. Although the number of barges being used is decreased, the tonnage of barges has increased over the years. This is mainly to reduce operational costs of transporting goods. Sustainability and decarbonization is another reason for the increase in use of barges. As countries are pledging to reduce carbon emissions, barge usage is expected to rise in the coming years. Although use of barges is restrictive for transporting goods in the sea, port-to-port transport of goods could be facilitated with appropriate measures from the regulatory bodies. Lighterage activities are also being carried out using barges in ports such as Navlakhi, Veraval and Bedi. The loading and offloading of cargo from large vessels are carried out on barges are transported to ports. However, improvement in infrastructure at these lighterage ports could reduce dependence on barges.

**Tugs:**The demand for tugs is on a rise as ports in India are either upgrading or hiring higher power tugs to replace the low tonnage ones. Paradip Port currently has 6 tugs in place, 4 tugs with 50 tonnes bollard pull, 1 tug with 45 tonnes bollard pull and 1 tug with 60 tonnes bollard pull. The 50 tonnes bollard pull tug is for handling crude and product tankers of between 120,000 and 200,000 dwt at a designated jetty which is being developed close to the port's entrance channel for Indian Oil Corp (IndianOil).
The Jawaharlal Nehru Port Trust (JNPT), too, has signaled its intention to take on additional ASD tugs for handling the larger number of container carriers that will berth.
Many companies such as Temba Shipyards, Hindustan Shipyard, Vijai Marine Shipyards and Ocean Sparkle among others are leading manufacturers of tugs and supply these tugs to major ports as well as private ports for tugging of large vessels to the port area. Most of these companies have shifted to manufacturing tugs of 40-70 tonnes bollard pull as the demand for high-power tugboats have increased. However, companies such as Vijai Marine Shipyards are manufacturing 10 tonnes bollard pull for barges and small vessels.
Few market players are foreign companies who are supplying tugs to Indian ports, belonging to nations such as China and Singapore. Indian private players need to focus of reliability and providing end-to-end services to having a strong hold on the market. Training crew to operate advanced tugs is a challenge that the Indian ports and shipping industry will have to address over the years to come.

**Penetration of barge transport in inland & maritime water transportation in India**

Cargo movement on National Waterway-1 has witnessed significant growth in last decade. A growth of 152.8% in cargo movement has been achieved in 2023-24 (12.8 MMT) from 2014-15 (5.05 MMT). A robust growth at a CAGR of 10.9% has been witnessed in traffic movement on NW-1.
The major commodities transported through NW-1 includes fly ash, construction material, coal, food grains, general cargo, etc. Kolkata barge industry was formed primarily for the movement of jute from the interiors of the state to the harbor through river navigation for the purpose of exports. However, gradual decrease in jute exports has made significant impact over the industry resulting in the decline in the number of barges as well as shifting of activity for transporting other kinds of cargo like logs, pulses and other commodities. This robust growth on NW-1 is now promoting the extensive use of barge for transport of goods.
The demand for barges in Goa has evolved with need for transporting iron ore mined in the state to the Mormugao port. The export of iron ore has been on the rise since COVID-19 and the main port exporting iron ore from India is from Mormugao port. The future of the barging industry in Goa is likely to depend on the iron ore export volume from the state. Exporters like Chowgules, Dempo and Sesa Goa have set up captive shipbuilding facilities to take care of construction of barges. Most of the independent barge operators prefer to build the barges on their own by hiring workshops located along side of the river Zuari and Mandvi.

**Key factors driving the barge transport industry**

**Government Initiatives:** Barge transportation plays a crucial role in inland waterway transport, facilitating the movement of goods along rivers, canals, and other water routes. The Indian government has taken initiatives to increase inland water

transport, invest in developing inland water transport and improve regulatory measures such as the Inland Vessels Bill, of 2021. Which has seen cargo movement of 133.03 MMT through inland waterways.
**Infrastructure Development:** Infrastructure development including terminal development work to improve port facilities and fairway development work to improve the navigability of inland waterways, such as Jal Vikas Marg. These developments enhance the capacity of and support the growth of barge transport.
**Cost and Fuel Effectiveness:** Barges can carry large volumes of bulk cargo such as sand, coal, iron ore, etc. They are cost-effective and fuel-effective compared to other modes of transport such as rail or road. They are clean and less polluting, making an environment-friendly way of transportation.

**Expected growth in barge transport industry in India**

As per government data inland water transport has grown to 133.03 MMT in FY 2023-2024. Over 10 years traffic on inland water transport has seen a growth of CAGR of 22.10%. The Indian government is hoping to grow and increase navigability for 1000-1500 Dead Weight Tonnage barges along the NW-1 stretch from Haldia-Varanasi under the Jal Vikas Marg project.
A Memorandum of Understanding is signed between Inland Waterways Authority of India and MOL (Asia Oceania) Pte. Ltd for transportation of LPG (Liquified Natural Gas) through barges on National Waterways-1 and National Waterways-Maersk India has successfully transported containers over barges across the India-Bangladesh Border using the inland waterways of the Indo-Bangladesh Protocol Route.
With government initiatives, infrastructure development, investment in inland waterways a focus on sustainable transport, and a reduction in logistics costs, barge transportation will see tremendous growth.

**Competitive Landscape**

The global shipping and logistic industry are characterized by a complex interplay of consolidation and fragmentation. While the top tier is dominated by a handful of mega-carriers, controlling a significant portion of the market, the industry also comprises a multitude of smaller players catering to niche segments. Entry barriers into the shipping and logistic industry are substantial, primarily due to the colossal capital investments required for vessel acquisition, port infrastructure, and operational expertise. However, regional players and specialized carriers have carved out niches, adding to the industry's complexity.
Key factors shaping competition in the Indian shipping industry include government policies, infrastructure development, trade volumes, fuel costs, and environmental regulations. The industry is gradually consolidating, with a few large Indian shipping companies emerging. Despite challenges, the sector presents opportunities for growth due to India’s strategic positioning in the maritime trade and increasing global trade with developed and emerging countries.

**COMPANY PROFILING**

**Company Background**
Shreeji Shipping Global Limited (formerly Shreeji Shipping) was founded in 1995 as a partnership firm. Initially focused on providing comprehensive shipping and logistics solutions, the company expanded its operations to include captive infrastructure such as barges, cranes, and warehousing. With a global reach, Shreeji Shipping has built a reputation for timely deliveries and efficient services. The company was incorporated as a limited company in 2024. Moreover, the company handles approximately 14 million tonnes of dry bulk cargo at anchorage across the West Coast of India, as well as at Puttalam Port in Sri Lanka and ports in Guinea and Sierra Leone, West Africa. With operations at more than 21 ports and terminals, the company’s core focus remains on lighterage operations at anchorage, efficiently handling bulk cargoes such as coal, clinker, bauxite, cement, salt, fertilizers, iron ore, pet coke, sulphur, and limestone.

The tables below set forth the details of our vessel fleet as of September 30, 2024.

| Particulars | Number of vessels owned | Size/Capacities | Principal uses |
|---|---|---|---|
| Self-Propelled Barges | 55 | Gross Tonnage: 656.00-1,419.66 Tonnes and Dead Weight Tonnage: 1,050.00-2,400.00 Tonnes | Self-Propelled Barges are used for lightering and marine transportation of goods including Dry Bulk Commodities. |
| Mini-bulk carriers | 05 | Gross Tonnage: 1,465.00 Tonnes and Dead Weight Tonnage: 2,250.00 Tonnes | Type of cargo vessel having hatch covers and designed for lightering and marine transportation of goods including Dry Bulk Commodities. |
| Motor tugs | 09 | Gross Tonnage: 38.66-247.00 | For assisting the navigation and |

| | | | |
|---|---|---|---|
| | | Tonnes | movement of larger vessels, such as ships and barges |
| Floating cranes | 07 | Gross Tonnage: 1,021.00-2,176.00 Tonnes | Require due to its heavy lifting capabilities at anchorage for cargo Handling operations |
| **Total Fleet Size** | **76** | **-** | **-** |

***Note:***
*Gross Tonnage refers to total volume of the respective vessel's enclosed spaces (hull, deckhouse, cargo holds, machinery spaces, etc.).*
*Dead Weight Tonnage measures the weight-carrying capacity of a vessel.*

After September 30, 2024, we had additionally acquired 08 (Eight) ss 14th October 2024 from one of our group companies i.e., Shreeji Shipping Services (India) Limited.

The tables below set forth the details of earthmoving equipment fleet as of September 30, 2024.

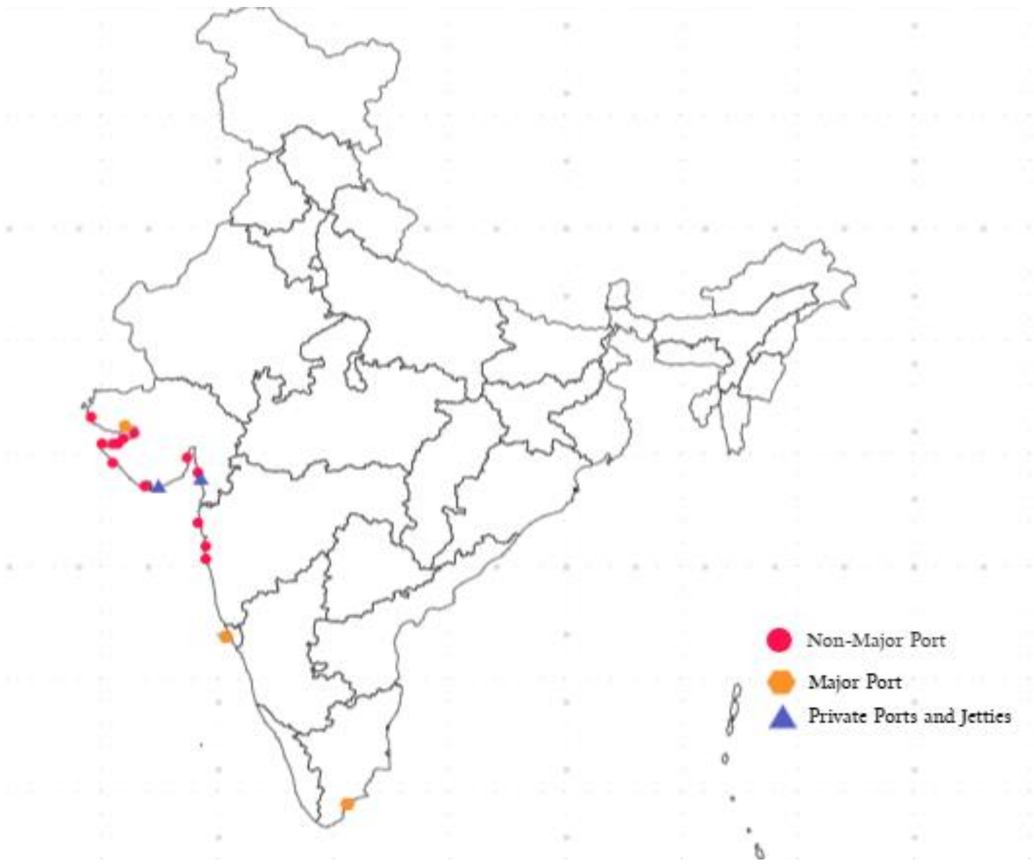
| **Particulars** | **Number of earthmoving equipment owned** | **Principal uses** |
|---|---|---|
| Material handling machines | 24 | Equipment designed specifically for handling and moving materials in port operations |
| Excavators | 49 | Excavators are heavy construction and mining equipment designed for digging, lifting, and moving materials. |
| Pay loaders | 62 | Equipment used for loading and transporting materials over short distances |
| Tippers including Trailers | 194 | Quick transport and unloading of bulk materials between ships, stockpiles, and other transport modes |
| Tanker | 15 | Used for water sprinkling to manage dust, clean the port area, and maintain safety standards. |
| Other Vehicles | 40 | Other vehicles include Fogger, Tractors and others used for Transportation and Cargo Handling. |
| **Total** | **384** | |

**Ports of Operation:**

| **Name of Port** | **Major Port** | **Non-Major Port** | **Others** | **All weather/ Seasonal** | **Name of State/Country Located in** | **Operations performed** |
|---|---|---|---|---|---|---|
| Navlakhi | - | ✓ | - | All weather | Gujarat, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals services |
| Bedi | - | ✓ | - | All weather | Gujarat, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals services |
| Magdalla | - | ✓ | - | Seasonal | Gujarat, India | Cargo Handling and Fleet Chartering and Equipment Rentals services |
| Puttalam | - | - | ✓ | Seasonal | Sri Lanka | Cargo Handling and Fleet Chartering and Equipment Rentals services |
| Dharamtar | - | ✓ | - | All weather | Maharashtra, India | Fleet Chartering and Equipment Rentals services |
| Bhavnagar | - | ✓ | - | Seasonal | Gujarat, India | Cargo Handling and Fleet Chartering and Equipment Rentals services |
| Sikka | - | ✓ | - | Seasonal | Gujarat, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals services |
| Mul-Dwarka | - | ✓ | - | Seasonal | Gujarat, India | Cargo Handling and Fleet Chartering and Equipment Rentals services |

| Name of Port | Major Port | Non-Major Port | Others | All weather/ Seasonal | Name of State/Country Located in | Operations performed |
|---|---|---|---|---|---|---|
| V. O. Chidambaranar | ✓ | - | - | All weather | Tamil Nadu, India | Fleet Chartering and Equipment Rentals services |
| Kandla | ✓ | - | - | All weather | Gujarat, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals services |
| Marmugao | ✓ | - | - | All weather | Goa, India | Cargo Handling and Fleet Chartering and Equipment Rentals services |
| Hazira | - | - | ✓ | Seasonal | Gujarat, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals services |
| Ultratech Jetty | - | - | ✓ | Seasonal | Gujarat, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals services |
| Okha | - | ✓ | - | Seasonal | Gujarat, India | Fleet Chartering and Equipment Rentals services |
| Dahanu | - | ✓ | - | Seasonal | Maharashtra, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals services |
| Porbandar | - | ✓ | - | Seasonal | Gujarat, India | Fleet Chartering and Equipment Rentals services |
| Jakhau | - | ✓ | - | Seasonal | Gujarat, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals services |
| Vadinar | - | - | ✓ | All weather | Gujarat, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals services |
| Dighi | - | ✓ | - | All weather | Maharashtra, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals services |
| Konta | - | - | ✓ | Seasonal | Guinea | Fleet Chartering and Equipment Rentals services |
| Boffa | - | - | ✓ | Seasonal | Guinea | Fleet Chartering and Equipment Rentals services |

Set forth below is a map showing the locations of the ports in India in which issuer entity provides their services.




**Projects and Achievements**

**State-of-the-Art Environmental Safeguards at Sulphur Handling Terminal:** The company has established an exclusive terminal at Rozi Pier, Bedi Group of Ports, for Reliance Industries Limited (RIL). A record load rate was reached by handling all cargo at anchorage, resulting in five-year exclusive sulphur handling contract.

**Sister Tugboat Construction and Cost Optimization for Long-Term Charter:** The company was awarded a work to provide two tugs, Radha and Meera, on a five-year time charter basis. By introducing a tug-side launching solution at the shipbuilding platform in Bedi Port, effectively reduced the overall charter costs for the client, demonstrating a commitment to innovative, cost-efficient maritime solutions.

**Ceylon Shipping Corporation:** The company has been contracted to discharge imported coal at Puttalam Port, Sri Lanka, for a government thermal power plant.

**Highest Productivity Award:** The company has been honoured by Deen-Dayal Port Trust (DPT) for achieving exceptional productivity in the coal/coke handling category during the FY 2019. It has discharge 36,376 MT of coal in a single day at Kandla anchorage.

**Enhancing Tonnage Capacity at Space-Constrained Minor Ports such Navlakhi:** To accommodate additional cargo volumes at space-restricted minor ports, the company has established intermediary storage facilities adjacent to port area at Mota Dahisara near Navlakhi Port. This strategic solution allows clients to import or export additional parcels, including cargo types with slower dispatch timelines.

**Comprehensive Asset Portfolio and Advanced Equipment Integration:** The company boasts a shore-based and marine asset portfolio, strategically aligned to service its esteemed clientele. The company's fleet includes German-engineered floating cranes, specifically designed for handling gearless parcels, alongside advanced material handlers that significantly reduce cargo spillage and minimize shortages, ensuring optimal operational efficiency.

**Generating additional volume and tonnage by making innovative transhipment operations in monsoon season for non-monsoon ports:** Maintaining operational continuity at non- operational ports like Magdalla, Surat, the company implemented innovative transshipment operations using mini bulk carriers with telescopic hatch cover at Bhavnagar Port, effectively transporting cargo to Magdalla Port.

**Strategic Acquisition and Market Dominance:** The company acquire, the marine floating assets of United Shippers Limited (USL). This strategic acquisition has solidified company's position as the leading cargo-handling agency on the entire west coast of India at midstream minor ports.

**Major Clients**

Reliance Industries Limited, Nayara Energy Limited, Adani Enterprise Limited, Aditya Birla Global Trading Private Limited, RSPL Limited, Ultratech Cement Limited, ArcelorMittal Nippon Steel India Limited (AM/NS), Sanghi Industries Limited, Torrent Power Limited, Agarwal Coal Corporation Private Limited, Mohit Minerals Limited, JSW Minerals Trading Private Limited, Saurashtra Cement Limited, Shree Digvijay Cement Company Limited, Tata International Limited, Taranjot Resources Private Limited and Balaji Malts Private Limited

## OUR BUSINESS

*Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section entitled "Forward-Looking Statements" on page 20 for a discussion of the risks and uncertainties related to those statements and also the sections entitled "Risk Factors", "Industry Overview", "Summary of Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 35, 129, 78 and 332, respectively, as well as financial and other information contained in this Draft Red Herring Prospectus as a whole, 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's financial or fiscal year commences on April 1 and ends on March 31 of the subsequent year. Accordingly, references to a "Fiscal" or "fiscal year" are to the 12-month period ended March 31 of the relevant year. Unless otherwise stated or the context otherwise requires, the financial information included in this section is based on our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus. For further information, see "Summary of Financial Information" on page 78. Also see, "Definitions and Abbreviations" on page 1 for certain terms used in this section. Unless the context otherwise requires, references in this section to "our Company", "we", "us", or "our" refer to Shreeji Shipping Global Limited.*

*We have also included various operational and financial performance indicators in this Draft Red Herring Prospectus, some of which have not been derived from our Restated Consolidated Financial Information. The manner of calculation and presentation of some of the operational and financial performance indicators, and the assumptions and estimates used in such calculation, may vary from that used by other companies in India and other jurisdictions.*

*Unless otherwise indicated, the industry-related information contained in this section is derived from a report titled "Report on Indian Shipping and Logistic Industry" dated December 31, 2024, prepared by Dun & Bradstreet, which has been prepared exclusively for the purpose of understanding the industry in connection with the Issue and commissioned and paid for by our Company in connection with the Issue (the "Dun & Bradstreet Report"). The data included herein includes excerpts from the Dun & Bradstreet Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Dun & Bradstreet Report and included herein with respect to any particular year, refers to such information for the relevant calendar year. Copy of the Dun & Bradstreet Report is available on the website of our Company at www.shreejishipping.in. For further information, see ""Risk Factor No. 42. Certain sections of this Draft Red Herring Prospectus contain information from the Dun & Bradstreet Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Issue is subject to inherent risks*" on page 67. *Also see, "Certain Conventions, Currency of Presentation, Use of Financial Information and Market Data –Industry and Market Data" on page 17.*

### Overview

Our company provides shipping and logistic solution for dry bulk cargo at various Ports and Jetties at India and Sri Lanka. As of September 30, 2024, we have fleet of more than 75 vessels (consisting of barges, mini bulk carriers (MBCs), tug boats and floating cranes) and more than 380 earthmoving equipment (consisting of material handling machines, excavators, pay loaders, tippers including trailers, tankers and other vehicles) in services of our clients. We have a legacy of more than two and half decades in the shipping and logistic industry with prominent experience in cargo handling, transportation, fleet chartering and equipment rentals and other ancillary services. We are the flagship company of Jamnagar based "Shreeji Group", promoted and led by Ashokumar Haridas Lal and Jitendra Haridas Lal, having combined experience of more than fifty-five (55) years in the shipping and logistics industry. Under their leadership, our company has evolved into an integrated shipping and logistic solution provider for dry bulk cargo handling at all-weather and seasonal ports in India and Sri Lanka. Though, we provide our services at major ports, we are primarily focused on non-major ports and jetties, particularly along the West Coast of India. As of September 30, 2024, we have provided our services at more than twenty (20) ports and jetties including major Indian ports at Kandla, non-major ports at Navlakhi, Magdalla, Bhavnagar, Bedi and Dharmatar and overseas port at Puttalam Port (Sri Lanka). *(Source: Dun & Bradstreet Report)*

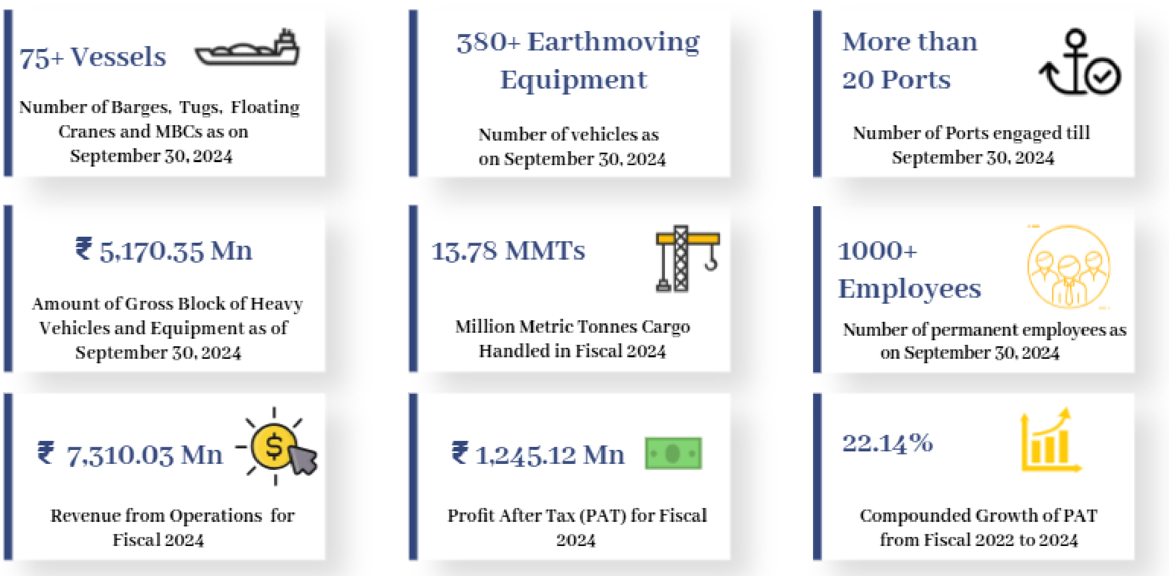
Our company was erstwhile established as partnership firm in the year 1995, in the name of M/s. Shreeji Shipping. With our promoters, Ashokkumar Haridas Lal and Jitendra Haridas Lal, having significant experience in the shipping and logistics sector, the partnership firm has evolved its business to provide integrated shipping and logistic services, which later on converted in our present company on April 11, 2024, in order to optimise the business operations and avail benefits of corporate structure.

We offer comprehensive shipping and logistic solutions for dry bulk cargo, including cargo handling and transportation services. Under our cargo handling segment, we provide STS (Ship to Ship) Lighterage, Stevedoring and other port services including cargo management services. Further, as a part of logistic supply chain, we also provide transportation services for dry bulk cargo including port to premise drop-off and vice versa. For the six months period ended September 30, 2024 and for the Fiscal ended 2024, 2023 and 2022, our company handled total cargo volume of 6.99 MMTs, 13.78 MMTs, 13.87 MMTs and 14.24 MMTs, respectively. For the same period, volume of cargo transported by our company was 1.05 MMTs, 2.74 MMTs, 2.96 MMTs and 1.97 MMTs, respectively.

We believe that our prolong experience in the shipping and logistic industry and wide network of transportation and distribution model helps us to deliver our solutions to customers engaged across various industries. We primarily cater to our customers in various sectors including Oil and Gas, Energy and Power, Fast Moving Consumer Goods (FMCG), Coal and Metal Industry. Our complete integrated end to end shipping and logistic services provides our customers with a preferable option of single-window solutions thereby negating the need to approach multiple service providers at different levels in the chain of shipping and logistic services. Further, our integrated service model provides us with greater business opportunities from our customers involving wide range of services, contributing to our revenue and profitability.

For the six months period ended September 30, 2024, on a restated consolidated basis, we have generated a revenue from operations of ₹ 2,993.51 million, EBITDA from continuing operations of ₹ 993.55 million and PAT from continuing operations of ₹ 805.35 million. For the fiscal year ended March 31, 2024, on a restated consolidated basis, we generated a revenue from operations of ₹ 7,310.03 million, EBITDA from continuing operations of ₹ 1,978.91 million and PAT from continuing operations of ₹ 1,245.12 million. For the last three fiscal years, on a restated consolidated basis, our revenue from operations, EBITDA and PAT from continuing operations grew at a CAGR of 13.05%, 18.51% and 22.14%, respectively. According to Dun & Bradstreet, the cargo handled at ports in India is expected to grow at a CAGR of 10.80% from 1,540 MMTs of cargo in Fiscal 2024 and to 2,849 MMTs in Fiscal 2030. Further, total cargo handled by ports situated in Gujarat is expected to increase from 317.20 MMTs in Fiscal 2024 to 720 MMTs in Fiscal 2030, representing CAGR of 17.50%.

We have achieved significant scale and growth, as demonstrated by the below metrics.




*Our Service Offering*

- *Cargo handling* services which primarily includes lightering, stevedoring and other port services including cargo management services;
- *Transportation* which includes port to premise drop off services and vice versa providing complete logistic solutions;
- *Fleet Chartering and Equipment rentals* which primarily includes the providing our vessels and earthmoving equipment on charter basis. We also provide other necessary equipment needed for loading and unloading of cargo;
- *Other operational income* which primarily includes the sale of scrap and other sundry activities.

The table set forth below provides the split of our consolidated revenue from operations for the periods indicated.

| Revenue from operations by service type | For the six months ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Amount (₹ in millions) | % of revenue from operations | Amount (₹ in millions) | % of revenue from operations | Amount (₹ in millions) | % of revenue from operations | Amount (₹ in millions) | % of revenue from operations |
| Cargo Handling | 2,337.55 | 78.09% | 5,065.01 | 69.29% | 5,434.53 | 65.71% | 3,858.89 | 67.47% |
| Transportation | 401.25 | 13.40% | 871.27 | 11.92% | 1,016.41 | 12.29% | 775.05 | 13.55% |
| Fleet Chartering and Equipment Rentals | 227.67 | 7.61% | 1,331.66 | 18.22% | 1,737.12 | 21.01% | 1,036.91 | 18.13% |
| Other operational income (1) | 27.04 | 0.90% | 42.09 | 0.58% | 81.91 | 0.99% | 48.89 | 0.85% |
| **Total** | **2,993.51** | **100.00%** | **7,310.03** | **100.00%** | **8,269.97** | **100.00%** | **5,719.73** | **100.00%** |

*(1) Other operational income includes other sundry activities and sale of scrap.*

Set out below are photographs of our business operations:

**Key Performance Indicators**

**Details of KPIs for the six months period ended September 30, 2024 and for the Fiscal 2024, 2023 and 2022:**

| Sr No | Particulars | For the six months period ended September 30, 2024* | For the fiscal ended | | |
|---|---|---|---|---|---|
| | | | 2024 | 2023 | 2022 |
| ***Financial KPIs*** | | | | | |
| 1. | Total Income (₹ in million) | 3,009.77 | 7,361.74 | 8,273.29 | 5,726.20 |
| 2. | Revenue from Operations (₹ in million) | 2,993.51 | 7,310.03 | 8,269.97 | 5,719.73 |
| 3. | Revenue CAGR Fiscal 2022 to Fiscal 2024 (%) | NA | 13.05% | | |
| 4. | EBITDA (₹ in million) | 993.55 | 1,978.91 | 1,887.13 | 1,409.07 |
| 5. | EBITDA Margin (%) | 33.19% | 27.07% | 22.82% | 24.64% |
| 6. | EBITDA CAGR Fiscal 2022 to Fiscal 2024 (%) | NA | 18.51% | | |
| 7. | Profit after tax (PAT) (₹ in million) | 805.35 | 1,245.12 | 1,188.85 | 834.62 |
| 8. | PAT Margin (%) | 26.90% | 17.03% | 14.38% | 14.59% |
| 9. | PAT CAGR Fiscal 2022 to Fiscal 2024 (%) | NA | 22.14% | | |
| 10. | Return on Equity (RoE) (%) | 26.30% | 43.61% | 58.17% | 90.89% |
| 11. | Return on Capital Employed (%) | 14.82% | 35.33% | 38.05% | 32.47% |
| 12. | Net Operating Cash Flows (₹ in millions) | (281.10) | 1,600.27 | 1,579.33 | 1,431.64 |
| 13. | Fixed Tangible Asset Turnover Ratio (in Times) | 0.87 | 1.97 | 2.29 | 1.94 |
| 14. | Debt to Equity Ratio (in Times) | 0.89 | 0.50 | 0.69 | 1.54 |
| 15. | Debt Service Coverage Ratio (in Times) | 7.64 | 5.97 | 2.23 | 2.30 |
| 16. | Current Ratio (in Times) | 1.89 | 1.41 | 1.06 | 1.00 |
| ***Operational KPIs*** | | | | | |
| 17. | Volume of Cargo Handled (in MMTs) | 6.99 | 13.78 | 13.87 | 14.24 |
| 18. | Volume of Cargo Transported (in MMTs) | 1.05 | 2.74 | 2.96 | 1.97 |
| 19. | Number of Customers served | 76 | 102 | 96 | 95 |

**Not Annualised*
*NA= Not Applicable*
*Notes:*

1. *Total Income means addition of revenue from operations and other income.*
2. *Revenue from Operations means addition of revenue from customers and other operating income.*
3. *Revenue CAGR Fiscal 2022 to Fiscal 2024 (%) is calculated as "(Revenue for the Fiscal 2024 / Revenue for the Fiscal 2022)^(1 / Number of Years) – 1".*
4. *EBITDA = Restated profit for the year/ period before exceptional items + finance costs + total tax expense/(credit) + depreciation and amortisation expense.*
5. *EBITDA Margin (%) = EBITDA / Revenue from Operations.*
6. *EBITDA CAGR Fiscal 2022 to Fiscal 2024 (%) is calculated as "(EBITDA for the Fiscal 2024 / EBITDA for the Fiscal 2022)^(1 / Number of Years) – 1".*
7. *PAT means profit for the year / period provides information regarding the overall profitability of the business.*
8. *PAT Margin (%) = PAT / Revenue from Operations.*
9. *PAT CAGR Fiscal 2022 to Fiscal 2024 (%) is calculated as "(PAT for the Fiscal 2024 / PAT for the Fiscal 2022)^(1 / Number of Years) –1".*
10. *Return on Equity is calculated as restated profit after tax for the year divided by average total equity.*
11. *Return on Capital Employed (%) is calculated as earning before interest and tax (EBIT) / Capital Employed. EBIT is calculated as "Profit before tax and exceptional item + Interest expenses" and Capital Employed is calculated as "Total Equity + Non-Current Borrowings + Current Borrowing+ Deferred Tax Asset/(Liability) – Intangible Assets including Intangible Asset Under Development".*

12. *Net Operating Cash Flows means Cash Generated from Operations after income taxes paid.*
13. *Fixed Tangible Asset Turnover Ratio is calculated as restated revenue from operations divided by Tangible assets for the respective period/year.*
14. *Debt to Equity ratio is calculated as Total of "non-current borrowings and current borrowings" / Total Equity.*
15. *Debt Service Coverage Ratio is calculated as earnings available for debt services (calculated as Profit after tax + interest expenses + Depreciation and amortisation expenses+(Profit)/Loss on sale of fixed assets) divided by Total interest and principal repayments.*
16. *Current ratio is calculated as restated total current assets divided total current liabilities.*
17. *Volume Cargo Handled represents Million Metric Tonnes (MMTs) of cargo handled by the company under its cargo handling vertical for the respective period/year.*
18. *Volume Cargo Transported means Million Metric Tonnes (MMTs) of cargo transported by the company under its transportation vertical for the respective period/year.*
19. *Number of customers served means customers for the respective period/year. Such number of customers may consist of common parties in all of the respective period/year.*

For any further details of our KPIs, see "*Management's Discussion and Analysis of Financial Position and Results of Operations – Key Performance Indicators and Non-GAAP Financial Measures*" on page 333.

**Our Strengths:**

We have the following competitive strengths:

***Prominent player in integrated shipping and logistic service provider in India***

Our company provides shipping and logistic solution for dry bulk cargo at various ports and jetties in India and Sri Lanka. As of September 30, 2024, we have fleet of more than 75 vessels (consisting of barges, mini bulk carriers (MBCs), tug boats and floating cranes) and more than 380 earthmoving equipment (consisting of material handling machines, excavators, pay loaders, tippers including trailers, tankers and other vehicles) in services of our clients. We have a legacy of more than two and half decades in the shipping and logistic industry with prominent experience in cargo handling, transportation, fleet chartering and equipment rentals and other port services. Our company is one of the prominent player in integrated shipping and logistic solution provider for dry bulk cargo handling at all-weather and seasonal ports at India and Sri Lanka.

Our business is conducted on a business-to-business basis. Though, we provide our services at major ports, we are primarily focused on non-major ports and jetties, particularly along the West Coast of India. As of September 30, 2024, we have provided our services at more than twenty (20) ports and jetties including Major Indian ports at Kandla, Non-major ports at Navlakhi, Magdalla, Bhavnagar, Bedi and Dharmatar and overseas port at Puttalam Port (Sri Lanka). *(Source: Dun & Bradstreet Report)*. We have also provided our fleet chartering services in past at Konta Port and Boffa Port, located at Guinea, West Africa.

For six months period ending September 30, 2024, we derived 94.65% of our revenue from operation from our India operations and rest of the revenue from operations in Sri Lanka, amounting to 5.35%, respectively of our revenue from operations.

The table below sets forth cargo handled at Indian ports by our company in million metric tonnes (MMTs). The table also sets forth the revenue from cargo handling at ports in India for the same periods. We believe that the volume in which we operate and our ability to deal in high volumes, sets us apart from many other shipping and logistics service providers in India.

| **Particulars** | **For the six months ended September 30, 2024** | **Fiscal 2024** | **Fiscal 2023** | **Fiscal 2022** |
|---|---|---|---|---|
| Cargo handled at Indian ports (in MMT) | 6.06 | 11.62 | 12.48 | 12.33 |
| Revenue from cargo handling at Indian ports (₹ in millions) | 2,177.50 | 4,647.85 | 5,177.05 | 3,565.95 |
| **% of total revenue from operation** | **72.74%** | **63.58%** | **62.60%** | **62.34%** |

According to D&B, the cargo handled at ports in India is expected to grow at a CAGR of 10.80% from 1,540 MMTs of cargo in Fiscal 2024 and to 2,849 MMTs in Fiscal 2030. Further, total cargo handled by ports situated in Gujarat is expected to increase from 317.20 MMTs in Fiscal 2024 to 720 MMTs in Fiscal 2030, representing CAGR of 17.50%. We provide complete integrated end to end shipping and logistics services for our clients.

We believe that we will take advantage of growth in the demand for shipping and logistics for the following reasons:

*Brand*: Over two and half decades, we have built a trusted brand among our customers from our integrated service approach, cargo handling efficiency and on-time delivery resulting to increased customer satisfaction. As of September 30, 2024, we had relationships of over 5 years with seven (7) of our top 10 customers.

*Integrated solution*: We are an integrated shipping and logistics solution provider that focuses on cargo handling at all-weather and seasonal ports in India and Sri Lanka. Our cargo handling operations consists of various services including Lightering services, stevedoring services and other port services including cargo management services. In addition to our cargo handling services, we also offer transportation for dry bulk cargo and fleet chartering and equipment rentals services to our customers.

*Customer Base*: We primarily cater to our customers in various sectors including Oil and Gas, Energy and Power, Fast Moving Consumer Goods (FMCG), Coal and Metal Industry. For the six months period ended on September 30, 2024, we have served total of 76 customers and for the Fiscal 2024, 2023 and 2022, we have served 102, 96 and 95 customers, respectively. Further, we have a strong base of existing customers. We have generated 95.94%, 93.87%, 96.59% and 90.78% of our revenue from operations such existing customers for the six months period ended September 30, 2024 and for Fiscal 2024, 2023 and 2022. The number of such existing customer for the respective period was 62, 77, 57 and 58, respectively.

For the six-month period ended September 30, 2024, as well as for Fiscal 2024, 2023, and 2022, we acquired 14, 25, 39 and 37 new customers, respectively. The revenue generated from them represented only 4.06%, 6.13%, 3.41% and 9.22% of the total revenue from operations for each respective period.

*Fleet of Vessels and Earthmoving Equipment*: As of September 30, 2024, we have fleet of more than 75 vessels (consisting of Barges, Mini Bulk Carriers (MBCs), tug boats and floating cranes) and more than 380 earthmoving equipment (consisting of material handling machines, excavators, pay loaders, tippers including trailers, tankers and other vehicles) in services of our clients.

***Long-term institutional customer relationships in key sectors***

We primarily cater to the customers in various sectors including Oil and Gas, Energy and Power, Fast Moving Consumer Goods (FMCG), coal and metal industry. Our business is conducted on a business-to-business basis. For the six months period ended on September 30, 2024, we have served total of 76 customers and for the Fiscal 2024, 2023 and 2022, we have served 102, 96 and 95 customers, respectively.

The following table indicates total number of customers for the reporting period:

| Particulars | For the six months ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Number of customers served | 76 | 102 | 96 | 95 |
| *Of which:* | | | | |
| Existing Customers | 62 | 77 | 57 | 58 |
| New Customers | 14 | 25 | 39 | 37 |

For the period of six month ended on September 30, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, we derived approximately 95.94%, 93.87%, 96.59% and 90.78%, respectively, of our consolidated restated revenues from operations from existing customers. As of September 30, 2024, we had relationships of over 5 years with seven (7) of our top 10 customers.

We believe that our long-standing relationships are largely attributable to our integrated services which allow us to cater to our customers' complex requirements with operational efficiency and cost-effectiveness. While we have diversified customer base across multiple industry verticals including Oil and Gas, Energy and Power, Fast Moving Consumer Goods (FMCG), Coal and Metal Industry, we depend on certain customers that contribute significantly to our revenue from operations. The table below sets out the percentage of revenue from operations from our top ten customers operating in certain sectors, for the periods indicated:

| Revenue from operations by Industry type | For the six months ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation |
| Oil and Gas | 649.82 | 21.71% | 1,975.69 | 27.03% | 2,323.55 | 28.10% | 1,019.63 | 17.83% |
| Energy and Power | 485.72 | 16.23% | 1,072.29 | 14.67% | 909.22 | 10.99% | 528.39 | 9.24% |
| Coal | 561.51 | 18.76% | 571.20 | 7.81% | 583.94 | 7.06% | 815.97 | 14.27% |
| Shipping and Logistic | 239.01 | 7.98% | 737.49 | 10.09% | 1,554.01 | 18.79% | 496.36 | 8.68% |
| FMCG | 125.94 | 4.21% | 231.40 | 3.17% | 361.10 | 4.37% | 320.45 | 5.60% |
| Metal | - | - | 440.73 | 6.03% | - | - | - | - |
| Steel | - | - | - | - | 542.40 | 6.56% | 685.77 | 11.99% |
| **Total** | **2,061.99** | **68.88%** | **5,028.80** | **68.79%** | **6,274.21** | **75.87%** | **3,866.57** | **67.60%** |

Our long-term relationships and ongoing active engagements with customers also allow us to enhance our ability to benefit from increasing economies of scale with stronger purchasing power and a lower cost base. We provide complete logistic solutions in accordance with the need of our customers. Our operational team has a pivotal role in ensuring customer satisfaction by working closely with them in order to understand customer needs. We provide our service offerings across loading and unloading of cargo, transportation, fleet chartering and equipment rentals and other port services.

***Established cargo handling operations for Dry Bulk Cargo***

Our cargo handling business, which is our largest business operation, can be categorised into the following: (i) STS (Ship-to-Ship) Lightering services; (ii) Stevedoring services; and (iii) Other port services including cargo management services.

Currently, we operate in both, all-weather ports and seasonal ports in India and Sri Lanka. Though we are actively engaged in the major ports such as Kandla, we primarily operate in non-major ports and jetties ports specifically those ports having major tidal variations and draft restrictions. We handle a large variety of dry bulk cargo including coal, clinker, salt, iron-ore, pet coke, sulphur, limestone and other commodities. For the six months ended September 30, 2024 and for the Fiscal 2024, Fiscal 2023 and Fiscal 2022, we handled cargo of 6.99 MMTs, 13.78 MMTs, 13.87 MMTs and 14.24 MMTs, respectively, as part of our cargo handling business.

The table below sets forth the details of cargo handled by us during the period indicated:

| Particulars | For the six months ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Volume of cargo (in MMTs) | % of total cargo handled | Volume of cargo (in MMTs) | % of total cargo handled | Volume of cargo (in MMTs) | % of total cargo handled | Volume of cargo (in MMTs) | % of total cargo handled |
| **Cargo Handled in India** | | | | | | | | |
| Major Ports | - | - | 0.22 | 1.61% | 0.01 | 0.07% | 1.35 | 9.48% |
| Non-Major Ports | 6.06 | 86.80% | 11.32 | 82.17% | 11.03 | 79.58% | 7.83 | 54.98% |
| Other Ports and Jetties | - | - | 0.08 | 0.56% | 1.44 | 10.37% | 2.83 | 19.84% |
| **Total (A)** | **6.06** | **86.80%** | **11.62** | **84.34%** | **12.48** | **90.02%** | **12.01** | **84.30%** |
| **Cargo Handled Outside India** | | | | | | | | |
| Sri Lanka | 0.92 | 13.20% | 2.16 | 15.66% | 1.38 | 9.98% | 1.91 | 13.43% |
| Guinea | - | - | - | - | - | - | 0.32 | 2.26% |
| **Total (B)** | **0.92** | **13.20%** | **2.16** | **15.66%** | **1.38** | **9.98%** | **2.24** | **15.70%** |
| **Grand Total (A+B)** | **6.99** | **100.00%** | **13.78** | **100.00%** | **13.87** | **100.00%** | **14.24** | **100.00%** |

Our cargo handling operations are primarily focused on non-major ports particularly along the west coast of India. Further, we handle a large variety of dry bulk cargo including coal, clinker, salt, iron-ore, pet coke, sulphur, limestone and other commodities.

Following table provides commodity wise cargo handled by our company in the reporting period.

| Particulars | For the six months ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Volume of cargo (in MMTs) | % of total cargo handled | Volume of cargo (in MMTs) | % of total cargo handled | Volume of cargo (in MMTs) | % of total cargo handled | Volume of cargo (in MMTs) | % of total cargo handled |
| Coal | 6.01 | 86.06% | 12.27 | 89.04% | 10.90 | 78.64% | 9.78 | 68.65% |
| Sulphur | 0.36 | 5.20% | 0.58 | 4.24% | 0.96 | 6.90% | 0.74 | 5.19% |
| Pet Coke | 0.31 | 4.37% | 0.57 | 4.17% | 0.49 | 3.50% | 0.23 | 1.59% |
| Clinker | 0.15 | 2.13% | - | - | - | - | 0.14 | 1.00% |
| Limestone | 0.05 | 0.77% | 0.06 | 0.43% | 0.23 | 1.67% | 0.40 | 2.84% |
| Gypsum | 0.05 | 0.73% | - | - | - | - | 0.21 | 1.48% |
| Cinder | 0.05 | 0.73% | 0.06 | 0.40% | 0.06 | 0.40% | 0.05 | 0.33% |
| Iron Ore | - | - | 0.01 | 0.10% | 0.95 | 6.85% | 2.32 | 16.31% |
| Met Coke | - | - | - | - | - | - | 0.09 | 0.61% |
| Salt | - | - | 0.09 | 0.69% | 0.21 | 1.49% | 0.17 | 1.21% |
| Urea | - | - | 0.13 | 0.94% | 0.04 | 0.31% | 0.11 | 0.80% |
| Sludge | - | - | - | - | 0.03 | 0.24% | - | - |
| **Total** | **6.99** | **100.00%** | **13.78** | **100.00%** | **13.87** | **100.00%** | **14.24** | **100.00%** |

Under cargo handling segment, we provide following services to our customers to ensure streamlined custom processes and efficient movement of cargo.

*Lightering*: Lightering, also known as lighterage, is the process of transferring cargo from one vessel to another, typically from a larger "mother" vessel to a smaller vessel such as a barge or mini bulk carrier (known as "Daughter vessel"). This STS (ship-to-ship) transfer method is used to load or unload cargo efficiently, allowing larger vessels to offload some of their cargo to navigate shallower waters or reach ports with draft restrictions.

*Stevedoring:* It refers to the process of loading and unloading cargo from a vessel to or from a dock or port using specialized equipment. Stevedores are the personnel or companies responsible for physically handling and transferring cargo between the ship and the port facilities, ensuring that it is stored or placed securely. This activity is done at the port, often involving earth moving equipment including excavators, material handling machines, pay loaders and tippers to move goods to storage facilities or transport vehicles.

We also offer onboard stevedoring services. Onboard stevedoring refers to the process of cargo handling, loading, and unloading directly on a ship while it is still at sea. Onboard stevedoring plays a vital role in the shipping industry, particularly for dry bulk cargo. It involves managing the loading, unloading, and secure stowing of cargo within the ship, often with specialized equipment and techniques. Ensuring efficiency and safety during onboard stevedoring requires careful planning, skilled labor, effective equipment, and strict adherence to safety regulations.

*Other port services:* In addition, as part of our one-stop solution approach, we offer our customers other port services including cargo management services including high heaping, railway rake handling, water sprinkling and to liaison with customs and other regulators for clearance of cargo. We understand the importance of streamlined customs processes for the prompt and efficient movement of our customers cargo.

Apart from above, our cargo handling income also includes dispatch money earning component. However, such component is directly linked with our operational efficiency. In shipping operations, our company strategically manages dispatch money earnings and demurrage liabilities to enhance operational efficiency and cost-effectiveness. Dispatch money provides additional revenue when we complete loading or unloading ahead of schedule, rewarding our efficiency. However, if loading or unloading takes longer than planned, we incur demurrage charges to compensate the vessel owner for idle time. By adhering to timelines, we aim to reduce demurrage costs and maximize dispatch earnings, enhancing both our operational and financial performance

The following table provides details of dispatch money earned and demurrage expenses incurred by our company in the reporting period along with its comparison to revenue from operations and total expenses.

| Particulars | For the six months ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Dispatch Money Earning (₹ in millions) | 62.78 | 234.08 | 282.17 | 189.00 |
| As a % of revenue from operations | 2.10% | 3.20% | 3.41% | 3.30% |
| | | | | |
| Demurrage expenses (₹ in millions) | 7.53 | 32.37 | 33.02 | 28.89 |
| As a % of Cost of Services | 0.41% | 0.65% | 0.55% | 0.74% |

***Operational capabilities of our own fleet***

We have a fleet of self-propelled barges, mini bulk carriers, motor tugs, and floating cranes to efficiently meet our customer needs. Our in-house logistics capabilities, include material handling machines, excavators, pay loaders, tippers, trailers, and tankers. As of September 30, 2024, we had 115 permanent employees for repair, maintenance, mechanics and engineers to maintain our fleet and equipment.

The tables below set forth the details of our vessel fleet as of September 30, 2024.

| Particulars | Number of vessels owned | Size/Capacities | Principal uses |
|---|---|---|---|
| Self-Propelled Barges | 55 | Gross Tonnage: 656.00-1,419.66 Tonnes and Dead Weight Tonnage: 1,050.00-2,400.00 Tonnes | Self-Propelled Barges are used for lightering and marine transportation of goods including Dry Bulk Commodities. |
| Mini-bulk carriers | 05 | Gross Tonnage: 1,461.00 Tonnes and Dead Weight Tonnage: 2,250.00 Tonnes | Type of cargo vessel having hatch covers and designed for lightering and marine transportation of goods including Dry Bulk Commodities. |
| Motor tugs | 09 | Gross Tonnage: 38.66-247.00 Tonnes | For assisting the navigation and movement of larger vessels, such as ships and barges |
| Floating cranes | 07 | Gross Tonnage: 1,021.00-2,176.00 Tonnes | Require due to its heavy lifting capabilities at anchorage for cargo Handling operations |
| **Total Fleet Size** | **76** | - | - |

***Note:***

*Gross tonnage refers to total volume of the respective vessel's enclosed spaces (hull, deckhouse, cargo holds, machinery spaces, etc.).*
*Dead weight tonnage measures the weight-carrying capacity of a vessel.*

The tables below set forth the details of earthmoving equipment fleet as of September 30, 2024.

| Particulars | Number of earthmoving equipment owned | Principal uses |
|---|---|---|
| Material handling machines | 24 | Equipment designed specifically for handling and moving materials in port operations |
| Excavators | 49 | Excavators are heavy construction and mining equipment designed for digging, lifting, and moving materials. |
| Pay loaders | 62 | Equipment used for loading and transporting materials over short distances |
| Tippers including Trailers | 194 | Quick transport and unloading of bulk materials between ships, stockpiles, and other transport modes |
| Tanker | 15 | Used for water sprinkling to manage dust, clean the port area, and maintain safety standards. |
| Other Vehicles | 40 | Other vehicles include Fogger, Tractors and others used for |

| Particulars | Number of earthmoving equipment owned | Principal uses |
|---|---|---|
| | | Transportation and Cargo Handling. |
| **Total** | **384** | |

We primarily use our vessel and earthmoving equipment for our cargo handling and transportation business, but we also provide such vessel and earthmoving equipment to other port players on a charter basis. The table set forth below provides our consolidated revenue from operations from fleet chartering and equipment rentals for the periods indicated.

| Particulars | For the six months ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Amount (₹ in millions) | % of revenue from operations | Amount (₹ in millions) | % of revenue from operations | Amount (₹ in millions) | % of revenue from operations | Amount (₹ in millions) | % of revenue from operations |
| Fleet Chartering and Equipment Rentals | 227.67 | 7.61% | 1,331.66 | 18.22% | 1,737.12 | 21.01% | 1,036.91 | 18.13% |

We conduct in-house maintenance and preventive maintenance of our fleet of vessels and earthmoving equipment. We also outsource certain maintenance activities including vehicles and machines covered by warranty.

***Proven Track Record of Growth in Financial Performance***

We believe that our operational efficiency, productivity and low operating costs as well as owning our own fleet and equipment are the inherent strengths of our Company.

Summary of our financial performance are as follows:

(*₹ in millions)*

| Particulars | For the six months ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Revenue from operations | 2,993.51 | 7,310.03 | 8,269.97 | 5,719.73 |
| EBITDA | 993.55 | 1,978.91 | 1,887.13 | 1,409.07 |
| Profit for the Year | 805.35 | 1,245.12 | 1,188.85 | 834.62 |
| Operating Cash Flows | (281.10) | 1,600.27 | 1,579.33 | 1,431.64 |

Our revenue from operations has grown at a CAGR of 13.05% from ₹ 5,719.73 million in Fiscal 2022 to ₹ 7,310.03 million in Fiscal 2024. Our EBITDA has grown at a CAGR of 18.51% from ₹ 1,409.07 million in Fiscal 2022 to ₹ 1,978.91 million in Fiscal 2024. Our profit after tax has grown at a CAGR of 22.14% from ₹ 834.62 million in Fiscal 2022 to ₹ 1,245.12 million in Fiscal 2024. For the Fiscal 2024, Fiscal 2023 and Fiscal 2022, we achieved an EBITDA margin of 27.07 %, 22.82 %, and 24.64%, respectively. For the Fiscal 2024, Fiscal 2023 and Fiscal 2022, we have achieved a PAT margin of 17.03%, 14.38% and 14.59%, respectively. This is attributable to our continued focus on productivity, competitive pricing and cost optimisation.

The debt-to-equity ratio and debt-to-EBITDA ratios of our Company as of Fiscal 2024, Fiscal 2023 and Fiscal 2022 was 0.50 times, 0.69 times and 1.54 times, respectively, and our net debt-to-equity ratio as of Fiscal 2024, Fiscal 2023 and Fiscal 2022 was 0.50 times, 0.67 times and 1.51 times, respectively. Our total net debt was ₹ 1,566.29 million for Fiscal 2024, which primarily comprised of non-current borrowings of ₹ 1,116.97 million.

For our segment wise revenue, percentage of growth in revenue compared to the previous fiscal years, percentage contribution to our revenue by our segments, for Fiscal 2024, Fiscal 2023 and Fiscal 2022, see "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" on page 332.

***Experienced Promoters and committed Management Team***

Our Company is led by our individual Promoters, Ashokkumar Haridas Lal and Jitendra Haridas Lal. Both of our promoters have a combined experience of more than fifty-five (55) years in shipping and logistic industry. Our promoters ventured in the shipping and logistic industry as a partnership firm in the name of "M/s. Shreeji Shipping" which was incorporated in 1995. Under their leadership and strategic vision, our Company has evolved its business to provide integrated shipping and logistic services. They are supported by an experienced and professional Key Managerial Personnel and Senior Managerial Personnel team.

Our Promoters' extensive experience enables us to foresee challenges and implement mitigating steps to preserve our customers' timeline. Our promoters have been instrumental in leading our business and operations, building the "*Shreeji Shipping*" brand, and driving our success within the shipping and logistics industry. With our Promoters' experience, we believe that we are equipped to respond to challenges posed by a rapidly evolving logistics industry in India.

We believe that our Promoters have been instrumental in our growth, and that their vision and expertise will continue to provide us with a significant competitive advantage as we seek to expand our network and operations. For further details, see "*Our Management*" and "*Our Promoters and Promoter Group*" on pages 218 and 237, respectively.

**Our Strategies**

We have the following key business strategies to grow our business.

**Continued focus on cost optimization and improving operational efficiency**

We plan to continue to improve our operating margins by focusing on expanding the scope of our value-added services and offering services that enhance customer experience, improving our overall asset utilisation through economies of scale and increasing the level of integration across our logistics networks and by enhancing our focus on opportunities for dry bulk cargo logistics.

We have adopted a number of initiatives to increase our operational efficiency such as (i) Integrated and value added Service portfolio, (ii) Improved utilisations of existing fleet and equipment, (iii) High margin and premium business.

**Integrated and Value-Added Service portfolio**: As the competition in shipping and logistic solution industry has steadily increased over the past decade, the need of integrated and value-added services to the customers is required in order to optimise costs, improve time management, reduce supply chain complexities and improve quality control and traceability. We intend to work on offering services that enhance customer experience and can be more efficiently adopted by customers, while maintaining our focus on increasing our operating margins by creating operational efficiencies. We provide our customers with value-added services at various stages in the logistics value chain such as cargo handling, customs clearance, storage management, stevedoring, and transportation, equipment rental. Additionally, usage of heavy assets such as reach barges, mini bulk carriers, floating cranes, motor tugs, tippers, material handling machines and excavators facilitates loading, unloading and handling cargo, which improve our end-to-end capabilities.

**Improved Utilisations of existing fleet and equipment**: Further, we plan to improve overall asset utilisation through economies of scale and increase the level of integration across our logistics networks. Integration of our logistics services with our customers' supply chains enables us to cross-sell our other services and capabilities. As a part of our integrated logistics offering, we aim to continue to reduce our customers' dependencies on third-party service providers by providing direct services to our customers.

Further, we have established our own drydocking yard for our marine fleet. Through our quality control department and repair and maintenance personnel, we ensure monitoring and upkeep of equipment to minimize sudden breakdowns in our operations.

**Continue to invest in our fleet and earthmoving equipment**

For the three years period ended March 31, 2022, March 31, 2023, March 2024 and six months period ended September 30, 2024, we have invested ₹ 3,094.82 million, in our fleet of vessels, vehicles and equipment. Our total gross block of heavy vehicles and equipment for the six-month period ended September 30, 2024 was ₹ 5,170.35 million.

Apart from our own fleet, we also engaged with our third-party service providers. However, we intend to continue to operate through an asset-based business model, in order to expand our operational capabilities.

Towards this end and consistent with our expansion strategy, we intend to utilise a portion of proceeds from this Issue to purchase vessels for meeting our customers' requirements, which may enhance our performance, and enhance our customers' service experience with us. For further details, please refer to "*Objects of the Issue— Acquisition of Dry Bulk Carriers in Supramax category in the secondary market*" on page 106.

**Focus on expansion of our business operations from land to port to capitalize on industry opportunities**

We intend to land to port focused expansion, to expand our business using different strategies. Our Company has received a Letter of Award (LOA) dated January 1, 2025, issued by Eastern Coalfields Limited (ECL) to the consortium of NEPL-SSGPL-GKR for the development and operation of Chuperbita-Simlong Opencast Project at Godda, Sahibganj & Pakur District, Jarkhand, to which the consortium of M/s Nuravi Imports and Exports Private Limited, Shreeji Shipping Global Limited (*formerly known as Shree Shipping Global Private Limited*) and M/s GKR Infracon (India) Private Limited ("**NEPL-SSGPL-GKR**") ("**Consortium**") tendered its acceptance on January 04, 2025. The contract, valued at Rs. 94,763.30 million (including GST), involves mining 118.90 million tonnes of coal and 432.31 MCuM of overburden over a 25-year period (contract period) with a peak capacity of 6MT yearly. The base mining charge is set at Rs. 797 per tonne. The consortium is required to submit a Performance Security Deposit of Rs. 926.6 million within 90 days of the LOA, along with an Additional Performance Security of Rs. 47.82 Million from each consortium member within 60 days. The consortium must form a Special Purpose Vehicle (SPV) and execute the Contract Agreement within 90 days of the LOA. The actual contract value excluding GST will be Rs. 80,307.88 million, slightly lower than the GeM portal amount of Rs. 80,429.35 million.

We intend to expand our business operations by scaling and expanding our business operations from land to port this will help with specific focus on new projects which possess significant revenue opportunities for us.

**Acquire new customers and expand into new sectors**

*Acquiring new customers*: We believe that expanding our customer base will help increase our revenues and margins. One of our key strategies is to leverage, our expertise in core segments and introduce practices and experiences with existing customers in order to acquire new customers. For the six period ended September 30, 2024 and in the Fiscals 2024, 2023 and 2022, we added 14, 25, 39 and 37 new customers, respectively, and the revenue from these new customers represented 4.06%, 6.13%, 3.41% and 9.22% of our revenue from operations in those periods, respectively.

We believe that our services for our customer results in various benefits such as improved transit time, reduced wastage and customer rejections and reduced costs, and positions us favourably for additional work at our customers' other operations and with its affiliates.

*Expand into new sectors and geography*: Currently, we are primarily catering to the customers engaged in the Oil and Gas, Energy and Power, Fast Moving Consumer Goods (FMCG), coal and metal industry. We plan to develop solutions and services that can be adopted by customers, which can further enhance customer experience and allow us to expand further.

**Our Business Operations**

Our company provides shipping and logistic solution for dry bulk cargo at various ports and jetties in India and Sri Lanka. As of September 30, 2024, we have fleet of more than 75 vessels (consisting of barges, mini bulk carriers (MBCs), tug boats and floating cranes) and more than 380 earthmoving equipment (consisting of material handling machines, excavators, pay loaders, tippers including trailers, tankers and other vehicles) in services of our clients.

Our business is conducted on a business-to-business basis. We provide our services at major ports, we are primarily focused on non-major ports and jetties, particularly along the West Coast of India. As of September 30, 2024, we have provided our services at more than twenty (20) ports and jetties including major Indian ports at Kandla, non-major ports at Navlakhi, Magdalla, Bhavnagar, Bedi and Dharmatar and overseas port at Puttalam Port (Sri Lanka). *(Source: Dun & Bradstreet Report)*.

Set out below is a graphical representation of services:


The table set forth below provides the split of our consolidated revenue from operations by type of services for the periods indicated.

| Revenue from operations by service type | For the six months ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Amount (₹ in millions) | % of revenue from operations | Amount (₹ in millions) | % of revenue from operations | Amount (₹ in millions) | % of revenue from operations | Amount (₹ in millions) | % of revenue from operations |
| Cargo Handling | 2,337.55 | 78.09% | 5,065.01 | 69.29% | 5,434.53 | 65.71% | 3,858.89 | 67.47% |
| Transportation | 401.25 | 13.40% | 871.27 | 11.92% | 1,016.41 | 12.29% | 775.05 | 13.55% |
| Fleet Chartering and Equipment Rental | 227.67 | 7.61% | 1,331.66 | 18.22% | 1,737.12 | 21.01% | 1,036.91 | 18.13% |
| Other operational income (1) | 27.04 | 0.90% | 42.09 | 0.58% | 81.91 | 0.99% | 48.89 | 0.85% |
| **Total** | **2,993.51** | **100.00%** | **7,310.03** | **100.00%** | **8,269.97** | **100.00%** | **5,719.73** | **100.00%** |

*(1) Other operational income includes other sundry activities and sale of scrap.*

**Cargo Handling**

Our cargo handling business, which is our largest business operation, can be categorised into the following: (i) STS (Ship-to-Ship) Lightering services; (ii) Stevedoring services; and (iii) Other port services including cargo handling management.

For the six months ended September 30, 2024 and for the Fiscal 2024, Fiscal 2023 and Fiscal 2022, our cargo handling operations accounted for 78.09%, 69.29%, 65.71% and 67.47% of our revenue from operations, respectively. The table set forth below provides our consolidated revenue from operations from our cargo handling business for the periods indicated.

| Particulars | For the six months ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Amount (₹ in millions) | % of revenue from operations | Amount (₹ in millions) | % of revenue from operations | Amount (₹ in millions) | % of revenue from operations | Amount (₹ in millions) | % of revenue from operations |
| Cargo handling | 2,337.55 | 78.09% | 5,065.01 | 69.29% | 5,434.53 | 65.71% | 3,858.89 | 67.47% |

Our Cargo Handling Operations are directly linked with the volume of cargo handled by our company in the respective period/fiscal. For the six months ended September 30, 2024 and for the Fiscal 2024, Fiscal 2023 and Fiscal 2022, we handled cargo of 6.99 MMTs, 13.78 MMTs, 13.87 MMTs and 14.24 MMTs, respectively. We handle a large variety of dry bulk cargo including coal, clinker, salt, iron-ore, pet coke, sulphur, limestone and other commodities. As of September 30, 2024, we had 348 permanent employees in our cargo handling operations.

We operate in both all-weather ports and seasonal ports (which are closed during bad weather monsoon months) in India and Sri Lanka. The following table provides the indicative list of ports/jetties on which we have provided our services:

| Name of Port | Major Port | Non-Major Port | Others | All weather/ Seasonal | Name of State/Country Located in | Operations performed |
|---|---|---|---|---|---|---|
| Navlakhi | - | ✓ | - | All weather | Gujarat, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals services |
| Bedi | - | ✓ | - | All weather | Gujarat, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals services |
| Magdalla | - | ✓ | - | Seasonal | Gujarat, India | Cargo Handling and Fleet Chartering and Equipment Rentals services |
| Puttalam | - | - | ✓ | Seasonal | Sri Lanka | Cargo Handling and Fleet Chartering and Equipment Rentals services |
| Dharamtar | - | ✓ | - | All weather | Maharashtra, India | Fleet Chartering and Equipment Rentals services |
| Bhavnagar | - | ✓ | - | Seasonal | Gujarat, India | Cargo Handling and Fleet Chartering and Equipment Rentals services |
| Sikka | - | ✓ | - | Seasonal | Gujarat, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals services |
| Mul-Dwarka | - | ✓ | - | Seasonal | Gujarat, India | Cargo Handling and Fleet Chartering and Equipment |

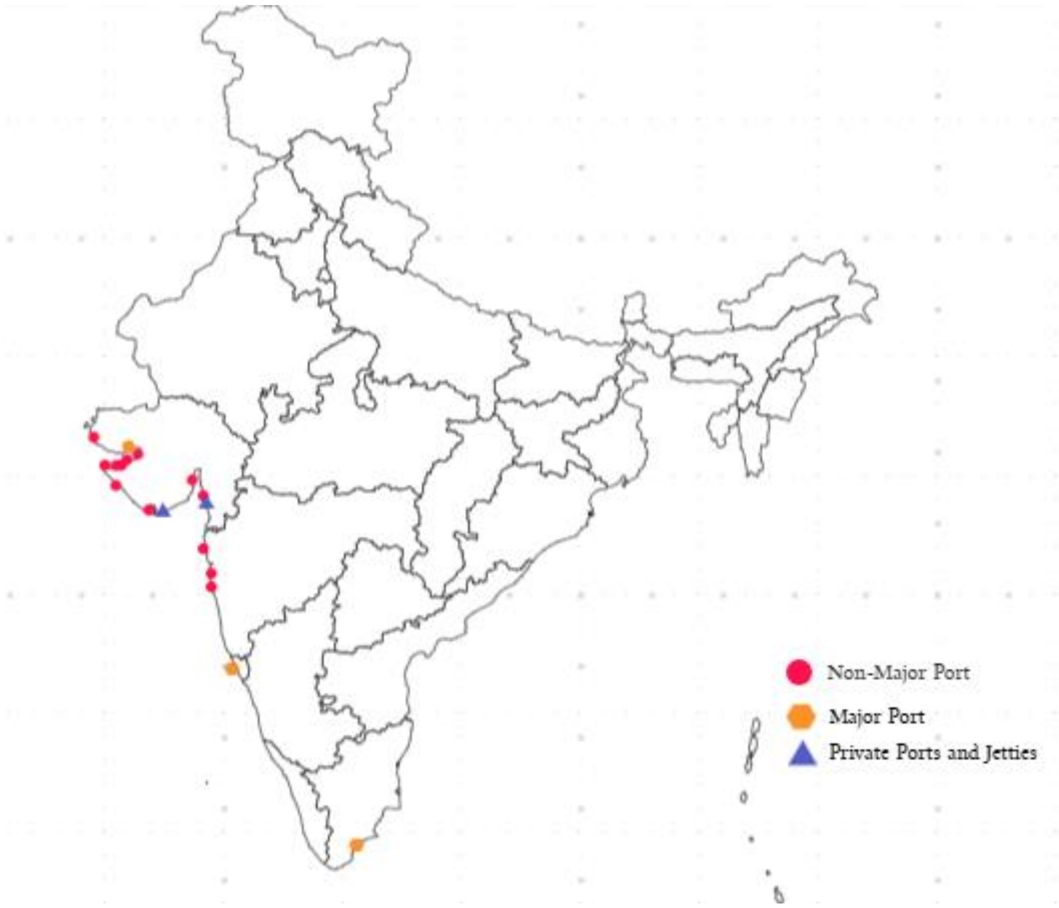
| Name of Port | Major Port | Non-Major Port | Others | All weather/ Seasonal | Name of State/Country Located in | Operations performed |
|---|---|---|---|---|---|---|
| | | | | | | Rentals services |
| V. O. Chidambaranar | ✓ | - | - | All weather | Tamil Nadu, India | Fleet Chartering and Equipment Rentals services |
| Kandla | ✓ | - | - | All weather | Gujarat, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals services |
| Marmugao | ✓ | - | - | All weather | Goa, India | Cargo Handling and Fleet Chartering and Equipment Rentals services |
| Hazira | - | - | ✓ | Seasonal | Gujarat, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals services |
| Ultratech Jetty | - | - | ✓ | Seasonal | Gujarat, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals services |
| Okha | - | ✓ | - | Seasonal | Gujarat, India | Fleet Chartering and Equipment Rentals services |
| Dahanu | - | ✓ | - | Seasonal | Maharashtra, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals services |
| Porbandar | - | ✓ | - | Seasonal | Gujarat, India | Fleet Chartering and Equipment Rentals services |
| Jakhau | - | ✓ | - | Seasonal | Gujarat, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals |

| Name of Port | Major Port | Non-Major Port | Others | All weather/ Seasonal | Name of State/Country Located in | Operations performed |
|---|---|---|---|---|---|---|
| | | | | | | services |
| Vadinar | - | - | ✓ | All weather | Gujarat, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals services |
| Dighi | - | ✓ | - | All weather | Maharashtra, India | Cargo Handling, Transportation and Fleet Chartering and Equipment Rentals services |
| Konta | - | - | ✓ | Seasonal | Guinea | Fleet Chartering and Equipment Rentals services |
| Boffa | - | - | ✓ | Seasonal | Guinea | Fleet Chartering and Equipment Rentals services |

*Others include overseas ports and jetties and private terminals.*

*(Source: Dun & Bradstreet Report on Indian Shipping and Logistic Industry)*

Set forth below is a map showing the locations of the ports and jetties in India in which we have provided our services:



*(Source: Dun & Bradstreet Report on Indian Shipping and Logistic Industry)*

*STS Lighterage*

Lighterage means transfer of cargo directly from larger vessel (also known as mother vessel or discharging vessel) to generally smaller vessel (also known as Daughter vessel or receiving vessel) for further discharge at the same port. Economical shipment of commodities like coal, sulphur, per-coke and iron-ore requires the use of large bulk carriers. When ports are too shallow to accommodate large carrier vessel, have a narrow entrance or have a major tidal variation, lighterage services allows offshore loading and unloading of the cargos into smaller vessels such as barges or mini bulk carriers.

*The process of lighterage is provided below:*

**1. Positioning of Mother Vessel:**

The large bulk carrier is positioned offshore, in deeper water where it can safely load or discharge cargo. The vessel anchors or is moored at a designated lighterage area, typically several nautical miles from the port, where the water depth is sufficient for large ships but too shallow for direct access to the port.

**2. Approaching the Mother Vessel:**

Daughter vessels (i.e, barges or mini bulk carriers) approach the Mother vessel. Daughter vessels are either tugged into positions with the help of motor tug boats or maneuvered manually depending on weather and sea conditions. The Daughter vessel is carefully positioned alongside the Mother vessel. The approach is controlled to avoid damage to either vessel.

**3. Cargo Transfer**

After successful approach and positioning of both vessels, cargo is then transferred from the Mother vessel to the Daughter vessel in an efficient and controlled manner. Cargo is typically loaded using Daughter vessel's Floating cranes and grabs. As the cargo handling capacity of Mother Vessel is much higher than of the Daughter vessel, multiple Daughter vessels may be involved in the transfer of cargo, making several trips back and forth. This cycle continues until the bulk carrier has discharged its entire load.

**4. Transporting Cargo to Shore**

Once the Daughter vessel is loaded, it departs from the large bulk carrier and heads toward the port. The Daughter vessel follows a designated route to reach the port, ensuring that the cargo is safely transported through the shallow waters.

**5. Discharge at the Port**

Upon arrival at the port, the Daughter vessel docks at a berth that is designed to accommodate smaller vessels. The cargo is offloaded from the Daughter vessel using shore-based unloading equipment, such as cranes, grab buckets, or other material handling machines.

**6. Return of Daughter Vessel**

After unloading, the Daughter vessel returns to the offshore location to collect additional cargo from the Mother vessel. This cycle continues until the bulk carrier has discharged its entire load.

*Stevedoring*

Stevedoring refers to the labor and operations involved in loading and unloading cargo from ships at a port. It encompasses a variety of tasks and duties related to handling goods, including the movement of cargo from the ship to the dock or from the dock to the ship. Stevedoring can involve both manual labor and the use of earthmoving equipment such as excavators, material handling machines, pay loaders and tippers, and other machinery to move cargo efficiently. Stevedoring services seek to minimize port time and ensure the safety of cargo and ship.

For the shipping company and the ship, runtime at the sea is profitable when it is carrying cargo between ports but while docked at the port, delays contribute to downtime and add to the operating costs of the ship. Accordingly, our Company aims to minimize the port time of our customer's ships, and we continually aim to work efficiently toward faster turnaround times for our operations. Further, Safety and security of cargo and the ship is an essential part of our stevedoring services.

We also offer onboard stevedoring services. Onboard stevedoring refers to the process of cargo handling, loading, and unloading directly on a ship while it is still at sea. Onboard stevedoring plays a vital role in the shipping industry, particularly for dry bulk cargo. It involves managing the loading, unloading, and secure stowing of cargo within the ship, often with specialized equipment and techniques. Ensuring efficiency and safety during onboard stevedoring requires careful planning, skilled labor, effective equipment, and strict adherence to safety regulations.

*Other Port services*

Our company provides following cargo management services as a part of integrated solutions:

a) **Storage of cargo:** We provide storage services in respect of Dry Bulk Cargo. Such storage services are temporary in nature i.e., Storage at the time of handling of cargo at ports. Storage services for dry bulk cargo are critical in ensuring that goods remain safe, intact, and ready for distribution. We have also developed our own storage yard at Morbi to facilitate storage of dry bulk cargo for our customers.
b) **High heaping:** High heaping refers to practice of stacking or piling of Dry Bulk Cargo higher than usual in a storage area. This is often done to maximize the use of available space in areas or where there is a high volume of cargo to store in a short amount of time. The piles of cargo can be several meters high, depending on the type of material and the capacity of the storage facility. Cargo is often piled using machinery like stackers, bulldozers, or front-end loaders, with the material being carefully stacked to create a high, stable heap.
c) **Railway rake handling:** Railway rake handling refers to the operational procedures involved in managing and moving a series of connected or that transport bulk commodities. A railway rake typically consists of multiple railcars connected to each other. Bulk commodities are loaded onto the train at designated area with the help of specialised equipment such as loaders or cranes. Railway rake handling often works as part of a larger logistics network, involving connections to trucks, ships, or barges for the final delivery of goods.
d) **Water sprinkling:** Water sprinkling in the context of bulk cargo handling, especially for dry bulk materials such as coal, cement or minerals, refers to the controlled application of water onto the cargo to achieve various objectives including to manage dust, prevent spillage, and control the temperature of stored or transported materials. Water sprinkling significantly improves operational efficiency, reduces health risks, and ensures smoother handling of dry bulk materials.
e) **Liaison with authorities:** Liaison with authorities refers to the process of communication and coordination between customer, port operators, freight forwarders, importers, exporters, and customs officials to ensure the smooth flow of goods. This liaison is vital to ensure compliance with applicable laws, enabling timely and efficient movement of cargo. Our role as a liaison with customs authorities involves several key activities, including ensuring compliance with applicable laws, facilitating the clearance of shipments and managing documentation of importing/exporting cargo.

**Transportation**

We provide transportation services to our customers, which includes port to premise drop-off services and vice versa. We offer transport solutions for moving cargo to and from ports to various inland destinations. We use our own fleet as well as fleet on rent of earthmoving equipment.

The table set forth below provides the split of transportation vertical in comparison to our consolidated revenue from operations for the periods indicated.

| Particulars | For the six months ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation |
| Transportation | 401.25 | 13.40% | 871.27 | 11.92% | 1,016.41 | 12.29% | 775.05 | 13.55% |

In the six months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, we transported total volume of cargo of 1.05 MMTs , 2.74 MMTs, 2.96 MMTs and 1.97 MMTs, , respectively. We handle a large variety of dry bulk cargo including coal, clinker, salt, iron-ore, pet coke, sulphur, limestone and other commodities. As of September 30, 2024, we have operational staff of 215 permanent employees for our transportation vertical.

**Our Fleet of vessels and earthmoving equipment**

We have fleet of more than 75 vessels (consisting of self-propelled barges, Mini Bulk Carriers (MBCs), tug boats and floating cranes) and more than 380 earthmoving equipment (consisting of material handling machines, excavators, pay loaders, tippers including trailers, tankers and other vehicles) in services of our clients.

The tables below set forth the details of our vessel fleet as of September 30, 2024:

| Particulars | Number of vessels owned | Size/Capacities | Principal uses |
|---|---|---|---|
| Self-Propelled Barges | 55 | Gross Tonnage: 656.00-1,419.66 Tonnes and Dead Weight Tonnage: 1,050.00-2,400.00 Tonnes | Self-Propelled Barges are used for lightering and marine transportation of goods including Dry Bulk Commodities. |
| Mini-bulk carriers | 05 | Gross Tonnage: 1,461.00 Tonnes and Dead Weight Tonnage: 2,250.00 Tonnes | Type of cargo vessel having hatch covers and designed for lightering and marine transportation of goods including Dry Bulk Commodities. |
| Motor tugs | 09 | Gross Tonnage: 38.66-247.00 Tonnes | For assisting the navigation and movement of larger vessels, such as ships and barges |
| Floating cranes | 07 | Gross Tonnage: 1,021.00-2,176.00 Tonnes | Require due to its heavy lifting capabilities at anchorage for cargo Handling operations |
| **Total Fleet Size** | **76** | **-** | **-** |

***Note:***
*Gross tonnage refers to total volume of the respective vessel's enclosed spaces (hull, deckhouse, cargo holds, machinery spaces, etc.).*
*Dead weight tonnage measures the weight-carrying capacity of a vessel.*

After September 30, 2024, we had additionally acquired eight (8) self-propelled barges on 14th October, 2024 from one of our group company i.e., Shreeji Shipping Services (India) Limited.

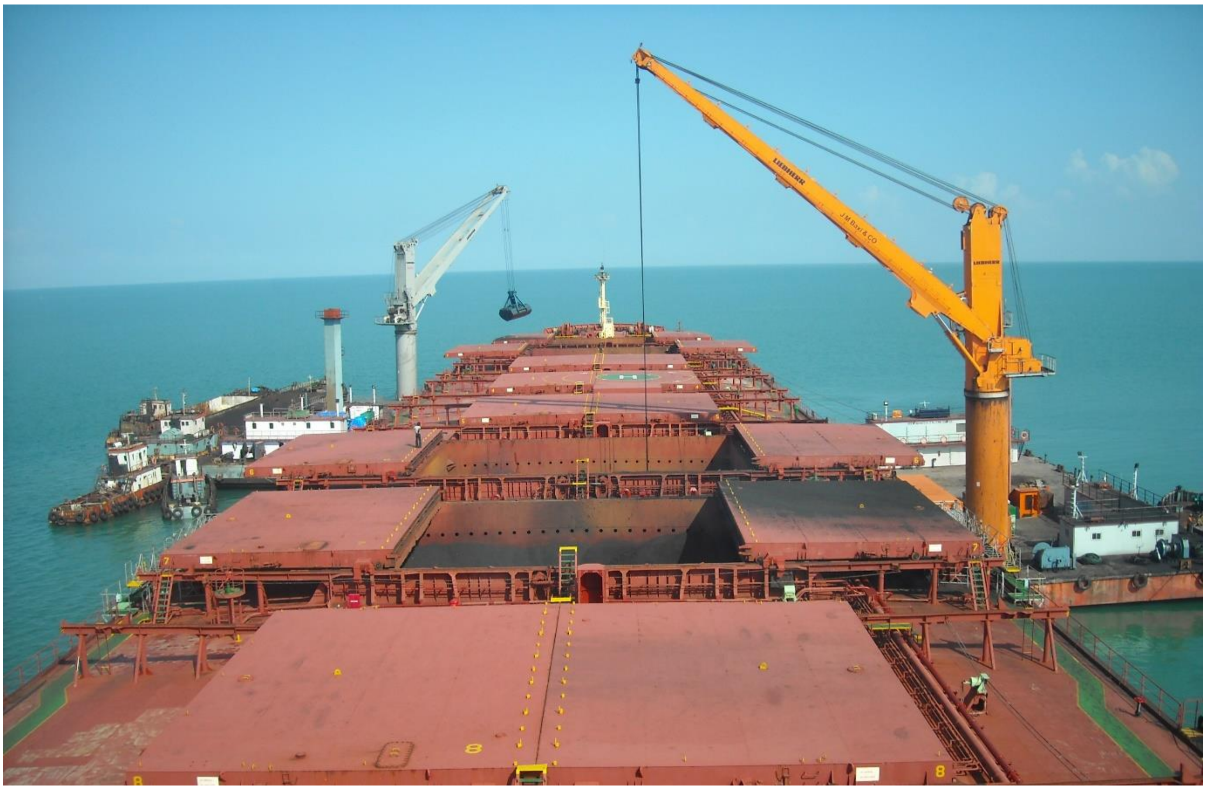
The tables below set forth the details of earthmoving equipment fleet as of September 30, 2024.

| Particulars | Number of earthmoving equipment owned | Principal uses |
|---|---|---|
| Material handling machines | 24 | Equipment designed specifically for handling and moving materials in port operations |
| Excavators | 49 | Excavators are heavy construction and mining equipment designed for digging, lifting, and moving materials. |
| Pay loaders | 62 | Equipment used for loading and transporting materials over short distances |
| Tippers including Trailers | 194 | Quick transport and unloading of bulk materials between ships, stockpiles, and other transport modes |
| Tanker | 15 | Used for water sprinkling to manage dust, clean the port area, and maintain safety standards. |
| Other Vehicles | 40 | Other vehicles include Fogger, Tractors and others used for Transportation and Cargo Handling. |
| **Total** | **384** | |

We primarily use our own fleet of vessels and earthmoving equipment for our cargo handling business. We also provide our vessels and earthmoving equipment on charter basis. For the six-month period ended September 30, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our revenue from fleet chartering and equipment rental services accounted for 7.61%, 18.22%, 21.01% and 18.13% of our revenue from operations, respectively. The table set forth below provides our consolidated revenue from operations from fleet chartering and equipment rental for the periods indicated.

| Particulars | For the six months ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation |
| Fleet Chartering and Equipment Rental | 227.67 | 7.61% | 1,331.66 | 18.22% | 1,737.12 | 21.01% | 1,036.91 | 18.13% |

In addition to our owned fleet of vessels and earthmoving equipment, we enter into spot arrangements with local third-party vendors for hiring of vessels and earthmoving equipment as required. Such arrangement provides timely completion of cargo handling of our customers when our fleet is not available.



**Lighterage and Stevedoring Services**

**Transportation Services**

**Geographic split**

For the six months ended September 30, 2024, we derived a part of our income from non-major ports of India such as Navlakhi, Magdalla, Bhavnagar, Bedi and Dharmatar. Further, we also operate outside India at Puttalam Port (Sri Lanka). We have also provided our equipment rental services to one of the prominent players in mineral industry at Konta Port and Boffa Port, located at Guinea, West Africa.

The table set forth below provides the split of our consolidated revenue from operations by geography for the periods indicated.

| Name of Country | For the six months ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation |
| India | 2,833.46 | 94.65% | 6,452.15 | 88.26% | 7,846.15 | 94.88% | 5,379.25 | 94.05% |
| Guinea | - | - | 440.73 | 6.03% | 166.34 | 2.01% | 47.55 | 0.83% |
| Sri Lanka | 160.05 | 5.35% | 417.15 | 5.71% | 257.48 | 3.11% | 292.93 | 5.12% |
| **Total** | **2,993.51** | **100.00%** | **7,310.03** | **100.00%** | **8,269.97** | **100.00%** | **5,719.73** | **100.00%** |

***Concentration of customers***

The table below sets forth our revenue from our largest customer, top 3 customers and top 10 customers and their contribution to our revenue from operations for the periods indicated.

| Particulars | For the six months ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation |
| Largest customer | 520.47 | 17.39% | 1,111.23 | 15.20% | 1,391.71 | 16.83% | 1,019.63 | 17.83% |
| Top 3 customers | 1,132.87 | 37.84% | 2,829.10 | 38.70% | 3,245.06 | 39.24% | 2,233.79 | 39.05% |
| Top 10 customers | 2,061.99 | 68.88% | 5,028.80 | 68.79% | 6,274.21 | 75.87% | 3,866.57 | 67.60% |

***Notes:***

*(1) The largest, top three and top ten customers are calculated in terms of revenue for each of the respective years.*
*(2) Our customers include Adani Enterprises Limited, Ceylon Shipping Corporation Limited, Taranjot Resources Private Limited, Tata International Limited, Torrent Power and Agarwal Coal Corporation Private Limited.*

**Customer contracts and pricing**

We work with clients to develop logistics solutions that meet their requirements. For that purpose, we enter into comprehensive agreement with our customers which lays down all our responsibilities in terms of cargo handling services, transportation services fleet chartering and equipment rentals, and other services including storage. We offer flexibility in our contracts and customize it according to certain terms of our customers. Based on such customization, we provide our rate based on the internal factors such as nature of cargo, fleet required for carrying out such operations, delivery time from Ship-to-Port as well as Port-to-Premise. We also take into consideration other external factors such as environmental conditions and Port infrastructure and based on such factors, our pricing of contract may vary from customer to customer.

Set forth below, our details of our key customers and their sector of operation:

| Sector of Operations | Key Customers |
|---|---|
| Shipping & Logistics | Ceylon Shipping Corporation Limited |
| Infrastructure & Energy | Adani Enterprises Limited |
| Fast Moving Consumer Goods | RSPL Limited |
| Coal | Agarwal Coal Corporation Private Limited, Taranjot Resources Private Limited, Mohit Minerals Limited, Balaji Malts Private Limited, FC Agarwal Coal Private Limited |
| Energy and Power | Torrent Power Limited |
| Cement | Shree Digvijay Cement Corporation Limited |
| Commodities Trading | Tata International Limited, Green Gold Global Resources Private Limited, A T Trade Overseas Private Limited, PRH Resources Private Limited and Global Logistics |

**Sales and Marketing**

Our operations are predominantly conducted on a business-to-business (B2B) basis and our focus is on maintaining constant contact with customers and to ensure timely delivery of cargo and services. The number of our existing customers for the six months period ended September 30, 2024 and for the Fiscal 2024, 2023 and 2022, was 62, 77, 57 and 58, contributing 95.94%, 93.87%, 96.59% and 90.78% of our revenue from operations.

Our sales and marketing efforts are pre-dominantly channelled through our Management, who play a key role in driving business growth and customer engagement. We also take part in local trade exhibitions for the purpose of marketing.

Our operational team provide pivotal role in ensuring the customer satisfaction by working closely with them in order to understood their needs. We provide our service offerings across loading and unloading of cargo, transportation, fleet chartering and equipment rentals services and other sundry services. This helps us in understanding of our customers' business which helps us identify opportunities to create value for our customers.

**Quality Control and Customer Service**

Efficiency and safety with respect to cargo is the basic requirement in our industry. In this regard, our company ensures that all the vessel and earthmoving equipment deployed are fully equipped to handle such operations, with necessary spares and machinery readily available at the operational site at all times. As the timely dispatch of cargo is our priority, we ensure all the required procedure for cargo handling and its transportations are completed in terms of government approvals. Further, we take steps to minimize cargo spillage during handling operations. Our operational teams in the respective departments work directly with customers to ensure smooth and efficient service.

**Third Party Vendors and Suppliers**

Due to the nature of our business, we are not dependent on a particular supplier or group of suppliers. However, in addition to our owned fleet of vessel and earthmoving equipment, we enter into spot arrangements with local third-party market players for hiring of vessel and earthmoving equipment as required. Such arrangement provides timely completion of cargo handling of our customers, even when our fleet is not available. Our primary component for cost of services includes cost of diesel and fuel. To manage this efficiently, we have a dedicated team that continuously monitors fuel prices and makes strategic purchasing decisions. Additionally, we procure fuel directly from producers, enabling us to save on middlemen margins.

However, our fuel expenses have increased significantly in recent years due primarily to an increase in costs of fuel, and further increases in fuel expenses may impact our margins if we are not able to pass these price increases to our customers.

**Health, Safety and Environment**

We are committed to ensuring high standards of health, safety and environmental practices within our organization, our offices and our facilities. We aim to comply with applicable health, safety and environmental regulations and other requirements in our operations. We have developed a health and safety framework that is aimed at optimizing our operations and process standards to meet the highest levels of commitment towards health and safety of our stakeholders and sustainable performance of our business operations. For example, we have mandated safety gear including eyewear for individuals engaged in loading and unloading of sulphur cargo, to ensure the protection of personnel from the hazardous risks associated with sulphur handling.

Our operating teams periodically review safety metrics as well as employee-safety at our facilities and operating locations and assets. We train our employees on safe work practices and continuously guide them on safe work practices. We provide our workforce with appropriate personal protective equipment depending on the requirements at our locations. See "*Risk Factor No.* 34—*We are susceptible to risks relating to accidents due to human error, which can lead to injury or loss of human life and cause interruptions and disruptions to our logistics operations. Moreover, misconduct or errors by manpower engaged by us could expose us to business risks or losses*." on page 63.

**Technology**

We have implemented traditional ERP software for our accounting purpose. Additionally, we are in the process of developing an in-house ERP system to support and streamline our integrated operations. Upon development, software will enable our company for various functions including calculation of cargo capacity for our available vessels, calculation of Demurrage and Dispatch, insurance claims, contract with customers, transport operations, repair and maintenance of our vehicles and equipment, man planning for operations, invoicing, accounting and statutory filing.

For information on the risk to our IT systems, see "*Risk Factor No.* 40—*Failure or disruption of our IT systems may adversely affect our business, financial condition and results of operations*" on page 66.

**Insurance**

Our operations are subject to various risks inherent to shipping & logistics industry including losses due to natural calamities, accidents and other disruptions and losses of shipments, as well as other risks, such as theft, robbery or acts of terrorism and other force majeure events.

While, the customer is responsible for arranging insurance for the cargo, our company is responsible for our vessel and earthmoving equipment including our self-propelled barges, floating cranes and other vehicles. However, our company is bind to follow the procedure outlined under the Insurance policy for the safe loading, unloading and storage of cargo at port and accordingly we take adequate steps to avoid loss of such cargo.

We maintain insurance coverage for anticipated risks which are standard for our type of business and operations. Our principal types of insurance coverage include insurance for damage to our vessel and earthmoving equipment and workmen compensation policy. We also have directors' and officers' liability insurance and stevedorers liability policy as part of our risk management strategy. We have also obtained insurance with respect to our storage yard, which we use for storage of Dry Bulk Cargo.

The table below sets forth particulars of our insurance coverage on as at September 30, 2024:

| **Particulars** | **For the six months ended September 30, 2024** |
|---|---|
| Insured Assets (₹ millions) | 7,531.02 |
| Insured Assets as % of Gross Block of Property, Plant and Equipment | 139.94% |

For further information, see "*Risk Factor No.* 20—*We may not have sufficient insurance coverage to cover our economic losses as well as certain other risks, not covered in our insurance policies, which could adversely affect business, results of operations and financial condition*" on page 50.

We believe that our insurance coverage is in accordance with industry custom, including the terms of and the scope of the coverage provided by such insurance. However, our policies are subject to standard limitations, including with respect to the maximum amount that can be claimed. Therefore, insurance might not necessarily cover all losses incurred by us and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of, our insurance policies.

**Human Resources:**

We place importance on developing our human resources. As of September 30, 2024, our workforce comprised 1,146 permanent employees. Apart from our permanent employees, we also engage contract labours from independent contractors on need basis. Combinations of permanent employees and contract personnel gives us flexibility to run our business efficiently. However, we have not entered into any formal agreements with such contractors for such services.

The table below sets forth the Department-wise bifurcation of our permanent employees as of September 30, 2024:

| **Departments / Teams** | **Number of employees as at September 30, 2024** |
|---|---|
| Supervisors and Incharge Personnel | 377 |
| Operations: | |
| a) Cargo Handling Division | 348 |
| b) Transportation Division | 215 |
| Finance and Accounts | 21 |
| Executive and Administration | 25 |
| Quality Control Department | 02 |
| Repair, Maintenance, Mechanics and Engineers | 115 |
| Information technology | 43 |
| **Total Permanent Employees** | **1,146** |

Our work force is a critical factor in maintaining quality, productivity and safety, which strengthens our competitive position. We are committed to provide safe and healthy working conditions. 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 during the six months ended September 30, 2024 and the last three Fiscals.

The table below set forth the attrition rate for our permanent employees for the periods indicated:

| **Particulars** | **For the six months ended September 30, 2024** | **Fiscal 2024** | **Fiscal 2023** | **Fiscal 2022** |
|---|---|---|---|---|
| Number of permanent employees at the end of respective period/Fiscal | 1,146 | 1,295 | 1,057 | 852 |
| Number of permanent employees Exited | 293 | 175 | 176 | 93 |

| Particulars | For the six months ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| **Attrition Rate (%)*** | **24.01%** | **14.88%** | **18.44%** | **11.71%** |

**Attrition rate is calculated as the percentage of the number of permanent employee departures in a particular Financial Year/period to the average number of permanent employees in a particular Financial Year/period. The average number of permanent employees in a particular Financial Year/period is calculated by the sum of the number of permanent employees at the beginning of a particular Financial Year/period and at the end of a particular Financial Year/period, and then divided by two.*

We place strong emphasis on upskilling our workforce. Formal training sessions are conducted frequently at ports to ensure our employees are well-equipped to handle modern equipment and practices. In addition to compensation that includes salary and allowances, our employees receive statutory benefits (including employees provident fund, employees state insurance, gratuity benefits and other benefits, as applicable) and are covered by workmen insurance policy.

**Awards and Accreditation**

Over the years, we have received several awards and accreditation from our customers, the most notable of which include:

| Calendar Year | Particulars |
|---|---|
| 2019 | The company has been honoured by Deen-Dayal Port Trust (DPT) for achieving exceptional productivity in the coal/coke handling category during the FY 2019. It has discharge 36,376 MT of coal in a single day at Kandla anchorage. |
| 2020 | The company has been recognised by Reliance Industries Limited, for handling 26,100 MT per day of sulphur cargo at Bedi Group of Ports. |
| 2023 | Received recognition from Arcelormittal Nippon Steel India Limited for handling of 3.75 MMTs from Fiscal 2021 till December 2022 at Hazira Port. |
| 2023 | Received recognition from Reliance Industries Limited for handling of 4.35 MMTs from Fiscal 2021 till December 2022. |
| 2023 | Received recognition from Nayara Energy Limited for handling of 0.92 MMTs from Fiscal 2022 till December 2022 at Bedi Group of Ports. |
| 2023 | Received recognition from PNP Maritime Services Private Limited for handling of 1.27 MMTs from Fiscal 2022 till November 2022 at Dharamtar Port. |

**Intellectual Property Rights**

Details of our key trademarks registered in our Company's name are as set out below:

| Sr No | Application Number | Trademark | Class | Date of registration /application /renewal Application | Status | Validity |
|---|---|---|---|---|---|---|
| 1. | 6337953 | | 04 | March 08, 2024 | Objected | NA |
| 2. | 6337954 | | 09 | March 08, 2024 | Opposed | NA |
| 3. | 6337955 | | 35 | March 08, 2024 | Objected | NA |

| Sr No | Application Number | Trademark | Class | Date of registration /application /renewal Application | Status | Validity |
|---|---|---|---|---|---|---|
| 4. | 6337956 | | 39 | March 08, 2024 | Registered | March 08, 2034 |
| 5. | 6337957 | | 43 | March 08, 2024 | Registered | March 08, 2034 |
| 6. | 6337986 | | 11 | March 08, 2024 | Objected | NA |

We also use domain name for our website, which include www.shreejishipping.in.

For further information, see "*Government and Other Approvals – Intellectual Property Rights*" on page 385.

For See "*Risk Factor No. 26—We have a trademark application pending corporate logo. If we are unable to protect our intellectual property rights, our business, results of operations and financial condition may be adversely affected*" on page 54.

**Properties**

Our registered office is located Shreeji House, Town Hall Circle, Jamnagar, Gujarat 361001, India and it is rented out by our Company and the current rent agreement expires on November 30, 2025. The property has been taken on rent from one of our members of Promoter Group entities, namely, Khorshed Buildcon Private Limited in which our Promoters and promoter group member/entities holds 100% of share capital.

The property is rented for a monthly rent of ₹ 7,790/- pursuant to rent agreement dated December 26, 2024, executed between our company and Khorshed Buildcon Private Limited till November 30, 2025.

***Other Principal Properties***

The table below sets forth details of our material properties as on the date of this Draft Red Herring Prospectus.

| Location | Address | Primary Purpose | Area (in square meters) | Nature of Ownership Interest | Date of Expiry of Lease/Rent Agreement |
|---|---|---|---|---|---|
| Gujarat | Bedeshwar Land and Godown Building (Survey No. 4131/A41), Gujarat | Open Land for Storage of Cargo | 12,147.00 | Freehold | Owned |
| Gujarat | Bedeshwar Plot Assets (Survey No. 4131/A31 to A40), Gujarat | Open Land for Storage of Cargo | 1,384.52 | Freehold | Owned |
| Gujarat | Dharmbhakti Estate Plot No. 48 & 49-Pipaliya (Survey No. 125), Gujarat | Open Land for Storage of Cargo | 600.98 | Freehold | Owned |

| Location | Address | Primary Purpose | Area (in square meters) | Nature of Ownership Interest | Date of Expiry of Lease/Rent Agreement |
|---|---|---|---|---|---|
| Gujarat | Dharmbhakti Estate Plot No. 50-Pipaliya (Survey No. 125), Gujarat | Open Land for Storage of Cargo | 345.92 | Freehold | Owned |
| Gujarat | Land at Mota Dahisara Morbi (Survey No. 558 Paiki 2), Gujarat | Storage Yard for Storage of Cargo | 32,906.00 | Freehold | Owned |
| Gujarat | Land at Mota Dahisara Morbi (Survey No. 558 Paiki 3), Gujarat | Storage Yard for Storage of Cargo | 9,160.00 | Freehold | Owned |
| Gujarat | Land at Mota Dahisara Morbi (Survey No. 971), Gujarat | Storage Yard for Storage of Cargo | 38,874.00 | Freehold | Owned |

We have also developed our own Storage Yard at Morbi to facilitate storage of dry bulk cargo for our customers. In addition, as on the date of this Draft Red Herring Prospectus, we have various residential premises which are taken on rent by our Company from various parties. Further, our company has taken on rent some of the properties on rent basis from our Promoter, Jitendra Haridas Lal.

| Location | Address | Primary Purpose | Interest of Promoter in the Property | Amount of Rent per month (in ₹) | Date of Expiry of Rent Agreement |
|---|---|---|---|---|---|
| Gujarat | Shreeji Sanmukh Flat No.302, Bedi Bandar Road, Panchvati Jamnagar – 361001. | Residential premises for employees | Jitendra Haridas Lal is the lessor of the Property | ₹ 15,000 per month | November 30, 2025 |
| Gujarat | Gondia House, Walkeshwari, Office 3rd Floor and 4th Floor Jamnagar - 361001. | Residential premises for employees | Jitendra Haridas Lal is the lessor of the Property | ₹ 30,000 per month | November 30, 2025 |
| Gujarat | Survey No. 20/P2/P, Plot No. 13 and 14 | Workshop for Repair and Maintenance | Jitendra Haridas Lal is the lessor of the Property | ₹ 15,000 per month | November 30, 2025 |

Also, see "*Risk Factor No.* 35—*Our Registered Office, workshop and certain residential premises are on rented basis. In the event we lose or are unable to renew such rent agreements, our business, financial condition and results of operations may be adversely affected*." on page 63.

## KEY REGULATIONS AND POLICIES

The following is an overview of the relevant regulations and policies in India which are applicable to our business and operations in India. The information detailed below has been obtained from publications available in the public domain. The regulations set out below are not exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice.

***Laws applicable to our business operations***

***Maritime Laws***

India has signed multiple international maritime conventions and agreements. These include conventions governed by the International Maritime Organization (IMO). International Maritime Organization (IMO) is a United Nations agency that develops rules on aspects such as safety, security, and pollution prevention. These international obligations significantly influence India's regulatory framework, necessitating periodic amendments to align with global standards. International Cooperation Division of the Ministry of Ports, Shipping and Waterways deals with maritime engagements with foreign maritime nations, and all matters related to the International Maritime Organization.

***Merchant Shipping Act, 1958 (the "Merchant Shipping Act")***

The Merchant Shipping Act is the primary legislation governing merchant shipping in India which deals with aspects of merchant shipping such as such as the registration of ships, sailing vessels, and fishing vessels the safeguarding and protection of passengers and cargo carrying ships, the regulation of Indian ships and ships involved in the coasting trade, collisions, the prevention and control of marine oil pollution from ships, and the restrictions on shipowners.

***Major Ports Act, 1963 (the "Major Ports Act")***

The Major Ports Act applies inter alia to the ports located in Kochi, Kerala; Vishakhapatnam, Andhra Pradesh; Mangalore, Karnataka; and Paradip, Odisha. In accordance with the terms of the Major Ports Act, ports located across India are permitted to issue licenses to business entities. These licenses permit business entities to carry out the business of steamer agencies, clearing and forwarding agencies, stevedoring operations, and other related activities within the precincts of the major ports located across India.

***Indian Port Act, of 1908 ("the India Port Act")***

All the Minor Ports are governed under the Indian Port Act, and are owned and managed by the State Governments. This act has provisions for rules for shipping safety and conservation of ports, port dues fees, and other charges, with respect to penalties.

***The Multimodal Transportation of Goods Act, 1993 (the "Multimodal Transportation Act")***

The Multimodal Transportation Act regulates the transportation of goods from any place in India, to a place outside India. A multimodal transport is governed under a transport contract which inter alia sets out the liability of a multimodal transport operator to perform or procure the performance of multimodal transportation against a payment of freight. Multimodal transport has been defined as the carriage of goods, by at least two different modes of transport under the same contract, from the place of acceptance of goods in India, to a place of delivery of such goods outside India. In terms of the Multimodal Transportation Act, any person can provide the services of multimodal transportation after obtaining a certificate of registration which is valid for a period of three years.

***Customs House Agents Licensing Regulations, 2004 ("Customs Regulations")***

Customs Regulations regulates customs house agents in India. As per the Customs Regulations, no person is allowed to carry on the business of the entry or departure of a conveyance, or the import or export of goods at any customs station, unless such person holds a valid license under the Customs Regulations. Customs house agents who have been granted valid licenses under the Customs Regulations are eligible to work in all customs stations within the country, subject to an intimation to the Commissioner of Customs of the concerned customs station where business is transacted.

***The Customs Act, of 1962 (the "Custom Act") and the Customs Tariff Act, 1975 (the "Customs Tariff Act")***

The Customs Act governs the import and export of cargo, baggage, postal articles, arrival and departure of vessels, etc. It prohibits and restricts imports and exports under various legal enactments. The said Act contains provision for levying the custom duty on imported goods, export goods, goods which are not cleared, goods warehoused or transshipped within 30 days after unloading etc. It also provides for storage of imported goods in warehouses pending clearance, for goods in transit etc., subject to prescribed conditions.

The Customs Tariff Act classifies goods under various tariff heads and determines the applicable rate of duty. The act also provides for the valuation of goods for the purpose of levy of duty, the assessment and collection of duty, and the refund of duty in certain cases. The act is enforced by the Central Board of Indirect Taxes and Customs (CBIC).

***Foreign Trade (Development and Regulation) Act, of 1992 (the "Foreign Trade Act")***

Under the Foreign Trade Act, the central government has been empowered to make provisions pertaining to foreign trade. The central government can make policies for the development and regulation of import and export, applicable to the entire country. Currently, the Foreign Trade Policy, 2015-20 lays down these provisions.

***Directorate General of Shipping ("DG Shipping")***

Ministry of Ports, Shipping and Waterways, Govt. of India exclusively controls shipping in India. The Directorate General of Shipping is a semi-autonomous statutory body set up by the Ministry of Shipping. DG of shipping handles all matters relating to merchant shipping and the implementation of regulations of the International Maritime organization. Indian shipping act falls under DG of shipping.

***Warehousing (Regulatory and Development) Act, 2007 (the "Warehousing Act")***

The Warehousing Act regulates the manner of registration of warehouses as well as the issuance of negotiable warehousing receipts in electronic formats. These negotiable warehousing receipts provide proof of ownership of commodities that are stored in a warehouse for safekeeping. In accordance with the terms of the Warehousing Act, no person is permitted to commence or carry on the business of warehousing without obtaining a certificate of registration in respect of such warehouse. Warehouses which do not propose to issue negotiable warehouse receipts are not required to obtain a certificate of registration under the Warehousing Act Guidelines for setting up ICD/CFS in India The ICD/CFS Guidelines regulates the requirements and procedures for setting up ICD and/or CFS in India. As per extant ICD/CFS guidelines, an application for setting up an ICD/CFS along with a survey and feasibility report and the proposed tariff structure should be made to the Infrastructure Division of the MCI and the jurisdictional Customs Commissioner. Upon acceptance of the proposal, a letter of intent is issued enabling the applicant to set up the requisite infrastructure for the ICD/CFS, within one year from the issue of such letter of intent. Subsequently, once the infrastructure has been established, the security standards of the jurisdictional Commissioner of Customs have to be complied with and backed by a bond with bank guarantee to receive the final clearance and customs notification.

***Free Trade and Warehousing Zones***

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

***The Indian Carriage of Goods by Sea Act, 1925 (the "Sea Carriage Act")***

The Sea Carriage Act, and the rules thereunder, have been enacted to regulate the carriage of goods by sea from any port in India, to any port within or outside India. The Sea Carriage Acts recognises the concept of a 'bill of lading', whereby the goods are to be carried in a general ship, and the person consigning the goods is known as a shipper. In the case of a bill of lading, the owner of the ship undertakes the responsibility of carrying the goods of a consignor safely, and securely to the destination.

***Motor Vehicles Act, 1988 (the "Motor Vehicles Act")***

The Motor Vehicles Act, and the rules prescribed thereunder have been enacted to regulate all aspects of road transport vehicles in India. Accordingly, the Motor Vehicles Act places a liability on every owner, or person responsible for a motor vehicle to ensure that every person who drives a motor vehicle holds an effective driving license. Under the Motor Vehicles

Act, the owner of the motor vehicle also bears the responsibility of ensuring that the vehicle is registered in accordance with the provisions of the Motor Vehicles Act, and the certificate of registration of the vehicle has not been suspended or cancelled and the vehicle carries a prescribed registration mark. No motor vehicle can be used as a transport vehicle unless the owner of the vehicle has obtained the required permits authorising him to use the vehicle for transportation purposes.

***The Carriage by Road Act, 2007 (the "Road Carriage Act")***

The Road Carriage Act, and the rules thereunder, have been enacted to regulate all aspects of common carriers. No person can engage in the business of a common carrier unless he has a valid certificate of registration. A common carrier, in accordance with the terms of the Road Carriage Act may be an individual, firm or a company, which transports goods as regular business for money, over land or inland waterways. Among other things, common carriers are required to receive and carry goods from all corners indiscriminately and deliver the goods within the agreed time at stipulated prices. 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.

***Legislations Related to Environment***

***The Environment (Protection) Act, 1986, as amended ("EPA") and the Environment (Protection) Rules, 1986***

The EPA is an umbrella legislation in respect of the various environmental protection laws in India. Under the EPA, the GoI is empowered to take any measure it deems necessary or expedient for protecting and improving the quality of the environment and preventing and controlling environmental pollution. This includes rules for, inter alia, laying down standards for the quality of environment in its various aspects, laying down standards for emission of discharge of environment pollutants from various sources as given under the Environment (Protection) Rules, 1986, inspection of any premises, plant, equipment, machinery, examination of manufacturing processes and materials likely to cause pollution among others. Penalties for violation of the EPA include fines up to ₹100,000 or imprisonment of up to five years, or both. The imprisonment can extend up to seven years if the violation of the EPA continues. There are provisions with respect to certain compliances by persons handling hazardous substances, furnishing of information to the authorities and agencies in certain cases, establishment of environmental laboratories and appointment of Government analysts.

***The Environmental Impact Assessment Notification, 2006***

The Environmental Impact Assessment (EIA) Notification, 2006, is a significant notification issued by the Ministry of Environment and Forests, India. It mandates obtaining prior environmental clearance for the construction of new projects or the expansion or modernization of existing projects based on their potential environmental impacts. This applies to various sectors, including mining, thermal power plants, infrastructure, and industries. The notification aims to ensure that all projects are undertaken in accordance with the objectives of the National Environment Policy. It has been revised several times since its introduction in 1994 to address evolving environmental concerns.

***The Air (Prevention and Control of Pollution) Act, 1981, as amended and in force from time to time ("Air Act")***

The Air Act has been enacted to provide for the prevention, control and abatement of air pollution. The Air Act was enacted with a view to protect the environment and surroundings from any adverse effects of the pollutants that may emanate from any factory or manufacturing operation or activity. It lays down the limits with regard to emissions and pollutants that are a direct result of any operation or activity. Periodic checks on the factories are mandated in the form of yearly approvals and consents from the corresponding State Pollution Control Boards. Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. The State Pollution Control Board is required to grant consent within a period of four months of receipt of an application but may impose conditions relating to pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board.

***Noise Pollution (Regulation and Control) Rules, 2000 (the "Noise Pollution Rules")***

The Noise Pollution Rules regulate and control the noise producing and generating sources including from industrial activity and sets ambient air quality standards in respect of noise for different areas/zones. The Noise Pollution Rules provide for penalties in accordance with the EP Act for use of loudspeakers, public address system, among others, in a silence zone or area.

***Solid Waste Management Rules, 2016 (the "SWM")***

Solid Waste Management Rules (SWM), 2016, was announced by the Union Ministry of Environment, Forests, and Climate Change (MoEF&CC). These will replace the Municipal Solid Wastes (Management and Handling) Rules, 2000, which have been in effect for the previous 16 years. Waste management refers to the tasks and procedures necessary to control waste from its inception through its disposal. This covers garbage collection, transport, treatment, and disposal in addition to monitoring and regulation.

***Labour Laws***

We are subject to various labour laws for the safety, protection, condition of working, employment terms and welfare of labourers and/or employees of us such as:

- the Factories Act, 1948;
- the Apprentices Act, 1961;
- the Child and Adolescent Labour (Prohibition and Regulation) Act, 1986;
- Contract Labour (Regulation and Abolition) Act, 1970;
- the Employees Provident Fund and Miscellaneous Provisions Act, 1952;
- the Employees State Insurance Act 1948;
- the Equal Remuneration Act, 1976;
- the Industrial Disputes Act, 1947;
- the Industrial Employment (Standing Orders) Act, 1946;
- the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
- the Maternity Benefit Act, 1961;
- the Minimum Wages Act, 1948;
- the Payment of Bonus Act, 1965;
- the Payment of Gratuity Act, 1972;
- the Payment of Wages Act, 1936;
- the Public Liability Insurance Act, 1991;
- the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- the Workmen's Compensation Act, 1923

In order to rationalise and reform labour laws in India, the Government has enacted the following codes:

- ***Code on Wages, 2019***, which regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. It subsumes four existing laws, namely the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, and the Equal Remuneration Act, 1976.

- ***Industrial Relations Code, 2020,*** which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. It subsumes the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

- ***Code on Social Security, 2020,*** which amends and consolidates laws relating to social security. It governs the constitution and functioning of social security organisations such as the employees' provident fund and the ESIC, regulates the payment of gratuity, the provision of maternity benefits, and compensation in the event of accidents to employees, among others. It subsumes various 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, and the Payment of Gratuity Act, 1972.

- ***Occupational Safety, Health and Working Conditions Code, 2020***, amends and consolidates laws regarding the occupational safety, health and working conditions of persons employed in an establishment. 248 It subsumes various legislations including the Factories Act, 1948, and the Contract Labour (Regulation and Abolition) Act, 1970.

Certain portions of the Code on Wages, 2019 and Code on Social Security, 2020, have come into force upon notification by the Ministry of Labour and Employment. The remainder of these codes shall come into force on the day that the Government shall notify for this purpose.

***Intellectual property laws***

Intellectual property in India enjoys protection under both common law and statutes. Under statutes, India provides for, amongst others, registration of design under the Designs Act, 2000, trademark protection under the Trade Marks Act, 1999 and protection of copyright under the Copyright Act, 1957. These enactments provide for the protection of intellectual property by imposing civil and criminal liability for infringement.

***Other laws***

In addition to the above, our Company and our Material Subsidiary are also governed by the provisions of the Companies Act and rules framed thereunder, relevant central and state tax laws, foreign exchange and investment laws and foreign trade laws and other applicable laws and regulation imposed by the central and state government and other authorities for over day to day business, operations and administration.

## HISTORY AND CERTAIN CORPORATE MATTERS

### Brief history of Our Company

Our Company was constituted as a partnership firm namely, M/s Shreeji Shipping through deed of partnership dated June 14, 1995 (the "Partnership"). Subsequently, the Partnership was converted to a private limited company, pursuant to a resolution passed at the meeting of Partners dated March 02, 2024. Consequently, the name of our Company was changed to "Shreeji Shipping Global Private Limited" and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Central Registration Centre on April 11, 2024. Our Company received the approval of its shareholders at their extra-ordinary general meeting held on October 17, 2024 for conversion of the Company into a public limited company, the name of our Company was thereafter changed to "Shreeji Shipping Global Limited" and a fresh certificate of incorporation consequent upon change of name upon conversion to public limited company was issued to our Company by the Registrar of Companies, Central Processing Centre on November 18, 2024.

### Changes in the registered office of our Company

There has been no change in the registered office of our Company since incorporation.

### Main Objects of our Company

The main objects contained in our Memorandum of Association are as follows:

1. *To engage in the business of handling dry bulk cargo providing complete solutions under one roof right from the stevedoring, lighterage, loading/unloading cargo, documentation, warehousing, agency, custom clearance and all ancillary services, at ports located Nationally & Internationally, relating to the same. To carry on in India or elsewhere, the business of establishing, maintaining and operating, shipping company.*

2. *The business of trading, exporting and importing of all the allowable goods, articles, merchandise etc. and obtaining & issuing letter of credit, to act as general merchant and commission agent and to do all such incidental acts and things necessary for the attainment of the above objects and any other legal business.*

3. *To undertake and carry on the business as Ship owners, shipbreakers, shipping agents, ship brokers, ship managers, ship handling, ship chandlers, tug owners, loading brokers, freight contractors, barge owners, lightman, dredgers, clearing and forwarding agents, crane, floating cranes, loaders, winches, grab and other equipment renting and hiring, engineers, ship store merchants, ship husband, dismantling of ships, steamers, trawler, steam launches, ocean going vessels and vessels plying on water either by company itself or through other arrangements whether on contract of job work basis and entire logistic services.*

4. *To undertake feasible projects on a comprehensive basis, or to incorporate one or more companies as Special Purpose Vehicles (SPVs) or joint ventures with any other company, firm, or statutory bodies, for the purpose of carrying out such feasible projects. The Company shall have the authority to wholly own such companies or permit equity participation by other parties in such companies, as may be deemed necessary or appropriate for the successful execution of the projects, which may be capable of being carried on or conducted, directly or indirectly, to benefit the Company. The Company shall, from time to time, determine the terms and conditions for the formation, management, and control of such companies, in compliance with all applicable laws, regulations, and statutory requirements.*

5. *To carry on the business of supplying manpower, hiring, and recruiting, including skilled, semi-skilled, and unskilled workers, or business ventures in which the Company is or may become involved, in addition to its primary business operations, also Company may assign personnel to any of its business operations or projects. The use of manpower for other business interests shall not affect the Company's existing commitments to clients, partners, or employees, and the Company shall not be liable for any disruptions or conflicts arising from such allocation.*

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried out.

### Amendments to our Memorandum of Association in the last 10 years

**Set out below are the amendments to our Memorandum of Association since incorporation of our Company:**

| Date of Shareholders' resolution | Nature of amendment |
|---|---|
| November 18, 2024 | Conversion of Company from private to public and change of name of Company from Shreeji Shipping Global Private Limited to Shreeji Shipping Global Limited |
| July 05, 2024 | Clause V of the MOA was amended to reflect the increase in the authorized share capital of the Company from Rs. 10,00,000 (Rupees Ten Lakhs Only) divided into 1,00,000 (One Lakh Only) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 170,00,00,000 (Rupees One Hundred Seventy Crores Only) divided into 17,00,00,000 (Seventeen Crores Only) equity shares of Rs. 10/- (Rupees Ten Only) each. |
| December 09, 2024 | In order to align with the provisions of the Companies Act, 2013 and to replace objects 1-3, with new objects 1-5, our main objects set out in Clause 3 [A] of the Memorandum of Association were restated as follows:<br>1. *To engage in the business of handling dry bulk cargo providing complete solutions under one roof right from the stevedoring, lighterage, loading/unloading cargo, documentation, warehousing, agency, custom clearance and all ancillary services, at ports located Nationally & Internationally, relating to the same. To carry on in India or elsewhere, the business of establishing, maintaining and operating, shipping company.*<br>2. *The business of trading, exporting and importing of all the allowable goods, articles, merchandise etc. and obtaining & issuing letter of credit, to act as general merchant and commission agent and to do all such incidental acts and things necessary for the attainment of the above objects and any other legal business.*<br>3. *To undertake and carry on the business as Ship owners, shipbreakers, shipping agents, ship brokers, ship managers, ship handling, ship chandlers, tug owners, loading brokers, freight contractors, barge owners, lightman, dredgers, clearing and forwarding agents, crane, floating cranes, loaders, winches, grab and other equipment renting and hiring, engineers, ship store merchants, ship husband, dismantling of ships, steamers, trawler, steam launches, ocean going vessels and vessels plying on water either by company itself or through other arrangements whether on contract of job work basis and entire logistic services.*<br>4. *To undertake feasible projects on a comprehensive basis, or to incorporate one or more companies as Special Purpose Vehicles (SPVs) or joint ventures with any other company, firm, or statutory bodies, for the purpose of carrying out such feasible projects. The Company shall have the authority to wholly own such companies or permit equity participation by other parties in such companies, as may be deemed necessary or appropriate for the successful execution of the projects, which may be capable of being carried on or conducted, directly or indirectly, to benefit the Company. The Company shall, from time to time, determine the terms and conditions for the formation, management, and control of such companies, in compliance with all applicable laws, regulations, and statutory requirements.*<br>5. *To carry on the business of supplying manpower, hiring, and recruiting, including skilled, semi-skilled, and unskilled workers, or business ventures in which the Company is or may become involved, in addition to its primary business operations, also Company may assign personnel to any of its business operations or projects. The use of manpower for other business interests shall not affect the Company's existing commitments to clients, partners, or employees, and the Company shall not be liable for any disruptions or conflicts arising from such allocation.* |

**Key Awards, Accreditations and Recognition**

The table below sets forth the some of the key awards, accreditation, and recognition:

| Calendar Year | Particulars |
|---|---|
| 2019 | The company has been honoured by Deen-Dayal Port Trust (DPT) for achieving exceptional productivity in the coal/coke handling category during the FY 2019. It has discharge 36,376 MT (0.04 MMTs) of coal in a single day at Kandla anchorage. |
| 2020 | The company has been recognised by Reliance Industries Limited, for handling 26,100 MT per day of sulphur cargo at Bedi Group of Ports. |
| 2023 | Received recognition from Arcelormittal Nippon Steel Ports Hazira Limited for handling of 3.75 MMTs from Fiscal 2021 till December 2022. |
| 2023 | Received recognition from Reliance Industries Limited for handling of 4.35 MMTs from Fiscal 2021 till December 2022. |
| 2023 | Received recognition from Nayara Energy Limited for handling of 0.92 MMTs from Fiscal 2022 till December 2022 at Bedi Group of Ports. |
| 2023 | Received recognition from PNP Maritime Services Private Limited for handling of 1.27 MMTs from Fiscal 2022 till November 2022 at Dharamtar Port. |

**Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, or revaluation of assets in the last 10 years**

Our Company has not acquired any material business or undertaken any mergers or amalgamations or divestments of business or undertaking in the last 10 years preceding the date of this Draft Red Herring Prospectus, except as disclosed below:

**1. Share Purchase Agreement ("Agreement") dated April 28, 2022 and supplemental letters dated June 25, 2022 and January 25, 2023 between our Company ("Purchaser") and United Shippers Limited ("Seller")**

Our Company entered into a Share Purchase Agreement dated April 28, 2022 and supplemental letters dated June 25, 2022 and January 25, 2023 with United Shippers Limited for the purchase of 2,150,000 (Two million one hundred fifty thousand only) fully paid shares of USL Lanka Logistics (Private) Limited, owned by the Purchaser, aggregating to 100% of the equity shares of the total issued and paid up share capital, for a consideration of LKR 11,567,000 (Eleven million five hundred sixty seven thousand only). Under this Agreement, all liability arise/incurred or refund/receipt received/to be received relating to any event before the date of sale of shares was to the account of the Seller while all liability/asset relating to after the date of sale of shares is to the account of the Purchaser. A valuation report dated January 21, 2023 for recommendation of value per equity share has been also been obtained in this regard.

**2. Business Transfer Agreement ("Agreement") dated July 30, 2021, between our Company ("Purchaser") and United Shippers Limited ("Seller")**

Our Company and United Shippers Limited entered into a Business Transfer Agreement dated July 30, 2021 for the sale of the business undertaking of marine transport and logistics as owned by the Seller and being transferred to the Purchaser under this Agreement along with all underlying operations, assets, liabilities, registrations, permissions, authorizations, consents, licenses, approvals, rights, title, interest and obligations. The entire transaction constituted a slump sale for a total consideration of ₹ 1847.5 million. Under this Agreement, Seller agrees to indemnify and hold the Purchaser indemnified against any and all claims, loss, harm or damage caused to the Purchaser on account of, arising out of or in relation to settling of any outstanding sums with the debtors and / or creditors and further agrees and undertakes that any such loss, harm or damage shall be to the account of the Seller. Further, it was agreed that any dispute, controversy or claim arising out of or relating to this Agreement under Applicable Law, shall be resolved and finally settled by arbitration by a sole arbitrator in accordance with the provisions of the Arbitration and Conciliation Act, 1996.

**Time and cost over-runs**

There have been no material time and cost over-runs in respect of our business operations.

**Defaults or re-scheduling, restructuring of borrowings with financial institutions/banks**

There have been no defaults on repayment of any loan availed from any banks or financial institutions. Further, there has been no re-scheduling/ re-structuring in relation to borrowings availed by our Company from any financial institutions or banks.

**Lock-out and strikes**

As on the date of this Draft Red Herring Prospectus, there have been no lockouts or strikes at any time in our Company.

**Accumulated Profits or Losses**

Except as stated under "*Our Subsidiaries*" on page 216, there are no accumulated profits and losses of any of our Subsidiary that are not accounted for by our Company in the Restated Financial Information.

**Significant financial and strategic partners**

As of the date of this Draft Red Herring Prospectus, our Company does not have any significant financial or strategic partners.

**Material Agreements in relation to business operations of our Company**

***Details of subsisting shareholders' agreements***

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsisting shareholders' agreements.

***Other material agreements***

Our Company has not entered into any subsisting material agreements, other than in the ordinary course of business of our Company, except as disclosed below:

1. **Settlement Agreement ("Agreement") dated August 7, 2022 executed by and between our Company, Ashapura Holdings UAE FZE and Ashapura Minechem Ltd.**

Our Company, Ashapura Holdings UAE FZE and Ashapura Minechem Ltd entered into a settlement agreement dated August 07, 2022, pursuant to a contract dated December 23, 2019 for the hire of DCB Siddhi and Tug Vaitarna for cargo operations. Ashapura Holdings UAE FZE, a subsidiary of Ashapura Minechem (UAE) FZE, entered into this arrangement, with Ashapura Minechem Ltd, a company incorporated under the laws of India, acting as the guarantor of the obligations under the Agreement. Following the initial contract, our Company and Ashapura Holdings UAE FZE executed two addendums dated December 26, 2019, and January 21, 2020, for the chartering of the Barge Yamuna Sagar and DCB Prasiddhi, respectively. Disputes arose over under performance, adjustment of demurrage and unpaid invoices, leading to the invocation of the mediation clause by our Company. The mediation proceedings resulted in the settlement of all claims, counterclaims and causes of action by both the parties. Under this Agreement, Ashapura Holdings agreed to pay our Company a total of USD 6,530,777 in 13 monthly instalments from October 5, 2022 to October 5, 2023. The Agreement laid down that a default on part of Ashapura Holdings UAE FZE to remit any tranche payment on the scheduled date made the guarantor, Ashapura Minechem Limited liable to pay the said default tranche payment. While failure of both Ashapura Holdings and Ashapura Minechem shall amount to breach of this Agreement, making them jointly and severally liable for the balance outstanding Settlement Sums, which sums shall become due and payable with immediate effect.

**Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants**

For information on key products or services launched by our Company, please see "*Our Business*" on page 178.

Our Company has not exited from existing markets. For details of capacity, facility creation or location of plant, see "*Our Business*" on page 178.

**Agreements with Key Managerial Personnel, Director, or any other employee**

There are no agreements entered into by a Key Managerial Personnel or Director or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

**Holding Company**

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

**Subsidiaries**

As of the date of this Draft Red Herring Prospectus, our Company has two Subsidiaries. For details see "*Our Subsidiaries*" on page 216.

**Associate Company**

As on date of this Draft Red Herring Prospectus, our Company does not have any associate companies.

**Joint Venture**

As on date of this Draft Red Herring Prospectus, our Company does not have any joint ventures.

**Other Confirmations**

There are no other agreements/ arrangements and clauses / covenants in the agreements entered into by our Company, which are material, and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in this Draft Red Herring Prospectus.

There are no findings/observations of any of the inspections by SEBI or any other regulators which are material and which need to be disclosed or non-disclosure of which may have bearing on the investment decision.

There is no conflict of interest between the suppliers of the raw materials and third-party service providers (crucial for operations of our Company) and our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors and the Subsidiary/ Group Companies and its directors, except as disclosed in the "*Summary of Financial Information*" on page 78.

There is no conflict of interest between the lessor of the immovable properties (crucial for operations of our Company) and our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors and the Subsidiary/Group Companies and its directors except, our Company has taken on lease following property from our Promoter Jitendra Haridas Lal, details of which are disclosed below:

| Location | Address | Primary Purpose | Interest of Promoter in the Property | Amount of Rent per month (in ₹) | Date of Expiry of Rent Agreement |
|---|---|---|---|---|---|
| Gujarat | Shreeji Sanmukh Flat No.302, Bedi Bandar Road, Panchvati Jamnagar – 361001. | Residential premises for employees | Jitendra Haridas Lal is the lessor of the Property | ₹ 15,000 per month | November 30, 2025 |
| Gujarat | Gondia House, Walkeshwari, Office 3rd Floor and 4th Floor Jamnagar - 361001. | Residential premises for employees | Jitendra Haridas Lal is the lessor of the Property | ₹ 30,000 per month | November 30, 2025 |
| Gujarat | Survey No. 20/P2/P, Plot No. | Workshop for Repair and | Jitendra Haridas Lal is the lessor | ₹ 15,000 per month | November 30, 2025 |

| Location | Address | Primary Purpose | Interest of Promoter in the Property | Amount of Rent per month (in ₹) | Date of Expiry of Rent Agreement |
|---|---|---|---|---|---|
| | 13 and 14 | Maintenance | of the Property | | |

# OUR SUBSIDIARIES

**Our Subsidiaries**

As on the date of this Draft Red Herring Prospectus, our Company has two (2) directly held Subsidiaries the details of which are below:

**Indian Subsidiary:**

1. Shreeji Global IFSC Private Limited

**Foreign Subsidiary:**

1. USL Lanka Logistics Private Limited

***1. Shreeji Global IFSC Private Limited***

**Corporate Information:**

Shreeji Global IFSC Private Limited was incorporated on August 31, 2024 as a private company limited under the Companies Act, 2013. The CIN of Shreeji Global IFSC Private Limited is U64990GJ2024PTC154876. The registered office of Shreeji Global IFSC Private Limited is located at Unit 71, The Platform, Ground Floor, 11 T2, Gift City, Gandhi Nagar, Gandhi Nagar- 382355, Gujarat. It is wholly owned subsidiary of our Company.

As per the Memorandum of association, the main object of Shreeji Global IFSC Private Limited is:

To carry on business of Ship leasing by way of Operating lease, Voyage/Bareboat/time Charters or hybrid thereof, Contract of Affreightments, employment in shipping pools and all other legal commercial transactions for employment of ships; Asset management Support Service (for assets owned or leased out by the lessor or by any of its Group Entities set up in IFSCs in India), sale and lease back, purchase, novation, transfer, assignment, and such other similar transactions, each in accordance with the International Financial Service Centre Authority Act, 2019 and the other applicable laws.

**Capital Structure:**

The authorized share capital of Shreeji Global IFSC Private Limited is ₹ 3,00,00,000 divided into 30,00,000 equity shares of face value of ₹10 each. Its issued, subscribed, and paid-up equity share capital is ₹ 3,00,00,000 divided into 30,00,000 equity shares of face value of ₹10 each.

**Shareholding pattern**

| Name of the Shareholder | Number of equity shares of face value of ₹10 each | Percentage of the total Shareholding (%) |
|---|---|---|
| Shreeji Shipping Global Limited | 29,99,999 | 100 |
| Ashokkumar Lal | 1 | |

***2. USL Lanka Logistics Private Limited***

**Corporate Information:**

USL Lanka Logistics Private Limited was incorporated on May 13, 2016, as a private limited company. The UIN of USL Lanka Logistics Private Limited is BYWAZ20160805. The registered office of the of USL Lanka Logistics Private Limited is located at No. 40, 2$^{nd}$ Floor,Sir Mohamed Macan Marker Mawatha, Colombo 07, Sri Lanka.

The business activity of the company is restricted to the following:

a. Operation of barges and feeder vessels for the loading and unloading of cargo to from ships and sea going vessels.
b. Rendering of assistance and support in business promotion and coordinating of activities of companies in Sri Lanka that are mainly owned and/or operated by foreigners and foreign companies. and to act as business consultants.

**Capital Structure:**

The authorized share capital of USL Lanka Logistics Private Limited is ₹21,500,000 divided into 21,50,000 equity shares of ₹10 each and its issued, subscribed and paid up equity share capital is ₹21,500,000 divided into 21,50,000 equity shares of ₹10 each.

**Shareholding Pattern**

| **Name of the Shareholder** | **Number of equity shares of face value of ₹10 each** | **Percentage of the total Shareholding (%)** |
|---|---|---|
| Shreeji Shipping Global Limited | 21,50,000 | 100 |

**Accumulated Profits or Losses**

There are no accumulated profits and losses of our subsidiaries, not accounted for, by our Company in the Restated Financial Statements.

**Interest in our Company**

Our Subsidiary has no business interest in our Company.

**Common Pursuits**

Our Subsidiary has no common pursuits with our Company and each other and are not engaged in similar lines of business to that of our Company. We do not perceive any conflict of interest with our Subsidiary as our Subsidiary is controlled by us. For details, see "*Our Business*" on page 178. We shall adopt necessary procedures and practices as permitted by law to address any situations of conflict of interest, as and when they may arise.

**Confirmations**

Our Subsidiary is not listed on any stock exchange in India or abroad.

Further, none of the securities of our Subsidiary have been refused listing by any stock exchange in India or abroad, nor our Subsidiary has failed to meet the listing requirements of any stock exchange in India or abroad, to the extent applicable.

## OUR MANAGEMENT

### Board of Directors

The Articles of Association require that our Board shall comprise of not less than three Directors and not more than fifteen (15) Directors, provided that our Shareholders may appoint more than fifteen (15) Directors after passing a special resolution in a general meeting.

As on the date of this Draft Red Herring Prospectus, we have six Directors, including one (1) woman Director, on our Board, of whom two is the Executive Director, four are Non-Executive Directors including one (1) woman Independent Director. Our Company is in compliance with the corporate governance requirements prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our Board and the constitution of Committees thereof.

The following table sets forth the details of our Board as on the date of this Draft Red Herring Prospectus:

| Name, designation, date of birth, address, occupation, current term, period of directorship and DIN | Age (years) | Other directorships |
|---|---|---|
| **Ashokkumar Haridas Lal**<br><br>***Designation***: Chairman & Managing Director<br><br>***Date of birth***: December 28, 1960<br><br>***Address***: Modpar, Lalpur, Jamnagar 361280 Gujarat, India<br><br>***Occupation***: Business<br><br>***Current term***: Five years commencing from November 22, 2024<br><br>***Period of directorship***: Director since April 11, 2024<br><br>***DIN***: 01736933 | 64 | **Indian Companies**<br><br>1. Shreeji Global IFSC Private Limited<br>2. Shreeji Nuravi Coal Mining and Trading Private Limited<br>3. Shreeji Tastes Private Limited<br>4. Amidhara Builders Private Limited<br>5. Sarthak Buildcon Private Limited<br>6. Viraj Buildcon Private Limited<br>7. Aatithya Complexes And Motels Private Limited<br>8. Siddhi Wind Energy Private Limited<br>9. Krishnaraj Buildcon Private Limited<br>10. Shreeji Coke And Energy Private Limited<br>11. Shreeji News Publication (Gujarat) Private Limited<br>12. Shreeji Holiday Hotels Private Limited<br><br>**Foreign Companies**<br><br>1. Numen Global Pte. Limited |
| **Jitendra Haridas Lal**<br><br>***Designation***: Joint Managing Director<br><br>***Date of birth***: December 5, 1967<br><br>***Address***: Maruti, Swastik Society, Jamnagar 361008, Gujarat, India<br><br>***Occupation***: Business<br><br>***Current term***: Five years commencing from November 22, 2024<br><br>***Period of directorship***: Director since April 11, 2024 | 57 | **Indian Companies**<br><br>1. Amidhara Builders Private Limited<br>2. Shreeji Global IFSC Private Limited<br>3. Shreeji Nuravi Coal Mining and Trading Private Limited<br>4. Shreeji Tastes Private Limited<br>5. Sarthak Buildcon Private Limited<br>6. Viraj Buildcon Private Limited<br>7. Aatithya Complexes and Motels Private Limited<br>8. Siddhi Wind Energy Private Limited<br>9. Krishnaraj Buildcon Private Limited<br>10. Trincass Vyapaar Private Limited<br>11. Shreeji Shippers Private Limited<br>12. Shreeji Aviation Private Limited |

| Name, designation, date of birth, address, occupation, current term, period of directorship and DIN | Age (years) | Other directorships |
|---|---|---|
| ***DIN***: 00991555 | | 13. Narottamka Commodities Private Limited<br>14. Shreeji Coke And Energy Private Limited<br>15. Shreeji News Publication (Gujarat) Private Limited<br>16. Shreeji Holiday Hotels Private Limited<br><br>**Foreign Companies**<br><br>*Nil* |
| **Thomaskutty Varghese**<br><br>***Designation*****:** Independent Director<br><br>***Date of birth***: April 19, 1972<br><br>***Address***: Pullanjivilia, Pidavoor, P O, Kollam 689695, Kerala, India<br><br>***Occupation***: Service<br><br>***Current term***: Five years commencing from October 09, 2024<br>***Period of directorship****:* Director since October 09, 2024<br><br>***DIN***: 10552412 | 52 | **Indian Companies**<br><br>1. Ashapura Logistics Limited<br>2. Jai Ambe Transmovers Private Limited<br><br>**Foreign Companies**<br><br>*Nil* |
| **Vipulchandra Sureshchandra Acharya**<br><br>***Designation***: Independent Director<br><br>***Date of birth***: August 27, 1956<br><br>***Address***: 26, Digvijay Plot, Police Chowki, Dangarvada, Jamnagar 361005, Gujarat, India<br><br>***Occupation***: Service<br><br>***Current term***: Five years commencing from October 09, 2024<br>***Period of directorship***: Director since October 09, 2024<br><br>***DIN***: 07628071 | 68 | **Indian Companies**<br><br>*1.* Arvind Port and Infra Limited (*formerly known as Arvind and Company Shipping Agencies Limited)*<br>2. Sonu Infratech Limited<br><br>**Foreign Companies**<br><br>*Nil* |
| **Sheelaben Mansukhlal Dattani**<br><br>***Designation***: Independent Director<br><br>***Date of birth***: September 08, 1987<br><br>***Address***: Pritesh Pan House, Opp.  Dholiya Pir Dargah, Nageshwar Colony, Jamnagar 361001, Gujarat, India | 37 | **Indian Companies**<br><br>*Nil*<br><br>**Foreign Companies**<br><br>*Nil* |

| Name, designation, date of birth, address, occupation, current term, period of directorship and DIN | Age (years) | Other directorships |
|---|---|---|
| ***Occupation***: Professional<br><br>***Current term***: Five years commencing from November 29, 2024<br><br>***Period of directorship***: Director since November 29, 2024<br><br>***DIN***: 10856144 | | |
| **Viral M Mamtora**<br><br>***Designation***: Independent Director<br><br>***Date of birth***: March 30, 1982<br><br>***Address***: Jaya Smruti, 8 Patel Colony, Road No. 1, Jamnagar 361008, Gujarat, India<br><br>***Occupation***: Professional<br><br>***Current term***: Five years commencing from November 21, 2024<br><br>***Period of directorship***: Director since November 21, 2024<br><br>***DIN***: 08440935 | 42 | **Indian Companies**<br><br>1. BBM Consultancy Private Limited<br><br>**Foreign Companies**<br><br>*Nil* |

**Brief profiles of our Directors**

**Ashokkumar Haridas Lal** is the Chairman & Managing Director of our Company. He has completed his education up to matriculation level. He has an experience of 28 years in the shipping and logistics industry. He is one of our Promoters and has been associated with the Company since incorporation. Additionally, he is serving as director of Jamnagar District Cooperative Bank.

**Jitendra Haridas Lal** is the Joint Managing Director of our Company. He obtained his bachelor's degree of Science in Maths and bachelor's degree of Law from Saurashtra University. He has an experience of 28 years in the shipping and logistics industry. He is one of our Promoters and has been associated with the Company since incorporation. Additionally, he is serving as Chairman of Jamnagar District Cooperative Bank. Further, in the past he has served as President of Jamnagar chambers of commerce and industries and as the President of the Seeds and Grain Merchants Association.

**Thomaskutty Varghese** is the Independent Director of our Company. He obtained his master's degree in science from Cochin University in Oceanography and he also holds a Doctorate in Philosophy. He is member of the Institute of Marine Engineering, Science and Technology as Chartered Marine Scientist. He has an experience of 19 years in the port planning and ocean engineering. Previously, he has been associated with Indian Space Research Organisation, DHI (India) Water and Environment Pvt Ltd, Hydraulics Research Wallingford India Pvt Ltd, Jacobs Engineering India Private Limited, Indian Institute of Information Technology and Management – Kerala, and Adani Ports and SEZ Limited. Before his association with our Company, he has held the position of Deputy General Manager (Port Planning and Ocean Engineering) in Adani Ports and SEZ Limited. Currently, he is serving as an Independent Director of Ashapura Logistics Limited and Jai Ambe Transmovers Private Limited. He has been associated with our Company since October 09, 2024.

**Vipulchandra Sureshchandra Acharya** is the Independent Director of our Company. He obtained his bachelor's degree in Commerce from Saurashtra University. He has an experience of more than 31 years in the banking and finance sector. Before his association with our Company, he has held the position of head of investment and board secretariat in Saurashtra

Gramin Bank. Currently, he is serving as an Independent Director of Sonu Infratech Limited and Arvind Port and Infra Limited *(formerly known as Arvind and Company Shipping Agencies Limited)*. He has been associated with our Company since October 09, 2024.

**Sheelaben Mansukhlal Dattani** is the Independent Director of our Company. She obtained her bachelor's degree in Commerce from Saurashtra University. She is a fellow member of the Institute of Chartered Accountants of India. She has an experience of 12 years in the field of Finance and Accounts. She is currently the proprietor of the firm Sheela Dattani and Associates. She has been associated with our Company since November 29, 2024.

**Viral M Mamtora** is the Independent Director of our Company. He obtained his bachelor's degree in Commerce from Saurashtra University. He is an associate member of the Institute of Chartered Accountants of India. He has an experience of 15 years in the field of Finance and Accounts. He is currently a proprietor of the firm Viral M Mamtora & Associates. He has been an active board member of BBM Consultancy Private Limited since 2019. He has been associated with our Company since November 21, 2024.

**Relationship between our Directors**

Except as stated below, none of our Directors are related to each other in any manner:

| S. No. | Directors | Relative | Relationship with each Other |
|---|---|---|---|
| 1 | Ashokkumar Haridas Lal | Jitendra Haridas Lal | Brother |

**Confirmations**

No consideration, either in cash or shares or in any other form has 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 any of our Directors to become or to help any of them 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.

None of our Directors have been identified as Wilful Defaulters or Fraudulent Borrowers or Fugitive Economic Offenders as defined under the SEBI ICDR Regulations.

None of our Directors is or was a director of any company listed on any stock exchange, whose shares have been or are suspended from being traded during the five years preceding the date of this Draft Red Herring Prospectus, during the term of his/ her directorship in such company.

None of our Directors have been or are directors on the board of any listed companies which have been or are delisted from any stock exchange(s) during their tenure.

**Arrangement or understanding with major Shareholders, customers, suppliers, or others pursuant to which to which our Directors were selected as a Director**

None of our Directors have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers, or others.

**Service contracts with Directors**

Our Company has not entered into any service contracts with any Director, which provide for benefits upon termination of employment.

**Borrowing Powers of our Board**

Pursuant to our Articles of Association, subject to applicable provisions of the Companies Act, 2013, and the special resolution passed by our Shareholders in their general meeting held on November 22, 2024, our Board has been authorized to borrow, from time to time, any sum or sums of monies, including by way of issuance of debentures, advances, deposits, loans or otherwise, which together with the monies already borrowed by our Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), either from the Company's bankers and/or any one or more persons, bodies corporate or financial institutions or from any other sources abroad, whether secured or unsecured, may exceed the aggregate of its paid-up capital of the Company, free reserves and securities premium, provided that the total outstanding amount so borrowed shall not, at any time, exceed the limit of ₹ 10000 million.

**Terms of appointment of our Executive Director**

***Ashokkumar Haridas Lal, Chairman & Managing Director***

Ashokkumar Haridas Lal has been a Director of the Company since April 11, 2024. Ashokkumar Haridas Lal was appointed as the Chairman & Managing Director of our Company for a period of five years effective from November 22, 2024. No employment agreement has been entered into to this effect. Pursuant, to the Shareholder's resolution dated November 22, 2024, Ashokkumar Haridas Lal is entitled to the following perquisites for Financial Year 2024:

Ashokkumar Haridas Lal is eligible to receive the following perquisites –

| | |
|---|---|
| **Remuneration** | Ashokkumr Haridas Lal shall draw a remuneration of upto ₹ 50.00 million per annum, excluding perquisites during the aforesaid tenure, and will be eligible for the annual increments, as may be decided by the Board of directors of the Company.<br><br>The renumeration mentioned above is subject to the limit of 5% of the annual net profit of the Company and further subject to the overall limit of 10% of the annual net profits of the Company on the renumeration of the Chairman, Managing Director and other Executive Directors of the Company taken together. |

***Jitendra Haridas Lal, Joint Managing Director***

Jitendra Haridas Lal has been a Director of the Company since April 11, 2024. Jitendra Haridas Lal was appointed as the Joint Managing Director of our Company for a period of five years effective from November 22, 2024. No employment agreement has been entered into to this effect. Pursuant, to the Shareholder's resolution dated November 22, 2024, Jitendra Haridas Lal is entitled to the following perquisites for Financial Year 2024:

Jitendra Haridas Lal is eligible to receive the following perquisites –

| | |
|---|---|
| **Remuneration** | Jitendra Haridas Lal shall draw a remuneration of upto ₹ 50.00 million per annum, excluding perquisites during the aforesaid tenure, and will be eligible for the annual increments, as may be decided by the Board of directors of the Company.<br><br>The renumeration mentioned above is subject to the limit of 5% of the annual net profit of the Company and further subject to the overall limit of 10% of the annual net profits of the Companyon the renumeration of the Chairman, Managing Director and other Executive Directors of the Company taken together. |

***Remuneration to our Executive Directors***

Details of the remuneration paid to our Executive Directors in Fiscal 2024 is set forth below:

No remuneration was paid in Fiscal 2024, as they were appointed in Fiscal 2025.

**Payment or benefits to Directors**

Except as disclosed in "*Our Management– Terms of appointment of our Executive Directors*" on page 222, our Company has not entered into any contract appointing or fixing the remuneration of any Director in the two years preceding the date of this Draft Red Herring Prospectus.

In Fiscal 2024, our Company has not paid any compensation or granted any benefit on an individual basis to any of our Directors, other than the remuneration as disclosed in "*Our Management – Terms of appointment of our Executive Directors"* on page 222.

**Terms of appointment of our Non-Executive Directors and Independent Directors**

The sitting fees payable to our Non-Executive Directors / Independent Directors for attending meetings of our Board and meetings of various Committees of our Board is within the limits prescribed under the Companies Act, 2013, and the rules notified thereunder. The details of the sitting fees are as follows:

| Sr. No. | Name of Directors | Designation | For attending each board meeting | For attending each committee meeting | Amount to be paid |
|---|---|---|---|---|---|
| 1. | Thomaskutty Varghese | Independent Director | ₹ 10,000 | ₹ 5,000 | Maximum upto ₹1,50,000 per annum |
| 2. | Vipulchandra Sureshchandra Acharya | Independent Director | ₹ 10,000 | ₹ 5,000 | Maximum upto ₹1,00,000 per annum |
| 3. | Viral M. Mamtora | Independent Director | ₹10,000 | ₹ 5,000 | Maximum upto ₹2,00,000 per annum |
| 4. | Sheelaben Mansukhlal Dattani | Independent Director | ₹10,000 | ₹ 5,000 | Maximum upto ₹2,00,000 per annum |

**Remuneration to our Non-Executive Non-Independent Directors**

Details of the remuneration paid to our Non-Executive Directors (other than Independent Directors) in Fiscal 2024 is set forth below:

No remuneration was paid in Fiscal 2024, as they were appointed in Fiscal 2025

**Remuneration to our Independent Directors**

Details of the remuneration paid to our Independent Directors in Fiscal 2024 is set forth below:

No remuneration was paid in Fiscal 2024, as they were appointed in Fiscal 2025

**Remuneration paid or payable to our Directors by our Subsidiaries**

None of our Directors were paid any remuneration, including any contingent or deferred compensation accrued for the year and payable at a later date, by our Subsidiaries in Fiscal 2024.

**Shareholding of Directors in our Company**

Our Articles of Association do not require our Directors to hold qualification shares.

Except as disclosed below, none of our Directors hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus:

| S. No. | Name of Director | Number of Equity Shares | Percentage shareholding (%) |
|---|---|---|---|
| 1 | Ashokkumar Haridas Lal | 68,178,418 | 46.50 |
| 2 | Jitendra Haridas Lal | 68,178,418 | 46.50 |

**Bonus or profit-sharing plan for our Directors**

As on date of this Draft Red Herring Prospectus, our Company does not have any performance-linked bonus or a profit-sharing plan for our Directors.

**Interests of Directors**

Our Directors may be deemed to be interested to the extent of the remuneration and reimbursements payable to each of them by our Company.

All our Non-Executive and Independent Directors may be deemed to be interested to the extent of sitting fees and commission payable, if any, to them for attending meetings of our Board and/or Committees thereof and the reimbursement of expenses payable to them as approved by our Board.

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company which is promoted by them or in which they hold directorships or any partnership firm in which they are partners in the ordinary course of business.

Our Directors may be interested to the extent of Equity Shares held by them and their relatives (together with other distributions in respect of Equity Shares), if any, or held by the entities in which they are associated as partners, promoters, directors, proprietors, members, trustees or beneficiaries, or that may be subscribed by or subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members, trustees or beneficiaries, pursuant to the Issue and any dividend and other distributions payable in respect of such Equity Shares. For details, see **"***Our Management – Shareholding of Directors in our Company"* on page *223*.

Except Ashokkumar Haridas Lal and Jitendra Haridas Lal, who are also the Promoters of our Company, none of our other Directors have any interest in the promotion or formation of our Company. For further details, see "*Our Promoters and Promoter Group – Interests of Promoters*" on page 237.

Except, as disclosed in "*Our Group Companies – Nature and Interest in our Company*" on page 243 of this Draft Red Herring Prospectus, none of our Directors have any interest in any property acquired or proposed to be acquired of or by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery during the three years preceding the date of this Draft Red Herring Prospectus.

Except as disclosed in "*Summary of Financial Information*" on page 78 and below, there is no conflict of interest between any of our Directors and lessors of the immovable properties, which are crucial for the operations of our Company:

| Location | Address | Primary Purpose | Interest of Promoter in the Property | Amount of Rent per month (in ₹) | Date of Expiry of Rent Agreement |
|---|---|---|---|---|---|
| Gujarat | Shreeji Sanmukh Flat No.302, Bedi Bandar Road, Panchvati Jamnagar – 361001. | Residential premises for employees | Jitendra Haridas Lal is the lessor of the Property | ₹ 15,000 per month | November 30, 2025 |
| Gujarat | Gondia House, Walkeshwari, Office 3rd Floor and 4th Floor Jamnagar - 361001. | Residential premises for employees | Jitendra Haridas Lal is the lessor of the Property | ₹ 30,000 per month | November 30, 2025 |
| Gujarat | Survey No. 20/P2/P, Plot No. 13 and 14 | Workshop for Repair and Maintenance | Jitendra Haridas Lal is the lessor of the Property | ₹ 15,000 per month | November 30, 2025 |

None of our Directors have availed loans from our Company.

None of our Directors have any interest in our business other than as disclosed in this section and in "*Promoters and Promoter Group*" and "*Other Financial Information – Related Party Transactions*" on pages 237 and 246, respectively.

**Changes to our Board in the last three years:**

The changes to our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

| Name | Date of change | Reason |
|---|---|---|
| Ashokkumar Haridas Lal | April 11, 2024 | Appointment |
| Jitendra Haridas Lal | April 11, 2024 | Appointment |
| Thomaskutty Varghese | October 09, 2024 | Appointment |
| Vipulchandra Sureshchandra Acharya | October 09, 2024 | Appointment |
| Sheelaben Mansukhlal Dattani | November 29, 2024 | Appointment |
| Viral M Mamtora | November 21, 2024 | Appointment |

*Note - This table does not include details of regularisations of additional Directors and changes in designation*

**Corporate Governance**

The provisions of the Companies Act, 2013, along with the SEBI Listing Regulations, with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the applicable regulations in respect of corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, 2013, pertaining to the composition of our Board and the constitution of the committees thereof.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act, 2013.

**Committees of our Board**

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders' Relationship Committee;
4. Corporate Social Responsibility Committee; and
5. IPO Committee
6. Risk Management Committee

***Audit Committee***

The Audit Committee was constituted pursuant to resolution of our Board dated December 02, 2024.

The composition of the Audit Committee and its terms of reference are in compliance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013. The current constitution of the Audit Committee is as follows:

| Name of Director | Position in the company | Designation in the committee |
|---|---|---|
| Viral M Mamtora | Independent Director | Chairperson |
| Sheela Mansukhlal Dattani | Independent Director | Member |
| Vipulchandra Sureshchandra Acharya | Independent Director | Member |
| Thomaskutty Varghese | Independent Director | Member |
| Ashokkumar Haridas Lal | Chairman & Managing Director | Member |
| Jintendra Haridas Lal | Joint Managing Director | Member |

The Company Secretary and the Compliance Officer of the Company shall act as the Secretary of the Committee.

The terms and reference of the Audit Committee include:

**Powers of Audit Committee**

**The Audit Committee shall have the powers, including the following:**

1. to investigate any activity within its terms of reference;
2. to seek information from any employee of the Company;
3. to obtain outside legal or other professional advice; and
4. to secure attendance of outsiders with relevant expertise, if it considers necessary.
5. such powers as may be prescribed under the Companies Act and SEBI Listing Regulations

**Role of Audit Committee**

**The role of the Audit Committee shall include the following:**

1. Overseeing the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company including the internal auditor, cost auditor and statutory auditor of the Company, and fixation of the audit fee;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report there on before submission to the Board for approval, with particular reference to:

    a. 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 Section134 of the Companies Act, 2013;

b. changes, if any, in accounting policies and practices and reasons for the same;
c. major accounting entries involving estimates based on the exercise of judgment by management;
d. significant adjustments made in the financial statements arising out of audit findings ;
e. compliance with listing and other legal requirements relating to financial statements;
f. disclosure of any related party transactions; and
g. modified opinion(s)in the draft audit report;

5. Reviewing, with the management, the quarterly 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 / prospectus / 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. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Formulating a policy on related party transactions, which shall include materiality of related party transactions;
9. Approval or any subsequent modification of transactions of the Company with related parties; All related party transactions shall be approved by only Independent Directors who are the members of the committee and the other members of the committee shall reuse themselves on the discussions related to related party transactions;

   Explanation: The term "related party transactions" shall have the same meaning as provided in Clause2 (zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.
10. Review, at least on a quarterly basis, the details of related party transaction entered into by the company pursuant to each of the omnibus approvals given;
11. Scrutiny of inter-corporate loans and investment;
12. Valuation of undertakings or assets of the company, where it is necessary; Appointment of Registered Valuer under Section 247 of the companies Act, 2013.
13. Evaluation of internal financial controls and risk management systems;
14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems
15. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audited department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
16. Discussion with internal auditors of any significant findings and follow up there on;
17. 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;
18. 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
19. To look into the reasons for substantial faults in the payment to the depositors, debenture holders, Share holder (in case of non-payment of declare dividends) and creditors;
20. To review the functioning of the whistle blower mechanism;
21. Approval of appointment of chief financial officer (i.e., the whole-time finance direct or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
22. Carrying out any other function as is mentioned in the terms of reference of the audit committee; and
23. 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.
24. To formulate, review and make recommendations to the Board to amend the Terms of Reference of Audit Committee from time to time;
25. Establishing a vigil mechanism for directors and employee to report their genuine concerns or grievances;
26. Reviewing the utilization of loans and/or advances from/investment by the Company in the subsidiaries 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;
27. the Audit Committee shall review compliance with the provisions of the SEBI Insider Trading Regulations, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively;
28. to consider the rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc. of the Company and provide comments to the Company's shareholders; and
29. Carrying out any other functions as provided under the provisions of the Companies Act, the SEBI Listing Regulations and other applicable laws, and carrying out any other functions as may be required /mandated and/or delegated by the Board as per the provisions of the Companies Act, 2013, SEBI Listing Regulations, uniform listing agreements and/ or any other applicable laws or by any regulatory authority and performing such other functions as may be necessary

or appropriate for the performance of its duties.

**The audit committee shall mandatorily review the following information:**

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. management letters / letters of internal control weakness issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses; and
5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. Statement of deviations:

   a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation32(1) of SEBI Listing 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 SEBI Listing Regulations.

7. The financial statements, in particular, the investments made by any unlisted subsidiary; and
8. Such information as may be prescribed under the Companies Act and SEBI Listing Regulations.

***Nomination and Remuneration Committee ("NRC")***

The NRC was constituted pursuant to resolution of our Board dated December 02, 2024. The composition of the NRC and its terms of reference are in compliance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013. The current constitution of the NRC is as follows:

| Name of Director | Position in the company | Designation in the committee |
|---|---|---|
| Sheela Manukhlal Dattani | Independent Director | Chairperson |
| Vipulchandra Sureshchandra Acharya | Independent Director | Member |
| Viral M Mamtora | Independent Director | Member |
| Ashokkumar Haridas Lal | Chairman & Managing Director | Member |
| Thomaskutty Varghese | Independent Director | Member |

The terms of reference of the Nomination and Renumeration Committee is as follows:

**Role of the Nomination and Remuneration Committee include the following:**

1. Formulating 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

   a. use the services of an external agencies, if required;
   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
   c. consider the time commitments of the candidates;

3. The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

   a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
   b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
   c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

3. Formulating criteria for evaluation of performance of independent directors and the Board;
4. Devising a policy on diversity of Board;
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 and shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
6. Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. Recommending to the board, all remuneration, in whatever form, payable to senior management;
8. Analysing, monitoring and reviewing various human resource and compensation matters, including the compensation strategy;
9. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
10. Recommending the remuneration, in whatever form, payable to non-executive directors and the senior management personnel and other staff (as deemed necessary);
11. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
12. Administering, monitoring and formulating detailed terms and conditions of the Employees Stock Option Scheme of the Company;
13. Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:

    a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
    b. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended;

14. Carrying out any other function as is mandated by the Board from time to time and / or enforced/mandated by any statutory notification, amendment or modification, as may be applicable;
15. Performing such other functions as may be necessary or appropriate for the performance of its duties; and
16. Perform such functions as are required to be performed by the Compensation Committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2022.
17. Administering the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan **("ESOP Scheme")** including the following:

    a. Determining the eligibility of employees to participate under the ESOP Scheme
    b. Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;
    c. Date of grant;
    d. Determining the exercise price of the option under the ESOP Scheme;
    e. The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
    f. The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
    g. The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
    h. The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
    i. Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
    j. The grant, vest and exercise of option in case of employees who are on long leave;
    k. Allow exercise of 'Invested options on such terms and conditions as it may deem fit;
    l. The procedure for cashless exercise of options;
    m. Forfeiture/ cancellation of options granted;
    n. Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:

        - the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;

- for this purpose, global best practices in this area including the procedure followed by the derivative markets in India and abroad may be considered; and the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

***Corporate Social Responsibility Committee ("CSR Committee")***

The CSR Committee was constituted pursuant to resolution of our Board dated December 02, 2024. The composition of the CSR Committee and its terms of reference are in compliance with Section 135 of the Companies Act, 2013. The current constitution of the CSR Committee is as follows:

| Name of Director | Position in the company | Designation in the committee |
|---|---|---|
| Ashokkumar Haridas Lal | Chairman & Managing Director | Chairperson |
| Jitendra Haridas Lal | Joint Managing Director | Member |
| Vipulchandra Sureshchandra Acharya | Independent Director | Member |

The terms of reference of the CSR Committee are as follows:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy stipulating, amongst others, the guiding principles for selection, implementation and monitoring the activities as well as formulation of the annual action plan which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made there under and make any revisions therein as and when decided by the Board;
2. To review and recommend the amount of expenditure to be incurred on the activities referred to in (a) and amount to be incurred for such expenditure shall be as per the applicable law;
3. To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
4. To review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
5. To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
6. To review and monitor the Corporate Social Responsibility Policy of the company and its implementation from time to time, and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes ;
7. To do such other acts, deeds and things as may be required to comply with the applicable laws; and;
8. To take notes of the compliances made by implementing agency (if any) appointed for the corporate social responsibility of the company.
9. The Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:

    a. the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;
    b. the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;
    c. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
    d. monitoring and reporting mechanism for the projects or programmes; and
    e. details of need and impact assessment, if any, for the projects undertaken by the Company;

10. To perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

***Stakeholders Relationship Committee ("SRC")***

The SRC was constituted pursuant to resolution of our Board dated December 02, 2024. The composition of the SRC and its terms of reference are in compliance with Regulation 20 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013. The current constitution of the SRC is as follows:

| Name of Director | Position in the company | Designation in the committee |
|---|---|---|
| Viral M Mamtora | Independent Director | Chairperson |
| Sheela Mansukhlal Dattani | Independent Director | Member |
| Vipulchandra Sureshchandra Acharya | Independent Director | Member |
| Thomaskutty Varghese | Independent Director | Member |

| Name of Director | Position in the company | Designation in the committee |
|---|---|---|
| Ashokkumar Haridas Lal | Chairman & Managing Director | Member |
| Jitendra Haridas Lal | Joint Managing Director | Member |

The terms of reference of the SRC committee are as follows:

**The powers of the Stakeholders Relationship Committee shall be as follows:**

1. Redressal of all security holders and investors grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc., assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders;
2. Resolving the grievances of the security holders of the Company including complaints related to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
3. Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
4. Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services;
5. Review of measures taken for effective exercise of voting rights by shareholders;
6. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar & share transfer agent;
7. To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board of Directors from time to time;
8. To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialisation etc. of shares, debentures and other securities;
9. To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company; and
10. 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.
11. Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

***IPO Committee***

The IPO Committee was constituted pursuant to resolution of our Board dated December 02, 2024. The current constitution of the IPO Committee is as follows:

| Name of Director | Position in the company | Designation in the commitee |
|---|---|---|
| Ashokkumar Haridas Lal | Chairman & Managing Director | Chairperson |
| Jitendra Haridas Lal | Joint Managing Director | Member |
| Viral M Mamtora | Independent Director | Member |
| Vipulchandra Sureshchandra Acharya | Independent Director | Member |

**The terms of reference of the IPO Committee are as follows:**

1. To decide, negotiate and finalize, in consultation with the book running lead managers appointed in relation to the Issue (the **"BRLMs"),** fresh issue of Equity Shares by the Company in the issue, decided by the Board, including entering into discussions and execution of all relevant documents with Investors;
2. To decide on other matters in connection with or incidental to the Issue, including timing, pricing and terms of the Equity Shares, the Issue price, the price band, the size and all other terms and conditions of the Issue including the number of Equity Shares to be Issued and transferred in the Issue, the bid / Issue opening and bid/Issue closing date, discount (if any), reservation, determining the anchor investor portion, issue price for anchor investors and allocating such number of Equity Shares to anchor investors in consultation with the BLRMs and in accordance with the SEBI ICDR Regulations and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Issue including to make any amendments, modifications, variations or alterations in relation to the Issue and to constitute such other committees of the Board, as may be required under Applicable Laws, includes provided in the SEBI Listing Regulations;

3. To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, SEBI, the RoC and any other governmental or statutory authorities as may be required in connection with the Issue and accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the draft red herring prospectus (the **"DRHP"),** the red herring prospectus (the **"RHP")** and the Prospectus as applicable;
4. To finalize, settle, approve, adopt and file in consultation with the BRLMs where applicable, the DRHP, the RHP the Prospectus, the preliminary and final international wrap and any amendments (including dating of such documents), supplements, notices, addenda or corrigenda thereto, and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with Applicable Laws;
5. To approve the relevant restated financial statements to be issued in connection with the Issue;
6. To appoint and enter into and terminate arrangements with the BRLMs, and appoint and enter into and terminate arrangements in consultation with the BRLMs with underwriters to the Issue, syndicate members to the Issue, brokers to the Issue, escrow collection bankers to the Issue, refund bankers to the Issue, registrars, public Issue account bankers to the Issue, sponsor bank, legal advisors, auditors, independent chartered accountants, advertising agency, registrar to the Issue, depositories, custodians, grading agency, monitoring agency, industry expert, credit rating agencies, printers, and any other agencies or persons or intermediaries whose appointment is required in relation to the Issue including any successors or replacements thereof, and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the BRLMs and negotiation, finalization, execution and, if required, amendment or termination of the Issue agreement with the BRLMs;
7. To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, and on permitting existing shareholders to sell any Equity Shares held by them;
8. To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the DRHP, the RHP, the Prospectus, Issue agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow and sponsor bank agreement, ad agency agreement, agreements with the registrar to the issue and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Issue, legal advisors, auditors, stock exchange(s), BRLMs and any other agencies/intermediaries in connection with the Issue with the power authorize one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Issue;
9. To authorise the maintenance of a register of holders of the Equity Shares;
10. To seek, if required, the consent and/or waiver of the lenders of the Company, customers, suppliers, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Issue or any actions connected therewith;
11. To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
12. To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
13. To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue;
14. To accept and appropriate the proceeds of the Issue in accordance with the Applicable Laws;
15. To approve code of conduct as may be considered necessary or as required under Applicable Laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;
16. To implement any corporate governance requirements that may be considered necessary by the Board or the any other committee or as may be required under the Applicable Laws, including the SEBI Listing Regulations and listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under law;
17. To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges, with power to authorize one or more officers of the Company or the Registrar to the Issue to sign all or any of the afore stated documents;
18. To authorize and approve notices, advertisements in relation to the Issue, in accordance with the SEBI ICDR Regulations and other Applicable Laws, in consultation with the relevant intermediaries appointed for the Issue;
19. To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, share certificates in accordance with the relevant rules, in consultation with the BRLMs;

20. To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the afore-stated documents;
21. To make applications for listing of the Equity Shares in one or more stock exchanges for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchanges in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary;
22. To settle all questions, difficulties or doubts that may arise in regard to the Issue, including such issues or allotment, terms of the Issue, utilisation of the Issue proceeds and matters incidental thereto as it may deem fit;
23. To authorize any concerned person on behalf of the Company to give such declarations, affidavits, undertakings, certificates, consents and authorities as may be required from time to time in relation to the Issue or provide clarifications to the SEBI, the RoC and the relevant stock exchanges where the Equity Shares are to be listed;
24. To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the Board or any other committee thereof may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board or any other committee thereof shall be conclusive evidence of their authority in so doing;
25. To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;
26. To approve the list of 'group companies' of the Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the DRHP, RHP and Prospectus;
27. To withdraw the DRHP or the RHP or to decide to not proceed with the Issue at any stage in accordance with Applicable Laws and in consultation with the BRLMs; and
28. To delegate any of its power set out under (a) to (aa) hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the company

***Risk Management Committee ("RM Committee")***

The RM Committee was constituted pursuant resolution of our Board dated December 02, 2024. The composition of the RM Committee and its terms of reference are in compliance with Companies Act, 2013 & the Securities Exchange Board of India (Listing obligation & Disclosure requirement) Regulations, 2015. The current constitution of the RM Committee is as follows:

| Name of Director | Position in the company | Designation in the commitee |
|---|---|---|
| Vipulchandra Sureshchandra Acharya | Independent Director | Chairman |
| Ashokkumar Haridas Lal | Chairman & Managing Director | Member |
| Jitendra Haridas Lal | Joint Managing Director | Member |

**The terms of reference of the RM Committee are as follows:**

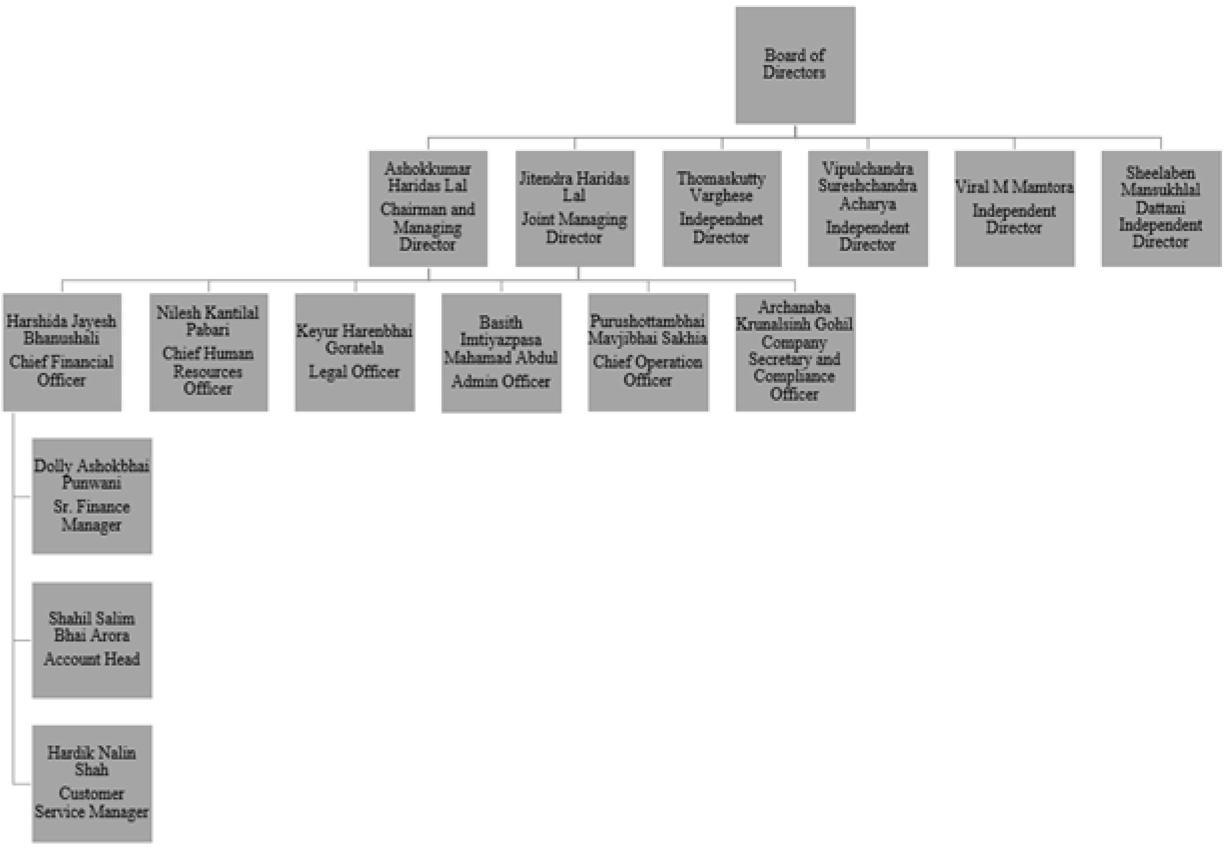
1. To formulate a detailed risk management policy covering risk across functions and plan integration through training and awareness programmes which shall includes:

    a. A framework for identification of internal and external risks specifically faced by the listed entities, in particular including financial, operational, sectoral, sustainability (particularly environmental, social and governance related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;
    b. Measures for risk mitigation including systems and processes for internal control of identified risks; and
    c. Business Continuity Plan

2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risk associated with the business of the company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To approve the process for risk identification and mitigation;

6. To decide on risk tolerance and appetite levels, recognizing contingent risks, inherent and residual risks including for cyber security;
7. To monitor the Company's compliance with the risk structure. Assess whether current exposure to the risks it faces is acceptable and that there is an effective remediation of non-compliance on an on-going basis;
8. To approve major decisions affecting the risk profile or exposure and give appropriate directions;
9. To consider the effectiveness of decision making process in crisis and emergency situations;
10. To generally, assist the Board in the execution of its responsibility for the governance of risk;
11. To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;
12. The appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Risk Management Committee;
13. To implement and monitor policies and/or processes for ensuring cyber security;
14. To review and recommend potential risk involved in any new business plans and processes;
15. To review the Company's risk-reward performance to align with the Company's overall policy objectives;
16. To monitor and review regular updates on business continuity;
17. The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary,
18. The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors;
19. To advise the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy; and
20. Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority

**Management Organisation Chart**



**Key Managerial Personnel and Senior Management Personnel**

***Brief profiles of our Key Managerial Personnel***

The details of Ashokkumar Haridas Lal, Chairman & Managing Director and Jitendra Haridas Lal**,** Joint Managing Director are disclosed under *"Our Management – Brief profiles of our Directors*" on page 218 above, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set forth below:

**Harshida Jayesh Bhanushali** is the Chief Financial Officer of our Company, since November 21, 2024. She obtained her bachelor's degree in commerce from Saurashtra University. She is an associate member of the Institute of Chartered Accountants of India. She has an experience of 7 years in the field of Finance and Accounts. She has been associated with our Company since the past 7 years.

**Archanaba Krunalsinh Gohil** is the Company Secretary and Compliance officer of our Company, since November 21, 2024. She has obtained her bachelor's degree and master's degree in commerce from Maharaja Sayajirao University of Baroda. She is enrolled as an associate with the Institute of Company Secretaries of India. She has also completed a certificate course on computer concepts (CCC). Prior to joining our organisation, she was associated with Sonu Infratech Limited. She has an experience of 2 years in the secretarial sector.

***Brief profiles of our Senior Management Personnel***

Our Senior Management Personnel have been identified pursuant to the board resolution dated December 09, 2024.

**Nilesh Kantilal Pabari** is the Chief Human Resource Officer. He has been engaged with our Company since October 08, 2020. He has obtained his bachelor's degree in science and law from Saurashtra University. Prior to joining our organisation, he was associated with Callistus Blinds Middle East Fzc, Sharjah, a subsidiary of Marvel Décor Limited. He has a combined experience of 8 years in the field of Human Resources and Marketing.

**Keyur Harenbhai Goratela** is the Legal Officer. He has been associated with our Company since August 5, 2023. He has obtained his bachelor's degree in commerce and law, and master's degree in commerce from Saurashtra University. He has an experience of 1 year in the field of law.

**Purushottambhai Mavjibhai Sakhia** is the Chief Operation Officer. He has been associated with our Company since June 25, 2006. He has obtained his bachelor's degree in commerce from Saurashtra University, and his diploma in Business Management from Rajendra Prasad Institute of Communication and Management. He has 18 years of experience in the Shipping Industry.

**Dolly Ashokbhai Punwani** is the Senior Finance Manager. She has been engaged with our Company since July 27, 2024. She is enrolled as an associate with the Institute of Chartered Accountants of India. Prior to joining our organisation, she was associated with Pixon Green Energy Private Limited. She has 4 years of experience in the field of Accounts and Finance.

**Basith Imtiyazpasa Mahamad Abdul** is the Admin Officer. He has been associated with our Company since August 1, 2024. He has obtained his bachelor's degree in chemistry from Saurashtra University and master's degree in Business Administration from Bangalore University.

**Shahil Salimbhai Arora** is the Account Head. He has been associated with our Company since May 17, 2021. He has obtained his master's degree in commerce from Saurashtra University. He has cleared CA Intermediate Level. He has 3 years of experience in Accounts.

**Hardik Nalin Shah** is the Customer Service Manager. He has been associated with our Company us since July 01, 2016. He has obtained a bachelor's degree in commerce from Calcutta University. He has 8 years of experience in Customer Service.

**Remuneration to our Key Managerial Personnel and Senior Management Personnel**

*Details of the remuneration paid in Fiscal 2024 is set forth below paid from erstwhile partnership firm:*

| Sr. No. | Details of KMPs/SMPs | Remuneration per annum (₹ in million) |
|---|---|---|
| 1. | Harshida Jayesh Bhanushali | 0.93 |

| | | |
|---|---|---|
| 2. | Archanaba Krunalsinh Gohil | Nil |
| 3. | Nilesh Kantilal Pabari | 0.75 |
| 4. | Keyur Harenbhai Goratela | 0.15 |
| 5. | Basith Imtiyazpasa Mahamad Abdul | Nil |
| 6. | Purushottambhai Mavjibhai Sakhia | 0.99 |
| 7. | Dolly Ashokbhai Punwani | Nil |
| 8. | Shahil Salimbhai Arora | 0.36 |
| 9. | Hardik Nalin Shah | 0.55 |

**Status of the Key Managerial Personnel and Senior Management Personnel**

All our Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

**Retirement and termination benefits**

Our Key Managerial Personnel and Senior Management Personnel have not entered into any service contracts with our Company, which include termination or retirement benefits.

Except applicable statutory benefits upon termination of their employment in our Company, none of our Key Managerial Personnel and Senior Management Personnel is entitled to receive any benefits upon their retirement or termination of their employment with our Company.

**Relationships between Key Managerial Personnel and/or Senior Management Personnel**

Except as disclosed under "– *Relationship between our Directors*" on page 221, none of our Key Managerial Personnel or Senior Management Personnel are related to any of our Directors, or other Key Managerial Personnel and Senior Management Personnel of the Company.

**Arrangements and understanding with major Shareholders, customers, suppliers, or others**

None of our Key Managerial Personnel and Senior Management Personnel have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

**Shareholding of the Key Managerial Personnel and Senior Management Personnel**

None of our Key Managerial Personnel and Senior Management Personnel hold any Equity Shares as on date of this Draft Red Herring Prospectus.

**Payment or benefits to Key Managerial Personnel and Senior Management Personnel**

In Fiscal 2024, our Company has not paid any compensation or granted any benefit on an individual basis to any of our Key Managerial Personnel or Senior Management Personnel (including contingent or deferred compensation) other than the remuneration as disclosed above in "– *Terms of appointment of our Executive Directors*", and "– *Key Managerial Personnel and Senior Management Personnel*" on pages 222 and 234, respectively.

**Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management Personnel**

Our Company does not have any performance linked bonus or a profit-sharing plan for our Key Managerial Personnel and Senior Management Personnel as on the date of this Draft Red Herring Prospectus. For further details, see *"–Terms of appointment of our Executive Directors*" on pages 222.

**Interests of Key Managerial Personnel and Senior Management Personnel**

For details of the interests of the Managing Director and Executive Directors of our Company, see "–*Interests of Directors*" on page 223.

Other than our Executive Directors, our other Key Managerial Personnel and Senior Management Personnel are interested in our Company only to the extent of the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business by our Company or any dividend payable to them.

None of our Key Managerial Personnel and Senior Management Personnel hold employee stock options in our Company.

**Changes in the Key Managerial Personnel and Senior Management Personnel in the last three years**

Other than as disclosed under "*Our Management– Changes to our Board in the last three years*" on page 224, the changes to our Key Managerial Personnel and Senior Management Personnel during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

| Name | Date of appointment/ cessation | Reason |
|---|---|---|
| Harshida Jayesh Bhanushali | December 09, 2024 | Appointment |
| Archanaba Krunalsinh Gohil | December 09, 2024 | Appointment |
| Nilesh Kantilal Pabari | December 09, 2024 | Appointment |
| Keyur Harenbhai Goratela | December 09, 2024 | Appointment |
| Basith Imtiyazpasa Mahamad Abdul | December 09, 2024 | Appointment |
| Purushottambhai Mavjibhai Sakhia | December 09, 2024 | Appointment |
| Dolly Ashokbhai Punwani | December 09, 2024 | Appointment |
| Shahil Salimbhai Arora | December 09, 2024 | Appointment |
| Hardik Nalin Shah | December 09, 2024 | Appointment |

**Payment or benefit to officers of our Company (non-salary related)**

No amount or benefit has been paid or given since incorporation or intended to be paid or given to any officer of the Company, including our Key Managerial Personnel and Senior Management Personnel.

**Employee stock options**

As on the date of the Draft Red Herring Prospectus, our Company does not have an employee stock option scheme.

# OUR PROMOTERS AND PROMOTER GROUP

**Our Promoters**

The Promoters of our Company are Ashokkumar Haridas Lal and Jitendra Haridas Lal.

As on date of this Draft Red Herring Prospectus, our Promoters, in aggregate, hold 136,356,836 Equity Shares in our Company, representing 93.00% of the issued, subscribed and paid-up Equity Share capital of our Company.

For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure – History of the Equity Share capital held by our Promoters*" on page 97.

**Details of our Promoters:**

<table>
<tr><td></td><td>1. Ashokkumar Haridas Lal<br><br>Ashokkumar Haridas Lal, aged 64 years, is one of our Promoters and is also the Chairman & Managing Director on the Board.<br><br>Date of Birth: December 28, 1960<br><br>Address: Modpar, Lalpur, Jamnagar 361280 Gujarat, India<br><br>For a complete profile of Ashokkumar Haridas Lal i.e., his educational qualifications, professional experience, positions / posts held in the past and other directorships, interest in other entities, special achievements, business and financial activities, see "Our Management" on page 218.<br><br>His permanent account number is AAVPL2481R.</td></tr>
<tr><td></td><td>2. Jitendra Haridas Lal<br><br>Jitendra Haridas Lal, aged 57 years, is one of our Promoters and is also the Joint Managing Director on the Board.<br><br>Date of Birth: December 5, 1967<br><br>Address: Maruti, Swastik Society, Jamnagar 361008, Gujarat, India<br><br>For a complete profile of Jitendra Haridas Lal i.e., his educational qualifications, professional experience, positions and posts held in the past and other directorships, interest in other entities, special achievements, business and financial activities, see "Our Management" on page 218.<br><br>His permanent account number is AADPL4479L.</td></tr>
</table>

Our Company confirms that the permanent account number, bank account number(s), the passport number, Aadhaar card number and driving license number of each of our Promoters will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

**Other ventures of our Promoters**

Other than as disclosed in "*– Entities forming part of our Promoter Group*" below and in section "*Our Management – Other Directorships*" on page 218, our Promoters are not involved in any other ventures.

**Interest of our Promoters**

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their respective shareholding and the shareholding of the members of the Promoter Group in our Company, directly and indirectly, the dividend payable, if any, and any other distributions in respect of the Equity Shares held by them in our Company, directly or indirectly, from time to time. For details of the shareholding of our Promoters in our Company, please see the section entitled "*Capital Structure*" and "*Our Management – Interests of Directors*" on page 92 and 223 respectively.

Our Promoters, who are also Directors, may be deemed to be interested to the extent of their remuneration/fees and reimbursement of expenses, payable to them, if any. For further details, please see the section entitled "*Our Management – Payment or benefit to the Directors of our Company*" on page 218.

Our Promoters have no interest in any property acquired by our Company during the three years immediately preceding the date of this Draft Red Herring Prospectus 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 disclosed below, our Promoters do not have any direct or indirect interest in the properties that our Company has taken on lease:

| Location | Address | Primary Purpose | Interest of Promoter in the Property | Amount of Rent per month (in ₹) | Date of Expiry of Rent Agreement |
|---|---|---|---|---|---|
| Gujarat | Shreeji Sanmukh Flat No.302, Bedi Bandar Road, Panchvati Jamnagar – 361001. | Residential premises for employees | Jitendra Haridas Lal is the lessor of the Property | ₹ 15,000 per month | November 30, 2025 |
| Gujarat | Gondia House, Walkeshwari, Office 3rd Floor and 4th Floor Jamnagar - 361001. | Residential premises for employees | Jitendra Haridas Lal is the lessor of the Property | ₹ 30,000 per month | November 30, 2025 |
| Gujarat | Survey No. 20/P2/P, Plot No. 13 and 14 | Workshop for Repair and Maintenance | Jitendra Haridas Lal is the lessor of the Property | ₹ 15,000 per month | November 30, 2025 |

No sum has been paid or agreed to be paid to any of our Promoters or to the firms or companies in which our Promoters are interested as members in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as directors or promoters or otherwise for services rendered by our Promoters or by such firms or companies in connection with the promotion or formation of our Company.

**Payment or benefits to Promoters or Promoter Group**

Except in the ordinary course of business and as disclosed in the sections entitled "*Other Financial Information - Related Party Disclosures*" and "*Financial Information –Notes to Restated Financial Information – Annexure VI - Note 31(e) – Related party Disclosures*" on page 331 and 329, respectively, no amount or benefit has been paid or given to our Promoters or any of the members of the Promoter Group during the two years preceding the filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoters or any of the members of the Promoter Group other than in the ordinary course of business.

**Disassociation by our Promoters in the last three years**

Our Promoters have not disassociated themselves from any companies or firms during the preceding three years from the date of filing of this Draft Red Herring Prospectus.

**Material guarantees given by our Promoters to third parties with respect to Equity Shares of our Company**

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus.

**Confirmations**

Our Promoters and members of our Promoter Group have not been declared Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by Reserve Bank of India.

Our Promoters have not been declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

Our Promoters and members of our Promoter Group have not been prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Our Promoters are not and have not been promoters or directors of any other company which is debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

**Change in the control of our Company**

While there has been no change in control of our Company in the last five years immediately preceding the date of this Draft Red Herring Prospectus, Ashokkumar Haridas Lal and Jitendra Haridas Lal has been identified as the Promoter of our Company pursuant to the resolution dated December 09, 2024 approved by our Board.

**Promoter Group**

In addition to our Promoters, the individuals and entities that form part of the Promoter Group of our Company in terms of the SEBI ICDR Regulations are set out below:

***Individuals forming part of the Promoter Group***

The individuals forming a part of our Promoter Group are as follows:

| Members of the Promoter Group | Relationship with the Promoter |
|---|---|
| **Ashokkumar Haridas Lal** | |
| Manjulaben Haridas Lal | Mother |
| Deenaben Ashokkumar Lal | Spouse |
| Jitendra Haridas Lal | Brother |
| Ranjanben Natwarlal Thakrar | Sister |
| Naynaben Raja | Sister |
| Shobhanaben Jitendrakumar Bacchu | Sister |
| Mitesh Ashokbhai Lal | Son |
| Viraj Ashokbhai Lal | Son |
| Prakashbhai Anadkat | Spouse’s Brother |
| **Jitendra Haridas Lal** | |
| Manjulaben Haridas Lal | Mother |
| Kamalben Jitendrakumar Lal | Spouse |
| Ashokkumar Haridas Lal | Brother |
| Ranjanben Natwarlal Thakrar | Sister |
| Naynaben Raja | Sister |
| Shobhanaben Jitendrakumar Bacchu | Sister |
| Krishnaraj J Lal | Son |
| Kedar Hari Jitendra Lal | Son |
| Kokilaben J Thakkar | Spouse’s Mother |
| Raghuvir Jagdish Thakkar | Spouse’s Brother |
| Darshan Jagdishchandra Thakkar | Spouse’s Brother |
| Yashraj J Thakkar | Spouse’s Brother |
| Smita Kiritbhai Gadhiya | Spouse’s Sister |
| Prarthana Jitesh Kanabar | Spouse’s Sister |

***Entities forming part of the Promoter Group***

Entities forming part of our Promoter Group are as follows:

**Companies**

1. Aatithya Complex & Motels Private Limited
2. Alfalal Shipping Private Limited
3. Amidhara Builders Private Limited
4. Khorshed Buildcon Private Limited
5. Krishanraj Buildcon Private Limited
6. Krishanraj Shipping Company Limited
7. Numen Global Pte. Ltd.
8. Nomadic Solutions Private Limited
9. Sarthak Buildcon Private Limited
10. Shreeji Aviation Private Limited
11. Shreeji Buildworth Private Limited
12. Shreeji Coke and Energy Private Limited
13. Shreeji Holiday Hotels Private Limited
14. Shreeji News Publication (Gujarat) Private Limited
15. Shreeji Shippers Private Limited
16. Shreeji Shipping Services (India) Limited
17. Shreeji Tastes Private Limited
18. Shreeji Nuravi Coal Mining and Trading Private Limited
19. Siddhi Wind Energy Private Limited
20. Trincass Vyapar Private Limited
21. Viraj Buildcon Private Limited
22. Shakti Clearing Agency Private Limited
23. Shreeji Shipping Services International FZC
24. Shreeji Maritime Global LLC FZ
25. Shreeji Shipping Lanka Private Limited

**Firms**

1. Siddhi Marine Services LLP
2. Shreeji Investors
3. M.Bharatkumar & Co. (Partnership)
4. Shreeji Township
5. Vision Developers
6. Aquatic Shipping
7. Satellite Developers
8. Shreeji Mines
9. Shreeji Developers

**Proprietorship Firm**

1. M. Bharatkumar & Co. (Proprietor) (Proprietorship of Jitendra Haridas Lal)
2. Shreenath Petroleum (Proprietorship of Jitendra Haridas Lal)
3. N. K. Parmar & Co. (Proprietorship of Jitendra Haridas Lal)
4. Shreeji Cold Chain (Proprietorship of Jitendra Haridas Lal)
5. Shreeji Roadways (Proprietorship of Ashokkumar Haridas Lal)
6. Shreeji Cold Storage (Proprietorship of Ashokkumar Haridas Lal)
7. Krishna Roadways (Proprietorship of Krishnaraj Jitendra Lal)
8. Shreeji Fuel Station (Proprietorship of Krishnaraj Jitendra Lal)
9. Shreeji Petroleum (Proprietorship of Mitesh Ashokkumar Lal)
10. Shreenath Roadways (Proprietorship of Viraj Ashokkumar Lal)

**HUFs**

1. Ashok Kumar Haridas Lal (HUF)
2. Jitendrakumar Haridas Lal (HUF)
3. Anadkat Prakashbhai (HUF)

**Trust**

1. Shree Haridas Jivandas Lal (Babubhailal) Charitable Trust
2. Kedar Lal (Kedar Jitendra Lal) Foundation
3. Ashok Lal Family Beneficiary Trust
4. Jitendra Lal Family Beneficiary Trust

## GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term "group companies", includes:

(i) such companies (other than promoter(s) and subsidiary(ies)) with which the relevant issuer company had related party transactions, during the period for which financial information is disclosed in the issue document, as covered under applicable accounting standards, and
(ii) any other companies considered material by the board of directors of the relevant issuer company.

Accordingly, for (i) above, all such companies (except subsidiaries) with which the Company had related party transactions during the period covered in the Restated Financial Information included in the issue document, as covered under the applicable accounting standards, shall be considered as 'group companies' of the Company in terms of the SEBI ICDR Regulations.

Further, for (ii) above, the Board pursuant to the Materiality Policy, has determined that a company (other than the companies covered under the schedule of related party transactions as per the Restated Financial Information included in the issue document) shall be considered "material" and will be disclosed as a 'group company' in the issue documents, if it is a member of the Promoter Group Companies (other than the Promoters, in case the Promoters are companies) in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and the Company has entered into one or more transactions with such company during the last completed fiscal year (or relevant stub period, if applicable), which individually or cumulatively in value exceeds 10% of the revenue from operations of the Company for the last completed fiscal year and the relevant stub period, as applicable, as per the Restated Financial Information.

Accordingly, the Board has identified following company as our Group Company:

| Sr. No. | Group Company | Registered Address | CIN/Company Number |
|---|---|---|---|
| 1. | Shreeji Coke and Energy Private Limited | C/o- Manjulaben Haridas Lal, Grain Market, Tin Darwaja, Jamnagar, Gujarat, India, 361001 | U23209GJ2021PTC125743 |
| 2. | Shreeji Shipping Services India Limited | Opp. Custom House Grainmarket Nr Teen Darwaja, Jamnagar, Gujarat, India, 361001 | U74110GJ2000PLC038412 |
| 3. | Krishnaraj Buildcon Private Limited | Grain Market, Khand Bazar, Jamnagar, Gujarat, India | U45201GJ1997PTC032182 |
| 4. | Alfalal Shipping Private Limited | Khand Bazar, Grain Market, Jamnagar, Gujarat, India | U61100GJ1998PTC035059 |
| 5. | Shreeji Aviation Private Limited | Khand Bazar, Grain Market, Jamnagar, Gujarat, India | U62200GJ2020PTC117097 |
| 6. | Amidhara Builders Private Limited | Grain Market, Khand Bazar, Jamnagar, Gujarat, India | U45201GJ1997PTC032183 |
| 7. | Khorshed Buildcon Private Limited | Shreeji House, Town Hall Circle, Jamnagar, Gujarat, India, 361001 | U45209GJ2003PTC043109 |
| 8. | Narottamka Commodities Private Limited | C/O. Sri Dudh Nath Singh, 19 Rose Mary Lane, Salkia, Dharsa, Howrah, Howrah, West Bengal, India, 711104 | U65921WB1996PTC079504 |
| 9. | Trincass Vyapar Private Limited | A/503, Raasaz Castle Chs Ltd., Malpa Dongri No. 1, Western Express Highway, Andheri East, Mumbai City, MUMBAI, Maharashtra, India, 400093 | U65100MH1993PTC298639 |
| 10. | Sarthak Buildcon Private Limited | Grain Market, Khand Bazar, Jamnagar, Gujarat, India | U45201GJ1997PTC032184 |
| 11. | Aatithya Complex & Motels Private Limited | Khand Bazar, Grain Market, Jamnagar, Gujarat, India | U55101GJ1990PTC014542 |
| 12. | Viraj Buildcon Private Limited | Grain Market, Khand Bazar, Jamnagar, Gujarat, India | U45201GJ1997PTC032185 |

| | | | |
|---|---|---|---|
| 13. | Shreeji News Publication (Gujarat) Private Limited | Limda Lane Nr. Panjrapol, Jamnagar, Gujarat, India, 361001 | U22219GJ2007PTC051233 |
| 14. | Siddhi Wind Energy Private Limited | C/O Manjulaben Haridas Lal Grain Market, Tin Darwaja, Jamnagar, Jamnagar, Gujarat, India, 361001 | U74110GJ2018PTC101494 |
| 15. | Shreeji Holiday Hotels Private Limited | C/o- Manjulaben Haridas Lal Grain Market, Tin Darwaja, Jamnagar, Gujarat, India, 361001 | U23101GJ2019PTC111046 |
| 16. | Shreeji Shippers Private Limited | Khand Bazar, Grain Market, Jamnagar, Gujarat, India | U61200GJ2020PTC117182 |
| 17. | Krishnaraj Shipping Company Limited | Grain Market, Tin Darwaja, Jamnagar, Gujarat, India | U61200GJ1993PLC020056 |
| 18. | Shakti Clearing Agency Private Limited | Shippers House, Limda Lane, Opp Bhumi Press, Jamnagar, Jamnagar, Gujarat, India, 361001 | U60231GJ1990PTC013543 |
| 19. | Shreeji Shipping Lanka Private Limited | House No.189, Thalawila Church, Thalawila, Kalpitiya, Sri Lanka | PV116375 |

In terms of the SEBI ICDR Regulations, the following information based on the audited financial statements, in respect of Group Company, for the last three years shall be hosted on the website of our Company:

- reserves (excluding revaluation reserve)
- sales
- profit after tax
- earnings per share
- diluted earnings per share; and
- net asset value

**Details of our Group Company**

In accordance with the SEBI ICDR Regulations, the financial information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, of the top five Group Companies (determined on the basis of their market capitalization for listed companies or annual turnover for unlisted companies as applicable), based on their respective audited financial statements for the preceding three years, shall be hosted on the website of our Company, as indicated below:

| Sr. No. | Group Company | Website |
|---|---|---|
| 1. | Shreeji Coke and Energy Private Limited | www.shreejishipping.in |
| 2. | Shreeji Shipping Services India Limited | www.shreejishipping.in |
| 3. | Krishnaraj Buildcon Private Limited | www.shreejishipping.in |
| 4. | Alfalal Shipping Private Limited | www.shreejishipping.in |
| 5. | Shreeji Aviation Private Limited | www.shreejishipping.in |

**Litigation which has a material impact on our Company**

There is no pending litigation involving our Group Company which has or will have a material impact on our Company.

**Nature and extent of interest of Group Company**

***Interest in the promotion of our Company***

Our Group Company do not have any interest in the promotion of our Company.

***Interest in the properties acquired by our Company in the preceding three years before filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.***

Our Group Company is not interested in the properties acquired by our Company in the three preceding years before the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

***Interest in transactions for acquisition of land, construction of building and supply of machinery***

Our Group Company are not interested in any transactions for acquisition of land, construction of building or supply of machinery, etc.

**Common pursuits**

The following Group Companies share common pursuits with our Company as they operate in the similar line of business as our Company:

1. Shreeji Shipping Services India Limited
2. Krishnaraj Shipping Company Limited
3. Alfalal Shipping Private Limited
4. Shakti Clearing Agency Private Limited
5. Shreeji Shippers Private Limited
6. Shreeji Shipping Lanka Private Limited

On January 18, 2025, our Company entered into non-compete agreements with Shreeji Shipping Services India Limited, Krishnaraj Shipping Company Limited, Alfalal Shipping Private Limited, Shakti Clearing Agency Private Limited, Shreeji Shippers Private Limited, and Shreeji Shipping Lanka Private Limited to prevent these Group Companies from engaging with competing businesses or partaking in solicitation practices, without the express written consent of our Company.

Further, our Company ensures that it complies with the necessary procedures and practices as permitted by laws and regulatory guidelines to address any conflict situations as and when they arise.

**Related Business Transactions within the group and significance on the financial performance of our Company**

Other than the transactions disclosed in the section "*Financial Information – Annexure VI - Note 31(e) – Related Party Disclosures*" on page 246, there are no other business transactions between our Company and Group Companies which are significant to the financial performance of our Company.

**Business interests or other interests**

Except in the ordinary course of business and as disclosed in section "*Financial Information – Annexure VI - Note 31(e) – Related Party Disclosures" on page 331*, our Group Companies do not have any business interest in our Company.

**Other Confirmations**

Our Group Companies do not have any securities listed on a stock exchange.

# DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and the applicable laws including the Companies Act, read with the rules notified thereunder, each as amended. We may retain all our future earnings, if any, for purposes to be decided by our Company, subject to compliance with the provisions of the Companies Act. The quantum of dividend, if any, will depend on a number of factors, including but not limited to profits earned and available for distribution during the relevant Financial Year, accumulated reserves including retained earnings, expected future capital/expenditure requirements, organic growth plans/expansions, proposed long-term investment, capital restructuring, debt reduction, crystallization of contingent liabilities, cash flows, current and projected cash balance, and external factors, including but not limited to the macro-economic environment, regulatory changes, technological changes and other factors like statutory and contractual restrictions.

Our Company has, by way of a resolution of the Board of Directors dated December 02, 2024 adopted a formal dividend distribution policy.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under our current or future loan or financing documents. The amounts declared as dividends in the past are not necessarily indicative of our dividend amounts, if any, in the future. For more information on restrictive covenants under our current loan agreements, see "*Financial Indebtedness*" on page 376. Our Company may pay dividend by cheque, or electronic clearance service, as will be approved by our Board in the future. Our Board may also declare interim dividend from time to time.

Further, our Company has not paid any dividend in the six months period ended September 30, 2024, Fiscal Years ended March 31, 2024, March 31, 2023 and March 31, 2022, and until the date of this Draft Red Herring Prospectus.

There is no guarantee that any dividends will be declared or paid or the amount thereof will not be decreased in the future. For details, see "*Risk Factors - Our ability to pay dividends in the future will depend on our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.*" on page 73.

## SECTION V – FINANCIAL INFORMATION

| Sr. No. | Particulars |
|---|---|
| 1. | Independent Auditors Examination Report on Restated Financial Statements |
| 2. | Restated Financial Statements |

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**INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION**

To,
The Board of Directors
**Shreeji Shipping Global Limited**
(Formerly known as Shreeji Shipping Global Private Limited)
"SHREEJI HOUSE",
Town Hall Circle, Jamnagar,
Kalavad, Gujarat, India, 361001

Dear Sirs / Madams,

1. We have examined the attached Restated Consolidated Financial Information of Shreeji Shipping Global Limited (formerly known as Shreeji Shipping Global Private Limited) (the "**Company**" or the "**Issuer**") and its subsidiaries (the Company and its subsidiaries together referred to as the "**Group**"), comprising the Restated Consolidated Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024, 2023 and 2022, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income) for the six month period ended September 30, 2024, Fiscal 2024, 2023 and 2022, the Restated Consolidated Cash Flow Statement for the six month period ended September 30, 2024, Fiscal 2024, 2023 and 2022, the Restated Consolidated Statement of Changes in Equity and the Significant Accounting Policies, and other explanatory information (collectively, the "**Restated Consolidated Financial Information**"), as approved by the Board of Directors of the Company at their meeting held on January 07, 2025 for the purpose of inclusion in the Draft Red Herring Prospectus ("**DRHP**"), Red Herring Prospectus ("**RHP**") and Prospectus to be 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 (the "**Act**");

    b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**"); and

    c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (the "**ICAI**"), as amended from time to time (the "**Guidance Note**") read with SEBI Communication as mentioned in Note 2.1 to the Restated Consolidated Financial Information (the "**SEBI Communication**"), as applicable.

2. The Company's management is responsible for the preparation of the Restated Consolidated Financial Information which have been approved by the Board of Directors for the purpose of inclusion in the DRHP, RHP and Prospectus to be filed with the Securities and Exchange Board of India ("**SEBI**"), NSE Limited and BSE Limited (collectively, the "**Stock Exchanges**") and the Registrar of Companies, Ahmedabad, Gujarat (the "**ROC**"), in connection with the proposed IPO. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Note 2.1 to the Restated Consolidated Financial Information.

3. The respective Board of Directors of the Companies included in the Group are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of these Restated Consolidated Financial Information by the management of the Company, as aforesaid. The respective Board of Directors are also responsible for identifying and ensuring that the Group / Company complies with the Act, ICDR Regulations and the Guidance Note read with the SEBI Communication, as applicable.

4. We have examined such Restated Consolidated Financial Information taking into consideration:

    a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 25.11.2024 in connection with the proposed IPO of equity shares of the Issuer;

b) The Guidance Note read with the SEBI Communication, as applicable. 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 Consolidated 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 read with the SEBI Communication, in connection with the IPO.

5. These Restated Consolidated Financial Information have been compiled by the management from:

a) The audited special purpose interim consolidated Ind AS financial statements of the Group as at and for the period ended September 30, 2024 (the "**Interim Special Purpose Consolidated Ind AS Financial Statements**") prepared in accordance with the basis and accounting policies mentioned in Note 2.1 to the Restated Consolidated Financial Information, which have been approved by the Board of Directors at their meeting held on December 29, 2024;

b) The special purpose consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2024 (the "**2024 Special Purpose Consolidated Ind AS Financial Statements**") prepared in accordance with the basis and accounting policies mentioned in Note 2.1 to the Restated Consolidated Financial Information, which have been approved by the Board of Directors at their meeting held on December 29, 2024;

c) The special purpose consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2023 (the "**2023 Special Purpose Consolidated Ind AS Financial Statements**") prepared in accordance with the basis and accounting policies mentioned in Note 2.1 to the Restated Consolidated Financial Information, which have been approved by the Board of Directors at their meeting held on December 29, 2024 and

d) The special purpose Ind AS financial statements of the Company as at and for the year ended March 31, 2022 (the "**2022 Special Purpose Ind AS Financial Statements**") prepared in accordance with the basis and accounting policies mentioned in Note 2.1 to the Restated Consolidated Financial Information, which have been approved by the Board of Directors at their meeting held on December 29, 2024.

6. For the purpose of our examination, we have relied on:

a) Auditors' reports issued by us dated December 29, 2024, December 29, 2024 and December 29, 2024 on the Ind AS Consolidated Financial Statements of the Group as at and for the period ended September 30, 2024 and years ended March 31, 2024 and 2023 respectively as referred in Paragraph 5 above;

b) Auditors' reports issued by us dated December 29, 2024 on the Ind AS Financial Statements of the Company as at and for the years ended March 31, 2022 as referred in Paragraph 5 above;

7. We did not audit financial statements / financial information of the subsidiary whose share of total assets, total revenues and net cash inflows included in the Consolidated Ind AS Financial Statements which have been audited by other auditors, and whose reports have been furnished to us by the Company's management and our opinion on the Consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary is based solely on the reports of the other auditors.

(Sri Lankan Rupees)

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| **Subsidiary** | | | | |
| Total assets | 94,12,945 | 96,50,472 | 1,03,88,229 | N.A. |
| Total revenues | - | 8,10,000 | 23,42,512 | N.A. |
| Net cash inflows/(outflows) | (1,32,929) | (4,88,560) | (42,30,377) | N.A. |

Further, the subsidiary is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in its country and which have been audited by other auditors under generally accepted auditing standards applicable in its country. The Company's management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in its country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of such subsidiary located outside India, is based on the report of other auditors and the conversion adjustments prepared by the management of the Company and audited by us. Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect on the above matters with respect to our reliance on the work done by and the reports of the other auditors.

8. Based on our examination and according to the information and explanations given to us, we report that the Restated Consolidated Financial Information:

    a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping / reclassifications retrospectively in the financial years ended March 31, 2024, March 31, 2023 and 2022 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the period ended September 30, 2024, as applicable;

    b) do not require any adjustment for modification as there is no modification in the underlying audit reports referred in paragraph 6 above; and

    c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note read with the SEBI Communication.

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Service Engagements.

10. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Special Purpose Consolidated Financial Statements as at and for the period ended September 30, 2024 and years ended March 31, 2024 and 2023 and Special Purpose Financial Statements as at and for the years ended March 31, 2022 as mentioned in paragraph 5 above.

11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

13. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP, RHP and Prospectus to be filed with SEBI, Stock Exchanges and ROC in connection with the proposed IPO. Our report should not

be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For Sarda & Sarda**
Chartered Accountants
(FRN: 109264W)

**Rajnikant Pragada**
Proprietor
M. No. 118132
UDIN: 25118132BMFXRR4166

Date: 07th January 2025
Place: Jamnagar

| Particulars | Notes | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|---|
| **ASSETS** | | | | | |
| **Non-Current Assets** | | | | | |
| a) Property, Plant and Equipment | **4** | 3,434.54 | 3,709.54 | 3,610.82 | 2,951.67 |
| b) Capital work-in-progress | **4** | 125.23 | 3.35 | - | 429.63 |
| c) Intangible assets | **4** | 0.19 | 0.19 | 0.21 | 0.34 |
| d) Goodwill | **4** | 0.31 | 0.31 | 0.31 | - |
| e) Intangible assets under development | **4** | 40.94 | 38.23 | 25.81 | 18.05 |
| f) Financial Assets | | | | | |
| (i) Investments | **5** | 0.01 | 0.01 | 0.01 | 0.01 |
| (ii) Other Financial Assets | **6** | 84.91 | 148.99 | 67.89 | 23.89 |
| **Total Non-Current Assets** | | **3,686.13** | **3,900.63** | **3,705.06** | **3,423.59** |
| | | | | | |
| **CURRENT ASSETS** | | | | | |
| a) Inventories | **7** | 204.61 | 181.22 | 120.37 | 100.60 |
| b) Financial Assets | | | | - | |
| (i) Investments | | - | - | - | - |
| (ii) Trade Receivables | **8** | 2,574.26 | 1,564.98 | 1,735.19 | 1,866.92 |
| (iii) Cash & Cash Equivalents | **9** | 40.07 | 22.55 | 34.55 | 41.08 |
| (iv) Bank Balances other than (iii) above | **10** | 1.94 | 1.94 | 1.88 | 7.52 |
| (v) Loans | **11** | 201.30 | 132.39 | 116.65 | 58.67 |
| (vi) Other Financial Assets | **12** | 87.24 | 95.71 | 98.16 | 50.59 |
| c) Current Tax Assets (Net) | **13** | 630.08 | 408.51 | 371.42 | 168.92 |
| d) Other Current Assets | **14** | 138.20 | 128.68 | 111.20 | 154.38 |
| **Total Current Assets** | | **3,877.69** | **2,535.98** | **2,589.43** | **2,448.68** |
| | | | | | |
| **Total Assets** | | **7,563.81** | **6,436.60** | **6,294.48** | **5,872.27** |
| | | | | | |
| **Equity and Liabilities** | | | | | |
| **Equity** | | | | | |
| a) Equity Share capital | **15** | 1,466.20 | 1.00 | 1.00 | 1.00 |
| b) Other Equity | **16** | 1,505.57 | 3,150.83 | 2,557.07 | 1,528.71 |
| **Total Equity** | | **2,971.78** | **3,151.83** | **2,558.07** | **1,529.71** |
| | | | | | |
| **Liabilities** | | | | | |
| **Non-Current Liabilities** | | | | | |
| a) Financial Liabilities | | | | | |
| (i) Borrowings | **17** | 2,081.42 | 1,116.97 | 1,022.29 | 1,764.89 |
| b) Deferred Tax Liabilities (Net) | **37** | 403.99 | 324.92 | 231.30 | 110.82 |
| c) Provisions | **21** | 52.10 | 43.84 | 32.22 | 24.10 |
| **Total Non-Current Liabilities** | | **2,537.51** | **1,485.73** | **1,285.81** | **1,899.81** |

| Particulars | Notes | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|---|
| **Current Liabilities** | | | | | |
| a) Financial Liabilities | | | | | |
| (i) Borrowings | **17** | 564.01 | 471.87 | 732.22 | 584.82 |
| (ii) Trade payables | **18** | | | | |
| Total outstanding dues of micro enterprises and small enterprises | | - | - | - | - |
| Total outstanding dues other than micro and small enterprises | | 445.75 | 478.05 | 459.42 | 452.76 |
| (iii) Other Financial Liabilities | **19** | 352.22 | 393.48 | 320.91 | 199.94 |
| b) Other Current Liabilities | **20** | 37.14 | 44.84 | 541.79 | 927.62 |
| c) Provisions | **21** | 132.25 | 80.71 | 110.95 | 81.35 |
| d) Current Tax Liabilities (Net) | **22** | 523.16 | 330.11 | 285.31 | 196.27 |
| **Total Current Liabilities** | | **2,054.53** | **1,799.05** | **2,450.60** | **2,442.75** |
| | | | | | |
| **Total Equity & Liabilities** | | **7,563.81** | **6,436.60** | **6,294.48** | **5,872.27** |

**Significant Accounting Policies** **3**

**The Accompanying Notes are an Integral part of the Consolidated Financial Statements.**

**For Sarda & Sarda**
**Chartered Accountants**
**FRN: 109264W**

**For and on behalf of board of directors of**
**SHREEJI SHIPPING GLOBAL LIMITED**

**Rajnikant Pragada**
**Proprietor**
**Membership No: 118132**

**Jitendrakumar Haridas Lal**
**Joint Managing Director**
**DIN: 00991555**

**Ashokkumar Lal**
**Chairman and Managing Director**
**DIN: 01736933**

**Archanaba Gohil**
**Company Secretary**

**Harshida Bhanushali**
**Chief Financial Officer**

**Place: Jamnagar**
**Date: January 07, 2025**

**Place: Jamnagar**
**Date: January 07, 2025**

**Place: Jamnagar**
**Date: January 07, 2025**

| | Particulars | Notes | For the Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|---|---|
| | **Revenue:** | | | | | |
| **I** | Revenue from Operations | **23** | 2,993.51 | 7,310.03 | 8,269.97 | 5,719.73 |
| **II** | Other Income | **24** | 16.26 | 51.71 | 3.32 | 6.46 |
| **III** | **Total Income (I + II)** | | **3,009.77** | **7,361.74** | **8,273.29** | **5,726.20** |
| **IV** | **Expenses:** | | | | | |
| a) | Cost of Services | **25** | 1,834.51 | 4,981.65 | 5,995.43 | 3,915.55 |
| b) | Changes in inventories of finished goods and work-in-progress | | - | - | - | - |
| c) | Employee Benefits Expense | **26** | 43.14 | 88.27 | 85.98 | 62.68 |
| e) | Finance Costs | **27** | 42.22 | 111.99 | 161.17 | 152.13 |
| d) | Depreciation And Amortization Expenses | **28** | 107.57 | 202.81 | 168.01 | 119.41 |
| f) | Other Expenses | **29** | 137.16 | 308.06 | 301.80 | 335.73 |
| | **Total Expenses (IV)** | | **2,164.60** | **5,692.80** | **6,712.39** | **4,585.49** |
| **V** | **Profit/(loss) before exceptional items and tax (III - IV)** | | **845.17** | **1,668.94** | **1,560.90** | **1,140.71** |
| **VI** | Exceptional Items | **33** | 232.31 | (0.18) | 33.73 | 1.00 |
| **VII** | **Profit/ (loss) before tax (V+VI)** | | **1,077.48** | **1,668.76** | **1,594.63** | **1,141.71** |
| **VIII** | **Tax Expense** | | | | | |
| | Current Tax | | 193.06 | 330.03 | 285.30 | 196.27 |
| | Deferred Tax | | 79.07 | 93.61 | 120.48 | 110.82 |
| | **Total Tax Expenses** | | **272.13** | **423.64** | **405.78** | **307.09** |
| **IX** | **Profit/(loss) for the period (VII-VIII)** | | **805.35** | **1,245.12** | **1,188.85** | **834.62** |
| **X** | **Other Comprehensive Income** | **30** | | | | |
| i. | Items that will not be reclassified to Statement of Profit and Loss | | 2.28 | 6.69 | 7.10 | 1.34 |
| ii. | Income tax relating to items that will not be reclassified to Statement of Profit and Loss | | (0.57) | (1.68) | (1.79) | (0.34) |
| iii. | Items that will be reclassified to Statement of Profit and Loss | | - | - | - | - |
| iv. | Income tax relating to items that will be reclassified to Statement of Profit and Loss | | - | - | - | - |
| | **Other Comprehensive Income for the year (X)** | | **1.71** | **5.00** | **5.31** | **1.00** |

| Particulars | | Notes | For the Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|---|---|
| **XI** | **Total Comprehensive Income for the year (IX + X)** | | **807.06** | **1,250.12** | **1,194.16** | **835.62** |
| **XII** | **Earnings per Equity Share** | **31** | | | | |
| | (i) Basic (in Rs.) | | 5.49 | 8.49 | 8.11 | 5.69 |
| | (ii) Diluted (in Rs.) | | 5.49 | 8.49 | 8.11 | 5.69 |

**Significant Accounting Policies** **3**

**The Accompanying Notes are an Integral part of the Consolidated Financial Statements.**

**For Sarda & Sarda**
**Chartered Accountants**
**FRN: 109264W**

**For and on behalf of board of directors of**
**SHREEJI SHIPPING GLOBAL LIMITED**

**Rajnikant Pragada**
**Proprietor**
**Membership No: 118132**

**Jitendrakumar Haridas Lal**
**Joint Managing Director**
**DIN: 00991555**

**Ashokkumar Lal**
**Chairman and Managing Director**
**DIN: 01736933**

**Archanaba Gohil**
**Company Secretary**

**Harshida Bhanushali**
**Chief Financial Officer**

**Place: Jamnagar**
**Date: January 07, 2025**

**Place: Jamnagar**
**Date: January 07, 2025**

**Place: Jamnagar**
**Date: January 07, 2025**

| Particulars | For the Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| **(A) CASH FLOW FROM OPERATING ACTIVITIES:** | | | | |
| **Net Profit before taxation** | **1,079.76** | **1,675.45** | **1,601.73** | **1,143.05** |
| ***Adjustments for:*** | | | | |
| Interest Expenses | 42.22 | 111.99 | 161.17 | 152.13 |
| Interest Received | (1.64) | (23.26) | (2.32) | (1.18) |
| (Gain) / loss on Sale of Property, Plant & Equipment | (232.31) | 0.18 | (33.73) | (1.00) |
| Other adjustments | 79.11 | 379.05 | 316.62 | 110.82 |
| Depreciation and Amortisation Expenses | 107.57 | 202.81 | 168.01 | 119.41 |
| **Operating Profit before working capital changes** | **1,074.71** | **2,346.23** | **2,211.48** | **1,523.22** |
| Increase/(Decrease) in Provisions | 59.80 | (18.61) | 37.72 | 49.09 |
| Increase/(Decrease) in Current Tax Liability | 193.06 | 44.79 | 89.05 | 196.27 |
| (Increase)/Decrease in Other Current financial Assets | 8.47 | 2.46 | (47.57) | (21.22) |
| (Increase)/Decrease in Other current assets | (9.51) | (17.48) | 43.18 | (10.58) |
| Increase/(Decrease) in Trade Payables | (32.30) | 18.63 | 6.66 | 247.33 |
| Increase/(Decrease) in Other Financial Liability | (41.26) | 72.57 | 120.97 | 74.12 |
| Increase/(Decrease) in Other Current Liability | (7.69) | (496.95) | (385.83) | 494.90 |
| (Increase)/Decrease in Inventories | (23.39) | (60.85) | (19.77) | (24.80) |
| (Increase)/Decrease in Current tax assets | (221.57) | (37.09) | (202.50) | (56.33) |
| (Increase)/Decrease in Trade Receivable | (1,009.28) | 170.22 | 131.73 | (733.27) |
| **Cash Generated from Operations** | **(8.97)** | **2,023.91** | **1,985.11** | **1,738.73** |
| Income Taxes paid | (272.13) | (423.64) | (405.78) | (307.09) |
| **Net Cash from Operating Activities** | **(281.10)** | **1,600.27** | **1,579.33** | **1,431.64** |
| **(B) CASH FLOW FROM INVESTING ACTIVITIES:** | | | | |
| Purchase of Property, Plant & Equipment | (159.88) | (328.78) | (1,183.24) | (2,190.71) |
| Disposal of Property, Plant & Equipment | 435.04 | 11.33 | 811.51 | 11.21 |
| Investments in other non current financial Assets | 64.08 | (81.10) | (44.01) | (10.16) |
| Sale / (Purchase) of Investments (Net) | - | - | (0.00) | - |
| Loans & advances | (68.90) | (15.74) | (57.98) | (9.61) |
| Interest Received | 1.64 | 23.26 | 2.32 | 1.18 |
| **Net Cash from Investing Activities** | **271.97** | **(391.03)** | **(471.40)** | **(2,198.08)** |

| Particulars | For the Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| **(C) CASH FLOW FROM FINANCING ACTIVITIES:** | | | | |
| Increase/(Decrease) in Current Borrowings | 92.14 | (260.36) | 147.40 | 215.59 |
| Increase/(Decrease) in Non current Borrowings | 871.33 | (1,202.41) | (1,924.82) | (382.58) |
| Interest Paid | (42.22) | (111.99) | (161.17) | (152.13) |
| Shares issued during the year | 1,465.20 | - | - | - |
| Share premium | 214.04 | - | - | - |
| Adjustment in Partner's Capital | (2,573.85) | 353.59 | 818.49 | 1,074.03 |
| **Net Cash from Financing Activities** | **26.65** | **(1,221.17)** | **(1,120.10)** | **754.91** |
| ***Net Increase / ( Decrease ) in Cash and Cash Equivalents*** | **17.52** | **(11.94)** | **(12.17)** | **(11.53)** |
| Cash and Cash Equivalents at the beginning of the period | 24.49 | 36.43 | 48.60 | 60.13 |
| **Cash and Cash equivalents at the end of the period** | **42.01** | **24.49** | **36.43** | **48.60** |
| Notes to the Cash Flow Statement: | | | | |
| **Cash and Cash Equivalents comprises of** | | | | |
| Cash on Hand | 14.53 | 9.29 | 16.63 | 4.89 |
| Balance in Current Account | 27.48 | 15.20 | 19.80 | 43.71 |
| **Cash and Cash equivalents in Cash Flow Statement** | **42.01** | **24.49** | **36.43** | **48.60** |

**Significant Accounting Policies** **3**

**The Accompanying Notes are an Integral part of the Consolidated Financial Statements.**

**For Sarda & Sarda**
**Chartered Accountants**
**FRN: 109264W**

**For and on behalf of board of directors of**
**SHREEJI SHIPPING GLOBAL LIMITED**

**Rajnikant Pragada**
**Proprietor**
**Membership No: 118132**

**Jitendrakumar Haridas Lal**
**Joint Managing Director**
**DIN: 00991555**

**Ashokkumar Lal**
**Chairman and Managing Director**
**DIN: 01736933**

**Archanaba Gohil**
**Company Secretary**

**Harshida Bhanushali**
**Chief Financial Officer**

**Place: Jamnagar**
**Date: January 07, 2025**

**Place: Jamnagar**
**Date: January 07, 2025**

**Place: Jamnagar**
**Date: January 07, 2025**

**(a) Equity share capital**

**Rs. in millions, unless otherwise stated**

| Particulars | Face Value | Number of Shares | Value of Shares |
|---|---|---|---|
| **Balance at the 31.03.2022** | Rs. 10 | **1,00,000** | **1.00** |
| Changes in the equity share capital during the year: - | | | |
| - Addition of shares during the year | | - | - |
| - Reduction of shares during the year | | - | - |
| **Balance at the 31.03.2023** | Rs. 10 | **1,00,000** | **1.00** |
| Changes in the equity share capital during the year: - | | | |
| - Addition of shares during the year | | - | - |
| - Reduction of shares during the year | | - | - |
| **Balance at the 31.03.2024** | Rs. 10 | **1,00,000** | **1.00** |
| Changes in the equity share capital during the year: - | | | |
| - Addition of shares during the year | | 14,65,20,254 | 1,465.20 |
| - Reduction of shares during the year | | - | - |
| **Balance at the 30.09.2024** | Rs. 10 | **14,66,20,254** | **1,466.20** |

**(b) Other equity**

**Rs. in millions, unless otherwise stated**

| Particulars | Reserve & Surplus | | | Total |
|---|---|---|---|---|
| | Securities Premium Account | Other Comprehensive Income | Retained Earnings | |
| **Balance as at 31.03.2022** | **-** | **1.00** | **1,527.70** | **1,528.71** |
| **Ind AS transition adjustments** | - | - | - | - |
| **Balance as at 1 April 2022** | **-** | **1.00** | **1,527.70** | **1,528.71** |
| Profit / (Loss) for the period | | | 1,188.85 | 1,188.85 |
| Other Comprehensive Income / (Loss) | - | 5.31 | - | 5.31 |
| **Total Comprehensive Income** | **-** | **5.31** | **1,188.85** | **1,194.16** |
| Equity Dividend | - | - | - | - |
| Other Addition/ deletion | - | - | (165.80) | (165.80) |
| **Balance as at 31.03.2023** | **-** | **6.31** | **2,550.76** | **2,557.07** |
| Profit / (Loss) for the period | - | - | 1,245.12 | 1,245.12 |
| Other Comprehensive Income / (Loss) | - | 5.00 | - | 5.00 |
| **Total Comprehensive Income** | **-** | **5.00** | **1,245.12** | **1,250.12** |
| Equity Dividend | - | - | - | - |
| Other Addition/ deletion | - | - | (656.37) | (656.37) |
| **Balance as at 31.03.2024** | **-** | **11.32** | **3,139.51** | **3,150.83** |
| Profit / (Loss) for the period | - | - | 805.35 | 805.35 |
| Other Comprehensive Income / (Loss) | - | 1.71 | - | 1.71 |
| **Total Comprehensive Income** | **-** | **1.71** | **805.35** | **807.06** |
| Equity Dividend | - | - | - | - |

| Particulars | Reserve & Surplus | | | Total |
|---|---|---|---|---|
| | Securities Premium Account | Other Comprehensive Income | Retained Earnings | |
| Other Addition/ deletion | 214.04 | - | (2,666.36) | (2,452.31) |
| **Balance as at 30.09.2024** | **214.04** | **13.03** | **1,278.50** | **1,505.57** |

**For Sarda & Sarda**
**Chartered Accountants**
**FRN: 109264W**

**For and on behalf of board of directors of**
**SHREEJI SHIPPING GLOBAL LIMITED**

**Rajnikant Pragada**
**Proprietor**
**Membership No: 118132**

**Jitendrakumar Haridas Lal**
**Joint Managing Director**
**DIN: 00991555**

**Ashokkumar Lal**
**Chairman and Managing Director**
**DIN: 01736933**

**Archanaba Gohil**
**Company Secretary**

**Harshida Bhanushali**
**Chief Financial Officer**

**Place: Jamnagar**
**Date: January 07, 2025**

**Place: Jamnagar**
**Date: January 07, 2025**

**Place: Jamnagar**
**Date: January 07, 2025**

## 1. Group Information

### 1.1. Company Overview

Shreeji Shipping Global Limited (“the Company”), is a public limited company, engaged in the business of handling dry bulk cargo providing complete solutions under one roof right from stevedoring, lighterage, loading / unloading cargo, documentation, warehousing, agency, custom clearance and all ancillary services at ports located nationally and internationally.

The Company was incorporated on April 11, 2024 by way of converting the erstwhile partnership firm, i.e., M/s. Shreeji Shipping into a private limited company viz. Shreeji Shipping Global Private Limited (CIN: U52242GJ2024PTC150537) as a going concern business on as is where is basis. The Company subsequently got converted into a public limited company vide certificate of incorporation dated November 18, 2024, issued by Registrar of Companies, Ahmedabad.

The registered office of the Company is located at "SHREEJI HOUSE", Town Hall Circle, Jamnagar, Kalavad, Gujarat, India, 361001.

### 1.2. Group Overview

Shreeji Shipping Global Limited (“the Company” or “the Holding Company”) along with its wholly owned subsidiary, USL Lanka Logistics Private Limited (“the Subsidiary Company”), Shreeji Global IFSC Private Limited (‘the Subsidiary Company”) (collectively referred to as “the Group”) is engaged in the business of handling dry bulk cargo providing complete solutions under one roof right from stevedoring, lighterage, loading / unloading cargo, documentation, warehousing, agency, custom clearance and all ancillary services at ports located nationally and internationally.

## 2. Basis of Preparation & Presentation of Restated Consolidated Financial Information of Group

### 2.1. Statement of Compliance and Basis of Preparation & Presentation

The Restated Consolidated Financial Information of the Group comprises the Restated Consolidated Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Cash Flows for the period ended September 30, 2024 and years ended March 31, 2024, March 31, 2023 and March 31, 2022, Restated Consolidated Statement of Changes in Equity and the Summary of Significant Accounting Policies and explanatory notes (collectively referred to as “the Restated Consolidated Financial Information”).

These Restated Consolidated Financial Information have been prepared by the Management of the Group for the purpose of inclusion in the Draft Red Herring Prospectus (“DRHP”) to be prepared by the Company in connection with its proposed Initial Public Offer (“IPO”). The Restated Consolidated Financial Information have been prepared by the Company in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended ("the Act");

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "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 (the “Guidance Note”) read with the general directions dated October 28, 2021 received from Securities and Exchange Board of India (SEBI) by the Company through the Book Running Lead Managers (the “SEBI Communication”), as applicable.

The Restated Consolidated Financial Information have been prepared to comply in all material respects with the Indian Accounting Standard (hereinafter referred to as the "Ind AS") as notified by Ministry of Corporate Affairs pursuant to section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Rules, 2016 as amended from time to time.

These Restated Consolidated Financial Information have been compiled by the Management from:

a) The audited special purpose interim consolidated Ind AS financial statements of the Group as at and for the period ended September 30, 2024 ("Interim Special Purpose Consolidated Ind AS Financial Statements") prepared in accordance with the basis and accounting policies mentioned in subsequent paragraphs, which have been approved by the Board of Directors at their meeting held on December 29, 2024;

b) The special purpose consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2024 ("the 2024 Special Purpose Consolidated Ind AS Financial Statements") prepared in accordance with the basis and accounting policies mentioned in subsequent paragraphs, which have been approved by the Board of Directors at their meeting held on December 29, 2024;

c) The special purpose consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2023 ("the 2023 Special Purpose Consolidated Ind AS Financial Statements") prepared in accordance with the basis and accounting policies mentioned in subsequent paragraphs, which have been approved by the Board of Directors at their meeting held on December 29, 2024;

d) The special purpose Ind AS financial statements of the Group as at and for the year ended March 31, 2022 ("the 2022 Special Purpose Ind AS Financial Statements") prepared in accordance with the basis and accounting policies mentioned in subsequent paragraphs, which have been approved by the Board of Directors at their meeting held on December 29, 2024; and

As per the ICDR Regulations and in pursuance to the SEBI Communication, for the purpose of the Restated Consolidated Financial Information the partnership accounts of the erstwhile partnership firm have been prepared in the format prescribed under Schedule III of the Companies Act, 2013 applying the accounting principles prescribed under Ind AS. The transition date for the same is considered as April 01, 2021 which is different from the transition date adopted by the Group at the time of first-time transition to Ind AS (i.e., April 01, 2024) for the purpose of preparation of Statutory Consolidated Ind AS Financial Statements as required under the Act.

Accordingly, the Group have applied the same accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101, as applicable) as on April 01, 2021 for the 2022 Special Purpose Ind AS Financial Statements, as initially adopted on transition date i.e. April 01, 2024 and prepared the opening balance sheet as on April 01, 2021.

The 2022 Special Purpose Ind AS Financial Statements, 2023 Special Purpose Consolidated Ind AS Financial Statements and 2024 Special Purpose Consolidated Ind AS Financial Statements have been prepared by amending the original audited partnership accounts of erstwhile partnership firm for the year ended March 31, 2022, March 31, 2023 and March 31, 2024 dated September 29, 2022, September 30, 2023 and May 21, 2024 in the format prescribed under schedule III of the Act and making required consolidation and Ind AS adjustments to the same, as per the requirements of ICDR Regulations.

2022 Special Purpose Ind AS Financial Statements, 2023 Special Purpose Consolidated Ind AS Financial Statements and 2024 Special Purpose Consolidated Ind AS Financial Statements have been prepared solely for the purpose of preparation of Restated Consolidated Financial Information which will be included in DRHP in relation to the proposed IPO, which requires financial statements of all the periods included, to be presented under Ind AS. As such, these Special Purpose Ind AS Financial Statements are not suitable for any other purpose other than for the purpose of preparation of Restated Consolidated Financial Information and are also not financial statements prepared pursuant to any requirements under section 129 of the Act.

Further, since the statutory date of transition to Ind AS is April 01, 2024 and that the 2024 Special Purpose Consolidated Ind AS Financial Statements have been prepared considering a transition date of April 01, 2021, the closing balances of items included in the Special Purpose Balance Sheet as at March 31, 2022 may be different from the balances considered on the statutory date of transition to Ind AS on April 01, 2021, due to such early application of Ind AS principles with effect from April 01, 2021 as compared to the date of statutory transition.

These Restated Consolidated Financial Information have been approved by the Board of Directors of the Company vide resolution dated 07.01.2025

**2.2. Functional and Presentation Currency**

The Restated Consolidated Financial Information of the Group is presented in Indian Rupees (₹) which is the functional and the presentation currency of the Holding Company and all value are rounded to the nearest millions with two decimals, except when otherwise indicated.

**2.3. Basis of Consolidation**

The Restated Consolidated Financial Information incorporate the financial statements of the Group and entities controlled by the Group (its subsidiaries) up to 31 March each year.

Control is achieved when the Group:

- has the power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affects its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the noncontrolling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non - controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Group.

When the Group loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable Ind ASs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109 when applicable, or the cost of initial recognition of an investment in an associate or a joint venture.

**2.4. Basis of Measurement**

The Restated Consolidated Financial Information have been prepared on accrual basis following historical cost convention except for certain financial instruments that are measured at fair values.

A historical cost is a measure of value used for accounting in which the price of an asset on the balance sheet is based on its historical cost, it is generally fair value of consideration given in exchange for goods and services at the time of transaction or original cost when acquired by the group.

Fair value is the price that is likely to be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the group takes into account the characteristics of the asset or liability that market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102 – Share Based Payment and leasing transactions that are within the scope of Ind AS 116 – Leases.

Fair value measurements under Ind AS are categorised into fair value hierarchy based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are prescribed as follows:

- Level one quoted prices (unadjusted) in active markets for identical assets or liabilities that the group can access on measurement data;

- Level two inputs, other than quoted price is included within level one, that are observable for the asset or liability, either directly or indirectly; and

- Level three where observable inputs are used for the valuation of assets or liabilities.

### 2.5. Key Accounting Estimates & Judgements

In preparing these Restated Consolidated Financial Information, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively in the Restated Consolidated Statement of Profit and Loss in the year in which the estimates are revised and in any future periods affected.

The areas involving critical estimates or judgements are:

a) Estimation of Deferred Tax Asset;
b) Fair Value of financial instruments;
c) Impairment of financial assets;
d) Measurement of defined benefit obligation;
e) Determination of incremental borrowing rate;
f) Provision for expected credit losses of trade receivables;
g) Recognition and measurement of provisions and contingencies;

## 3. Significant Accounting Policies

These Restated Consolidated Financial Information have been prepared using the significant accounting policies summarised below. These were used throughout all the periods presented in the said statements.

### 3.1. Current and Non - Current classification

The Group presents assets and liabilities in the restated consolidated statement of assets and liabilities based on current / non-current classification.

<u>An asset is classified as current when it is:</u>
- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within 12 months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

<u>A liability is classified as current when:</u>
- It is Expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within 12 months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has determined its operating cycle, as explained in schedule III of the Companies Act, 2013, as twelve months, having regard to the nature of business being carried out by the Group. The same has been considered for classifying assets and liabilities as current and non-current while preparing the financial statements.

### 3.2. Effects of Changes in Foreign Exchange Rates

**<u>Foreign Currency Transaction</u>**

**Initial recognition and measurement**

Foreign currency transactions are recorded on initial recognition in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of transaction.

**Subsequent measurement**

Monetary assets and liabilities denominated in foreign currency remaining unsettled at the end of the year, are translated at the closing rates prevailing on the Balance Sheet date.

Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of transaction.

Exchange differences arising as a result of the above are recognized as income or expenses in the statement of profit and loss. Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous standalone financial statements, are recognised as income or expenses in the year in which they arise.

**<u>Foreign Operations</u>**

Foreign Subsidiaries, Joint Ventures and Associates have been classified as Non-Integral Operations. Whereas foreign branches operating as a division have been classified as Integral Operations.

**Integral Operations**

Foreign currency transactions are recorded on initial recognition in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of transaction.

Monetary foreign currency assets and liabilities of integral foreign operations remaining unsettled at the end of the year, are translated at the closing rates prevailing on the Balance Sheet date and the resulting Profit / Loss is included in the Profit and Loss Account. Contingent liabilities are translated at spot rate.

Foreign currency non-monetary items which are carried at historical cost are reported using the exchange rate on the date of the transaction.

**Non-Integral Operations**

Income and expenditure of non-integral foreign operations are translated at quarterly average closing rates notified by FEDAI.

Both monetary and non-monetary foreign currency assets and liabilities including contingent liabilities of non-integral foreign operations are translated at closing exchange rates at the Balance Sheet date.

Exchange differences arising on investment in non-integral foreign operations are accumulated in Foreign Currency Translation Reserve until the disposal of the investment.

The Assets and Liabilities of foreign subsidiaries, joint ventures and associates in foreign currency (other than its local currency) are translated into local currency using spot rates applicable to that country on the Balance Sheet date.

**3.3. Property, Plant and Equipment**

Items of property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

Cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, including import duties and non – refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance cost are charged to the Statement of Profit and Loss during the period in which they were incurred.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Material items such as spare parts, stand-by equipment and service equipment are classified as property, plant and equipment when they meet the definition of property, plant and equipment as specified in Ind AS 16 – Property, Plant and Equipment.

An item of property, plant and equipment is derecognised upon its disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal of the item of property, plant and equipment is included in the Statement of Profit and Loss.

Transition to Ind AS

For transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as of April 1, 2021 (transition date for the purpose of restatement) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

**3.4. Leases**

**As a Lessee**

At commencement or on modification of a contract that contains the lease component, the Group allocates the consideration in the contract to each lease component based on its relative stand-alone prices.

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right- of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease, or if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and the type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:
- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment. When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

**Short-term leases and leases of low-value assets**

The Group has elected not to recognise right-of- use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

**As a Lessor**

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease.

**3.5. Inventories**

Inventory includes consumable stores which are valued at cost. The Group used First-In-First-Out (FIFO) for valuing its inventory.

Cost of inventory comprises all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and the estimated cost necessary to make the sale.

The Group reviews the condition of its inventories and makes provision against obsolete and slow – moving inventory items which are identified as no longer suitable for sale or use. Obsolete and slow – moving items are valued at cost or estimated net realisable value, whichever is lower. Any write down of inventories is recognised as an expense during the year.

**3.6. Cash and Cash Equivalents**

Cash and cash equivalents in the Restated Consolidated Statement of Assets and Liabilities and Restated Consolidated Statement of Cash Flows comprise cash on hand and at banks and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**3.7. Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial Assets**

**Classification**

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

**Initial recognition and measurement**

The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

**Subsequent measurement**

*Financial assets carried at amortised cost*
A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset for collecting contractual cash flows and the contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the Statement of Profit or Loss. The losses arising from impairment are recognised in the Statement of Profit or Loss.

*Financial assets carried at fair value through other comprehensive income (FVTOCI)*
A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets and the contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the group recognizes interest income, impairment losses and reversals in the Profit and Loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI asset is reported as interest income using the EIR method.

Equity instruments, except for the ones held for trading, could also be classified as at FVTOCI, if the Group makes an irrevocable election to do so at the time of initial recognition. Such election is made on instrument-to-instrument basis. In case of equity instruments classified as at FVTOCI, all the fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. The Group has designated certain equity instruments as at FVTOCI.

*Financial assets carried at fair value through profit or loss (FVTPL)*
A financial asset which is not categorized as at amortised cost or as FVTOCI, is classified and subsequently measured as at FVTPL.

As per the requirements of Ind AS 109 - "Financial Instruments", all investments in equity instruments and contracts on those instruments are to be measured at FVTPL unless designated at FVTOCI. However, there might be situations where cost may be an appropriate estimate of fair value. That may be the case if insufficient information is available to measure fair value, or if there is a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

**De-recognition**

A financial asset (or, where applicable, a part of a financial asset) is primarily de-recognised (i.e., removed from the Group's balance sheet) when:
- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the group has transferred substantially all the risks and rewards of the asset, or (b) the group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the group could be required to repay.

**Financial Liabilities**

**Classification**

Financial liabilities are classified, at initial recognition, as subsequently measured at amortised cost, except for financial liabilities specifically classified and subsequently measured as at fair value through profit and loss.

**Initial recognition and measurement**

The Group initially measures a financial liability at its fair value plus, in the case of a financial liability not at fair value through profit or loss, transaction costs.

**Subsequent measurement**

*Financial liabilities carried at amortised cost*
The Group measures its financial liabilities at amortised cost using the effective interest rate method. The effective interest rate is the rate that exactly discounts, estimated future cash payments (including all fees, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost on initial recognition.

The interest expense (calculated based on effective interest method) and any gain or loss on derecognition is recognised in the Restated Consolidated Statement of Profit and Loss.

*Financial assets carried at fair value through profit or loss (FVTPL)*
Financial liabilities are classified as at FVTPL when the financial liability is held for trading or is a derivative (except for effective hedge) or are designated upon initial recognition as FVTPL. Gains or losses, including any interest expense on liabilities held for trading are recognised in the Restated Consolidated Statement of Profit and Loss.

**De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Restated Consolidated statement of profit and loss.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Restated Consolidated Statement of Assets and Liabilities if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**3.8. Provisions**

Provisions are recognised when the enterprise has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the enterprise expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

**3.9. Taxes**

**Current Income Tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income-tax Act, 1961.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred Tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re- assessed at each reporting date and are recognised to the extent that it has become reasonably certain that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

**3.10. Employee Benefit Expenses**

**Short-term Employee Benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

**Post-employment Benefits**

*Defined Contribution Plans*
The Group recognises contribution payable to the provident fund scheme as an expense, during the period in which employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to a reduction in future payment or a cash refund.

*Defined Benefit Plans*
The Group pays gratuity to the employees who have completed five years of service with the Group at the time of retirement / resignation / death while in employment. The gratuity is paid @ 15 days basic salary for every completed year of service up to ₹ 20,00,000/-. The liability in respect of gratuity and other post-

employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement gains and losses arising from adjustments and changes in actuarial assumptions are recognised in the period in which they occur in Other Comprehensive Income.

### 3.11. Revenue Recognition

The Group derives revenue primarily from sale of products /services.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services. Revenue excludes amounts collected on behalf of government authorities such as Goods and Service Tax (GST), returns, trade allowances, rebates and amounts collected on behalf of third parties. To recognize revenues, the Group applies the following five step approach:

- Identify the contract with a customer,
- Identify the performance obligations in the contract,
- Determine the transaction price,
- Allocate the transaction price to the performance obligations in the contract, and
- Recognize revenues when a performance obligation is satisfied.

**Rendering of Services**

Revenue from rendering of services is recognized over the time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method based on accumulated experience and underlying schemes and agreements with customers). Due to the short nature of credit period given to customers, there is no financing component in the contract.

And in case of delay in receipt of payment from customers other than on account of some sort of dispute, interest is charged separately from the customers.

### 3.12. Other Income

<u>Interest Income</u>
Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

<u>Dividend income</u>
Dividends are recognised in the Restated Consolidated Statement of Profit and Loss on the date on which the Group's right to receive payment is established.

### 3.13. Finance Costs

General and specific borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of such asset till such time the asset is ready for its intended use and borrowing cost are being incurred. A qualifying asset is an asset that necessarily takes a substantial time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period they are incurred.

Borrowing cost includes interest expense, amortisation of discounts and ancillary costs incurred in connection with borrowing of funds.

### 3.14. Depreciation

Depreciation is the systematic allocation of the depreciable amount of property, plant and equipment over its useful life and is provided on a straight-line basis over the useful life as prescribed in Schedule II to the Companies Act, 2013 ("the Act") or as per technical assessment by the Management.

Depreciable amount for property, plant and equipment is the cost of property, plant and equipment less its estimated residual value. The useful life of property, plant and equipment is the period over which it is expected to be available for use by the Group or the number of production or similar units expected to be obtained from it by the Group. The Group has considered the useful lives prescribed by Schedule II of the Act, for the purpose of depreciating its property, plant and equipment.

Depreciation on property, plant and equipment which are added / disposed of during the year, is provided on pro-rata basis with reference to the date of addition / deletion.

Leasehold improvements are depreciated over the tenure of lease term. Leasehold land is amortized over the period of lease. Buildings constructed on leasehold land are depreciated based on the useful life specified in Schedule II to the Companies Act, 2013, where the lease period of land is beyond the life of the building. In other cases, buildings constructed on leasehold land is amortized over the primary lease period of the land.

### 3.15. Capital work in progress and Capital advances

Cost of assets not ready for intended use, as on the end of the reporting period, is shown as capital work in progress.

Advances given towards acquisition of Property, Plant and Equipment outstanding at end of each reporting period are disclosed as other non-current assets.

### 3.16. Intangible Assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses. Internally generated intangibles, excluding eligible development costs are not capitalized and the related expenditure is reflected in the Statement of Profit and Loss in the period in which the expenditure is incurred.

<u>Transition to Ind AS</u>

For transition to Ind AS, the Group has elected to continue with the carrying value of all of its intangible assets recognised as of April 1, 2021 (transition date for the purpose of restatement) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

<u>Amortization:</u>

Amortisation is recognised on a written-down value basis over their estimated useful lives.

The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Restated Consolidated Statement of Profit and Loss when the asset is derecognized.

### 3.17. Intangible Assets under Development

Expenditure on intangible assets eligible for capitalization are carried as intangible assets under development where such assets are not yet ready for their intended use.

### 3.18. Impairment

**Impairment of Financial Assets**

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are measured at amortised cost
- Financial assets that are measured at FVTOCI
- Trade or other contractual receivables resulting from transactions that are within the scope of Ind AS 115

The Group for recognition of impairment loss allowance on Trade or other contractual receivables resulting from transactions that are within the scope of Ind AS 115 uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analyzed.

The Group follows 'general approach' for recognition of impairment loss allowance, on other financial assets, wherein the Group provides for 12-month ECL on 'Low Credit Risk' financial assets and lifetime time ECL on 'Moderate Credit Risk' and 'High Credit Risk' financial assets.

If, in a subsequent period, credit quality of the financial asset improves such that there is no longer a significant credit risk, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.
- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the group does not reduce impairment allowance from the gross carrying amount.

**Impairment of Non-Financial Assets**

The Group assesses at each reporting date as to whether there is any indication that any non-financial asset or group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists, the recoverable amount of the asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of the individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Restated Consolidated Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**3.19. Contingent Assets & Liabilities**

A contingent asset is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent asset are disclosed in the restated consolidated financial statements.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non—occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the standalone financial statements.

Contingent assets and liabilities are reviewed at each balance sheet date.

**3.20. Investment in Subsidiary, Associate & Joint Venture**

The Group has opted for accounting its investment in subsidiaries, associates and joint ventures at cost less impairment loss (if any), in accordance with Ind 27 - "Separate Financial Statements".

**3.21. Government Grants**

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to income are deferred and recognized in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other operating income. Government grant related to assets are presented by deducting the grant from the carrying amount of the asset.

**3.22. Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The average weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

But while calculating basic earnings per share and diluted earnings per share for the purpose of Restated Consolidated Financial Information, the number of shares has been adjusted for the bonus issue made till the date of signing these Restated Consolidated Financial Information.

**3.23. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows for the year are classified by operating, investing and financing activities.

**4 Property, Plant and Equipment (PPE)**

**Rs. in millions, unless otherwise stated**

| Particulars | Heavy Vehicles & Equipment | Computer System | Buildings | Office Equipment | Furniture and Fixtures | Vehicles | Capital Work in Progress | Total |
|---|---|---|---|---|---|---|---|---|
| ***At Cost or Deemed Cost*** | | | | | | | | |
| ***Gross Block*** | | | | | | | | |
| **Balance as at April 1 2021** | **2,787.18** | **3.92** | **7.19** | **1.00** | **10.72** | **81.55** | **108.13** | **2,999.68** |
| Additions | 1,833.33 | 0.95 | - | 0.09 | 0.55 | 30.77 | 321.50 | 2,187.20 |
| Disposals | (9.80) | - | - | - | - | (0.60) | - | (10.40) |
| | | | | | | | | |
| **Balance as at 31 March 2022** | **4,610.72** | **4.87** | **7.19** | **1.09** | **11.27** | **111.72** | **429.63** | **5,176.49** |
| **Ind AS transition adjustments** | - | - | - | - | - | - | - | - |
| **Balance as at 1 April 2022** | **4,610.72** | **4.87** | **7.19** | **1.09** | **11.27** | **111.72** | **429.63** | **5,176.49** |
| Additions | 962.04 | 1.59 | 2.55 | - | 5.49 | 44.38 | 158.95 | 1,175.01 |
| Disposals | (281.04) | - | - | - | - | (18.27) | (588.59) | (887.90) |
| Additions- Subsidiary | 3.03 | 0.04 | | 0.12 | 0.37 | | | 3.55 |
| | | | | | | | | |
| **Balance as at 31 March 2023** | **5,294.75** | **6.49** | **9.74** | **1.21** | **17.13** | **137.83** | **-** | **5,467.15** |
| Additions | 291.05 | 1.05 | 6.61 | - | 0.03 | 14.26 | 3.35 | 316.36 |
| Disposals | (36.06) | - | - | (0.70) | - | (6.75) | - | (43.51) |
| Disposals- Subsidiary | (1.69) | - | - | - | - | - | - | (1.69) |
| Foreign Currency Translation Reserve | 0.35 | 0.00 | - | 0.01 | 0.04 | | | 0.41 |
| | | | | | | | | |
| **Balance as at 31 March 2024** | **5,548.40** | **7.54** | **16.35** | **0.52** | **17.21** | **145.35** | **3.35** | **5,738.72** |
| Additions | 8.39 | 0.38 | 1.48 | - | 0.05 | 25.00 | 121.88 | 157.18 |
| Disposals | (386.48) | - | - | - | - | -2.81 | - | (389.29) |
| Foreign Currency Translation Reserve | 0.03 | 0.00 | - | 0.00 | 0.01 | - | - | 0.04 |
| **Balance as at 30 Sep 2024** | **5,170.35** | **7.92** | **17.83** | **0.52** | **17.26** | **167.54** | **125.23** | **5,506.65** |
| | | | | | | | | |

| Particulars | Heavy Vehicles & Equipment | Computer System | Buildings | Office Equipment | Furniture and Fixtures | Vehicles | Capital Work in Progress | Total |
|---|---|---|---|---|---|---|---|---|
| ***Accumulated depreciation*** | | | | | | | | |
| **Balance as at 31 March 2022** | **1,727.59** | **3.55** | **0.81** | **0.07** | **3.29** | **59.88** | **-** | **1,795.18** |
| **Ind AS transition adjustment** | - | - | - | - | - | - | - | - |
| **Balance as at 1 April 2022** | **1,727.59** | **3.55** | **0.81** | **0.07** | **3.29** | **59.88** | **-** | **1,795.18** |
| Depreciation expenses | 157.50 | 0.84 | 0.11 | 0.03 | 1.38 | 8.01 | - | 167.87 |
| Disposals | (101.45) | - | - | - | - | (8.67) | - | (110.12) |
| Additions- Subsidiary | 3.03 | 0.04 | | 0.10 | 0.23 | | | 3.39 |
| | | | | | | | | |
| **Balance as at 31 March 2023** | **1,786.66** | **4.43** | **0.92** | **0.20** | **4.90** | **59.23** | **-** | **1,856.33** |
| Depreciation expenses | 188.25 | 1.00 | 0.15 | 0.03 | 1.50 | 11.80 | - | 202.74 |
| Depreciation expenses- Subsidiary | - | - | - | 0.02 | 0.04 | - | | 0.06 |
| Disposals | (27.80) | - | - | - | - | (4.20) | - | (32.00) |
| Disposals- Subsidiary | (1.69) | - | - | - | - | - | - | (1.69) |
| Foreign Currency Translation Reserve | 0.35 | 0.00 | - | 0.01 | 0.03 | - | - | 0.40 |
| | | | | | | | | |
| **Balance as at 31 March 2024** | **1,945.78** | **5.43** | **1.07** | **0.26** | **6.47** | **66.82** | **-** | **2,025.83** |
| Depreciation expenses | 99.55 | 0.57 | 0.07 | 0.02 | 0.75 | 6.57 | - | 107.54 |
| Depreciation expenses- Subsidiary | - | - | - | 0.01 | 0.02 | - | - | 0.03 |
| Disposals | (185.19) | - | - | - | - | (1.36) | - | (186.55) |
| Foreign Currency Translation Reserve | 0.03 | 0.00 | - | 0.00 | 0.01 | - | - | 0.04 |
| **Balance as at 30 Sep 2024** | **1,860.16** | **6.00** | **1.14** | **0.28** | **7.25** | **72.04** | **-** | **1,946.89** |
| | | | | | | | | |
| ***Net Block*** | | | | | | | | |
| **Balance as at 1st April 2022** | **2,883.13** | **1.31** | **6.38** | **1.02** | **7.98** | **51.84** | **429.63** | **3,381.30** |
| **Balance as at 31 March 2023** | **3,508.09** | **2.07** | **8.82** | **1.01** | **12.23** | **78.60** | **-** | **3,610.82** |
| **Balance as at 31 March 2024** | **3,602.63** | **2.11** | **15.28** | **0.26** | **10.74** | **78.52** | **3.35** | **3,712.89** |
| **Balance as at 30 Sep 2024** | **3,310.18** | **1.92** | **16.68** | **0.24** | **10.01** | **95.50** | **125.23** | **3,559.76** |

**4. Intangible Assets**

**Rs. in millions, unless otherwise stated**

| Particulars | Goodwill | Softwares - ERP For stock | Intangible Assets under Development |
|---|---|---|---|
| ***At Cost or Deemed Cost*** | | | |
| ***Gross Block*** | | | |
| | | | |
| **As at 31 March 2022** | **-** | **3.47** | **18.05** |
| Additions | 0.31 | - | 7.76 |
| Disposals | - | - | - |
| | | | |
| **As at 31 March 2023** | **0.31** | **3.47** | **25.81** |
| Additions | - | - | 12.42 |
| Disposals | - | - | - |
| | | | |
| **As at 31 March 2024** | **0.31** | **3.47** | **38.23** |
| Additions | - | - | 2.71 |
| Disposals | - | - | - |
| **As at 30 Sep 2024** | **0.31** | **3.47** | **40.94** |
| | | | |
| ***Accumulated depreciation and impairment*** | | | |
| **As at 31 March 2022** | **-** | **3.12** | **-** |
| Amortisation expenses | - | 0.13 | - |
| Disposals | - | - | - |
| **As at 31 March 2023** | **-** | **3.26** | **-** |
| Amortisation expenses | - | 0.02 | - |
| Disposals | - | - | - |
| **As at 31 March 2024** | **-** | **3.28** | **-** |
| Amortisation expenses | - | 0.00 | - |
| Disposals | - | - | - |
| **As at 30 Sep 2024** | **-** | **3.28** | **-** |
| | | | |
| **Carrying amount** | | | |
| **As at 31 March 2022** | **-** | **0.34** | **18.05** |
| **As at  31 March 2023** | **0.31** | **0.21** | **25.81** |
| **As at 31 March 2024** | **0.31** | **0.19** | **38.23** |
| **As at 30 Sep 2024** | **0.31** | **0.19** | **40.94** |

## 5. Non-Current Investments:

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| **(a) Investments Measured at Cost** | | | | |
| **In Equity Shares of Other Entities** | | | | |
| Commercial Co-op. Bank Ltd. | | | | |
| - Value | 0.00 | 0.00 | 0.00 | 0.00 |
| - No. of Shares | 2.00 | 2.00 | 2.00 | 2.00 |
| Jamnagar Nagrik Bank Linking Share | | | | |
| - Value | 0.00 | 0.00 | 0.00 | 0.00 |
| - No. of Shares* | - | - | - | - |
| Jamnagar Nagrik Bank | | | | |
| - Value | 0.01 | 0.01 | 0.01 | 0.01 |
| - No. of Shares* | - | - | - | - |
| Jamnagar people's Bank | | | | |
| - Value | 0.00 | 0.00 | 0.00 | 0.00 |
| - No. of Shares | 3.00 | 3.00 | 3.00 | 3.00 |
| Navanagar Co-op Bank | | | | |
| - Value | 0.00 | 0.00 | 0.00 | 0.00 |
| - No. of Shares | 50.00 | 50.00 | 50.00 | 50.00 |
| | | | | |
| **Total** | **0.01** | **0.01** | **0.01** | **0.01** |
| | | | | |
| *Aggregate Amount of Quoted Investments* | - | - | - | - |
| *Aggregate Market Value of Quoted Investments* | - | - | - | - |
| *Aggregate Amount of Unquoted Investments* | 0.01 | 0.01 | 0.01 | 0.01 |

**Number of shares is not available with the company.*

## 6. Other Non-current Financial Assets

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| Bank Deposits (With Original Maturity for more than 12 Months) | 77.35 | 141.71 | 67.89 | 23.89 |
| Security Deposits | 7.56 | 7.28 | - | - |
| **Total** | **84.91** | **148.99** | **67.89** | **23.89** |

**7. Inventories (Basis of Valuation Refer Note 2)**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| Consumable Stores | 204.61 | 181.22 | 120.37 | 100.60 |
| **Total** | **204.61** | **181.22** | **120.37** | **100.60** |

**8. Trade Receivables**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| **Unsecured** | | | | |
| Considered Good | 2,591.53 | 1,585.53 | 1,754.49 | 1,882.05 |
| Credit Impaired | - | - | - | - |
| | **2,591.53** | **1,585.53** | **1,754.49** | **1,882.05** |
| (Less): Allowance for Credit Impaired | (17.27) | (20.55) | (19.30) | (15.13) |
| (Refer Note 35 for ageing) | | | | |
| **Total** | **2,574.26** | **1,564.98** | **1,735.19** | **1,866.92** |

*(Note: Trade receivables from related party is mentioned in related party transaction - Refer note no. 46)*

**9. Cash and Cash Equivalents**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| **Cash and cash equivalents** | | | | |
| Balances with banks | 25.54 | 13.26 | 17.92 | 36.19 |
| Cash on hand | 14.53 | 9.29 | 16.63 | 4.89 |
| **Total** | **40.07** | **22.55** | **34.55** | **41.08** |

**10. Bank balances other than (iii) above**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| Balances with banks as margin money | 1.94 | 1.94 | 1.88 | 7.52 |
| **Total** | **1.94** | **1.94** | **1.88** | **7.52** |

**11. Loans – Current (Unsecured considered good)**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| Advance to employees | 7.36 | 4.90 | 5.12 | 3.98 |
| Advance to others | 22.40 | 3.55 | 1.60 | 1.90 |

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| Other advances | 171.53 | 123.94 | 109.93 | 52.79 |
| **Total** | **201.30** | **132.39** | **116.65** | **58.67** |

**12. Other Current Financial Assets**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| Electricity Deposits | 0.69 | 0.59 | 0.54 | 0.49 |
| Rent Deposit | 0.85 | 0.42 | 1.90 | 1.72 |
| Telephone Deposit | - | 0.03 | 0.03 | 0.03 |
| Other Deposits | 6.52 | 6.72 | 8.55 | 8.56 |
| Balance with Govt authorities | - | - | - | - |
| Insurance Claim receivable | 79.17 | 87.95 | 87.14 | 39.79 |
| **Total** | **87.24** | **95.71** | **98.16** | **50.59** |

**13. Current Tax Assets (Net)**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| Advance Tax and TDS - TCS Receivable | 630.08 | 408.51 | 371.42 | 168.92 |
| **Total** | **630.08** | **408.51** | **371.42** | **168.92** |

**14. Other Current Assets (Unsecured and Considered Good)**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| Advances to suppliers | 131.41 | 103.53 | 85.49 | 134.24 |
| Balance with Govt authorities | 1.02 | 0.23 | 1.40 | 0.89 |
| Pre-Paid Expenses | 5.77 | 24.93 | 24.31 | 19.25 |
| **Total** | **138.20** | **128.68** | **111.20** | **154.38** |

**15. Equity Share capital**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| **Authorised Shares** | | | | |
| 17,00,00,000 equity shares of Rs. 10/- each | 1,700.00 | 1.00 | 1.00 | 1.00 |
| | | | | |
| **Issued, Subscribed and Fully Paid-Up Shares** | | | | |
| Equity Shares | | | | |
| 14,66,20,254 equity shares of Rs. 10/- each | 1,466.20 | 1.00 | 1.00 | 1.00 |
| **Total** | **1,466.20** | **1.00** | **1.00** | **1.00** |

**Terms and Rights:**

- The company has only one class of equity shares having a value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.
- In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts, The distribution will be in proportion to the number of equity shares held by the shareholders.
- On April 11, 2024, 1,00,000 Equity shares having face value of Rs 10 each were issued as initial subscription of money in lieu of the partners' capital.
- On September 09, 2024, 4654 Equity shares having face value of Rs 10 each and at premium of Rs 3,60,808 each were issued in the form of right issue by capitalising the Director's Loan.
- On September 12, 2024, 14,65,15,600 Equity shares having face value of Rs 10 each were issued in the form of bonus issue by capitalising the securities premium of the company.

**(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

**Rs. in millions, unless otherwise stated**

| Equity Shares | Face Value | No. | Amount |
|---|---|---|---|
| **Outstanding at the end of the period at 31.03.2022** | Rs. 10 | **1,00,000** | **1.00** |
| Other Adjustments | | - | - |
| | | | |
| **Outstanding at the end of the period at 31.03.2023** | Rs. 10 | **1,00,000** | **1.00** |
| Other Adjustments | | - | - |
| | | | |
| **Outstanding at the end of the period at 31.03.2024** | Rs. 10 | **1,00,000** | **1.00** |
| Right issue | | 4,654 | 0.05 |
| Bonus issue | | 14,65,15,600 | 1,465.16 |
| | | | |
| **Outstanding at the end of the period at 30.09.2024** | Rs. 10 | **14,66,20,254** | **1,466.20** |

**(b) Details of shareholders holding more than 5% shares in the company**

| Particulars | As at 30th Sep 2024 | | As at 31st March 2024 | |
|---|---|---|---|---|
| | No. of Shares (FV Rs.10 each) | % of holding in the class | No. of Shares (FV Rs.10 each) | % of holding in the class |
| Jitendrakumar Haridas Lal | 7,33,10,127 | 50.00% | 50,000 | 50.00% |
| Ashokkumar Lal | 7,33,10,127 | 50.00% | 50,000 | 50.00% |
| **Total** | **14,66,20,254** | **100.00%** | **1,00,000** | **100.00%** |

| Particulars | As at 31st March 2023 | | As at 31st March 2022 | |
|---|---|---|---|---|
| | No. of Shares (FV Rs.10 each) | % of holding in the class | No. of Shares (FV Rs.10 each) | % of holding in the class |
| Jitendrakumar Haridas Lal | 50,000 | 50.00% | 50,000 | 50.00% |
| Ashokkumar Lal | 50,000 | 50.00% | 50,000 | 50.00% |
| **Total** | **1,00,000** | **100.00%** | **1,00,000** | **100.00%** |

**(c) Shareholding of Promoters**

| Particulars | As at 30th Sep 2024 | | |
|---|---|---|---|
| | No. of Shares (FV Rs.10 each) | % of holding in the class | % Change during the year |
| Jitendrakumar Haridas Lal | 7,33,10,127 | 50.00% | - |
| Ashokkumar Lal | 7,33,10,127 | 50.00% | - |
| **Total** | **14,66,20,254** | **100.00%** | **-** |

| Particulars | As at 31st March 2024 | | |
|---|---|---|---|
| | No. of Shares (FV Rs.10 each) | % of holding in the class | % Change during the year |
| Jitendrakumar Haridas Lal | 50,000 | 50.00% | - |
| Ashokkumar Lal | 50,000 | 50.00% | - |
| **Total** | **1,00,000** | **100.00%** | **-** |

| Particulars | As at 31st March 2023 | | |
|---|---|---|---|
| | No. of Shares (FV Rs.10 each) | % of holding in the class | % Change during the year |
| Jitendrakumar Haridas Lal | 50,000 | 50.00% | - |
| Ashokkumar Lal | 50,000 | 50.00% | - |
| **Total** | **1,00,000** | **100.00%** | **-** |

| Particulars | As at 31st March 2022 | | |
|---|---|---|---|
| | No. of Shares (FV Rs.10 each) | % of holding in the class | % Change during the year |
| Jitendrakumar Haridas Lal | 50,000 | 50.00% | - |
| Ashokkumar Lal | 50,000 | 50.00% | - |
| **Total** | **1,00,000** | **100.00%** | **-** |

## 16. Other Equity

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| Securities Premium Account | 214.04 | - | - | - |
| Retained Earnings | 1,291.53 | 576.98 | 336.81 | 126.94 |
| Partner's Capital | - | 2,573.85 | 2,220.26 | 1,401.77 |
| **Total** | **1,505.57** | **3,150.83** | **2,557.07** | **1,528.71** |

### (a) Securities Premium Account

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| Addition during the year | 1,679.20 | - | - | - |
| Less: Utilised | (1,465.16) | - | - | - |
| **Closing Balance** | **214.04** | **-** | **-** | **-** |

### (b) Retained Earnings

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| Balance at Beginning of the Period/Year | 576.98 | 336.81 | 126.94 | -21.96 |
| Add: Profit / (Loss) For The Year | 805.35 | 1,245.12 | 1,188.85 | 834.62 |
| Add: Income Tax Write-off | - | 285.24 | 196.26 | - |
| Less: Provision for gratuity | 2.28 | 6.69 | 7.10 | 1.34 |
| Less: Provision for audit fees | - | - | - | - |
| Less: Provision of ECL | - | - | - | - |
| Add: Foreign currency translation reserve | 0.04 | 0.22 | (0.11) | - |
| Less: Transfer to Partner's Capital A/c | (93.12) | (1,297.09) | (1,182.22) | (676.42) |
| Less: Retained Earning Effect given for Fixed Assets | - | - | - | (10.64) |
| **Balance at End of the Period/Year** | **1,291.53** | **576.98** | **336.81** | **126.94** |

**Nature and purpose of each reserve: -**

i. **Securities Premium Reserve -** The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. This reserve is utilised in accordance with the provisions of the Companies Act 2013 for the purpose of bonus issue.

ii. **Retained earnings -** It is presented in the balance sheet as a component of shareholders' equity. The statement of retained earnings shows the changes in retained earnings over a specific period.

iii. **Partner’s Capital -** The company got converted from a partnership firm to a public company dated 11th April, 2024. As per the requirement of ICDR Regulations, the company is required to prepare restated financial statements in accordance with Schedule III of the Companies Act. For the financial years ended March 31, 2022, March 31, 2023 and March 31, 2024 the partner’s capital has been reclassified and presented under Reserves & Surplus, in compliance with the requirements of Schedule III.

**17. Non-current Borrowings**

**Rs. in millions, unless otherwise stated**

| **Particulars** | **As at 30th Sep 2024** | **As at 31st March 2024** | **As at 31st March 2023** | **As at 31st March 2022** |
|---|---|---|---|---|
| **Secured: (Term loan)** | | | | |
| From Banks | 4.12 | 0.05 | 4.42 | 133.65 |
| From NBFCs | 0.14 | 4.53 | 59.41 | 103.69 |
| | | | | |
| **Unsecured:** | | | | |
| Loan from Related Parties | 1,256.17 | 984.38 | 875.34 | 1,249.22 |
| Loan from Others | 60.00 | 81.52 | 38.51 | 219.40 |
| Inter Corporate Deposit | 34.00 | 46.50 | 44.62 | 58.93 |
| Loan from directors | 726.98 | - | - | - |
| **Total** | **2,081.42** | **1,116.97** | **1,022.29** | **1,764.89** |

**Note on Borrowings:**

**i) Car loan from Lexus financial services (Lexus LX 500D)**

Secured car loan of Rs. 285 lakhs sanctioned on 29th March,2023 at a fixed interest of 7.60% p.a. The Loan is repayable in 25 equal monthly installments of Rs 12,36,226/- commencing on 20/04/2023 and ending on 20/04/2025 and is secured against hypothecation of the car.

**ii) Vehicle loan from Tata Motors Finance Limited (20 trucks)**

Secured vehicle loan of Rs. 785 lakhs of 20 trucks (includes 39.25 lakhs loan of each truck) sanctioned on 28th March 2023 at fixed interest of 8.66% p.a. The Loan is repayable in 24 equal monthly installments of Rs 1,78,702/- commencing on 02/05/2023 and ending on 02/04/2025 and is secured against the hypothecation of financed vehicles

**iii) Vehicle loan from HDB Finance (23 Tippers)**

Secured vehicle loan of Rs. 596.25 lakhs of 15 tippers (includes 39.75 lakhs loan of each tipper) sanctioned on 6th October 2023 at a fixed interest of 7.95% p.a. The Loan is repayable in 13 equal monthly installments of Rs 3,45,520/- commencing from 04/11/2023 and ending on 04/11/2024 and is secured against the hypothecation of the financed vehicle.

Secured vehicle loan of Rs. 254 lakhs of 8 tippers (includes 31.75 lakhs loan of each tipper) sanctioned on 6th October 2023 at a fixed interest of 7.95% p.a. The Loan is repayable in 13 equal monthly installments of Rs 2,75,960/- commencing from 04/11/2023 and ending on 04/11/2024 and is secured against the hypothecation of the financed vehicle.

**iv) Car loan from HDFC Bank Ltd (Kia car loan)**

Secured car loan of Rs. 33 lakhs sanctioned on 16th April 2021 at a fixed interest of 7.45% p.a. The Loan is repayable in 36 monthly installments of Rs 1,02,665/- commencing on 07/05/2021 and ending on 07/04/2024 and is secured against the hypothecation of the car.

**v) Commercial vehicle loan from HDFC Bank Ltd (Hitachi- Used commercial equipment)**

Secured loan of Rs. 45 lakhs sanctioned on 12th July 2021 at fixed interest of 8.01% p.a. The Loan is repayable in 36 equal monthly installments of Rs 1,41,040/- commencing on 10/08/2021 and ending on 10/07/2024 and is secured against hypothecation of the financed vehicle.

**vi) Commercial vehicle loan from HDFC Bank Ltd (Handler machine- Used commercial equipment)**

Secured loan of Rs. 160 lakhs sanctioned on 12th July 2021 at fixed interest of 7.76% p.a. The Loan is repayable in 36 equal monthly installments of Rs 5,01,490/- commencing on 10/08/2021 and ending on 10/07/2024 and is secured against hypothecation of the financed vehicle.

Secured loan of Rs. 145 lakhs sanctioned on 12th July 2021 at fixed interest of 7.76% p.a. The Loan is repayable in 36 equal monthly installments of Rs 4,54,470/- commencing on 10/08/2021 and ending on 10/07/2024 and is secured against hypothecation of the financed vehicle.

**vii) Commercial vehicle loan from HDFC Bank Ltd (16 Tippers)**

Secured loan of Rs. 310 lakhs of 8 tippers (includes 38.75 lakhs loan of each tipper) sanctioned on 28th September 2023 at fixed interest of 8.50% p.a. The Loan is repayable in 37 monthly installments of Rs 3,37,984/- commencing on 01/11/2023 and ending on 01/11/2026 and is secured against hypothecation of the financed vehicle.

Secured loan of Rs. 222.25 lakhs of 7 tippers (includes 31.75 lakhs loan of each tipper) sanctioned on 28th September 2023 at fixed interest of 8.50% p.a. The Loan is repayable in 37 monthly installments of Rs 2,76,909/- commencing on 01/11/2023 and ending on 01/11/2026 and is secured against hypothecation of the financed vehicle.

Secured loan of Rs. 40 lakhs sanctioned on 28th September 2023 at fixed interest of 8.50% p.a. The Loan is repayable in 37 equal monthly installments of Rs 3,48,908/- commencing on 01/11/2023 and ending on 01/11/2026 and is secured against hypothecation of the financed vehicle.

**viii) Commercial vehicle loan from HDFC Bank Ltd (7 Trolleys)**

Secured loan of Rs. 115.15 lakhs of 7 trolleys (includes 16.45 lakhs loan of each trolley) sanctioned on 28th December 2023 at fixed interest of 8.50% p.a. The Loan is repayable in 37 monthly installments of Rs 1,43,378/- commencing on 01/02/2024 and ending on 01/02/2027 and is secured against hypothecation of the financed vehicle.

**ix) Vehicle loan from Indian bank (IB Vehicle loan 4- wheeler)**

Secured car loan of Rs. 105 lakhs sanctioned on 27th June,2024 at a fixed interest of 8.80% p.a. The Loan is repayable in 24 equal monthly installments of Rs 2,16,945/- commencing on 07/07/2024 and ending on 07/06/2026 and is secured against hypothecation of the financed vehicle.

**x) Unsecured Loans**

Loan from Related Parties and others represent interest bearing loans received by the Company, which has been obtained for business purposes and repayable on demand with rate of interest ranging from 7% to 12%.

**17. Current Borrowings**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| **Secured:** | | | | |
| Working Capital Loans | 510.38 | 318.54 | 225.89 | 255.51 |
| Current Maturity of Non-current Borrowings | 53.63 | 153.32 | 506.33 | 329.31 |
| **Total** | **564.01** | **471.87** | **732.22** | **584.82** |

**Note on Borrowings:**

i) Temporary bank overdraft facilities taken from ICICI Bank of Rs 300 lakhs and is secured against all movable fixed assets. There is personal guarantee of Jitendra Haridas Lal and Ashok Haridas Lal.

ii) Temporary bank overdraft facilities taken from Kotak bank of Rs 700 lakhs. It is primarily secured against hypothecation of all current assets of the company and is collaterally secured against hypothecation of commercial vehicles/ construction equipment. There is personal guarantee of Jitendra Haridas Lal and Ashok Haridas Lal.

iii) Cash credit facility taken from Kotak bank of Rs 2000 lakhs. It is primarily secured against hypothecation of all current assets of the company and is collaterally secured against hypothecation of immovable property having postal address Shop no 1 to 7, FF, and Shop No 1 to 7, U, GF, Croma, Shreeji, Opp. ICICI Bank, Indira Marg, Jamnagar- 361001 which is in the name of Krishnaraj Buildcon Private Limited. There is personal guarantee of Jitendra Haridas Lal and Ashok Haridas Lal.

**18. Trade Payables**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| Due to Micro Enterprises and Small Enterprises | - | - | - | - |
| Due to Other than Micro and Small Enterprises | 445.75 | 478.05 | 459.42 | 452.76 |
| (Refer Note 36 for ageing) | | | | |
| **Total** | **445.75** | **478.05** | **459.42** | **452.76** |

*(Note: Trade Payables from related party is mentioned in related party transaction - Refer Note No. 46*
*Disclosure under Micro, Small and Medium Enterprise Development Act 2006 – Refer Note No. 44)*

**19. Other Financial Liabilities**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| Deposit | 60.57 | 60.31 | 55.02 | 49.94 |
| Other Liabilities | 291.65 | 333.17 | 265.89 | 150.00 |
| **Provisions** | **352.22** | **393.48** | **320.91** | **199.94** |

**20. Other Current Liabilities**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| TDS - TCS Payable | 2.82 | 10.61 | 31.45 | 12.50 |
| GST Payable | 30.92 | 19.68 | 10.31 | 26.50 |
| PF Payable | 0.00 | 0.07 | 0.05 | 0.04 |
| PT Payable | 0.03 | - | 0.02 | 0.01 |
| ESI Payable | - | - | 0.00 | 0.00 |
| Other Liabilities | - | 9.47 | 450.84 | 782.50 |
| Advanced From Customers | 3.36 | 5.01 | 49.12 | 106.07 |
| **Total** | **37.14** | **44.84** | **541.79** | **927.62** |

**21. Provisions**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| **Current** | | | | |
| *Provision for Employee Benefits* | | | | |
| Gratuity | 2.31 | 1.98 | 1.43 | 1.20 |

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| *Others* | | | | |
| Provision for Expenses | 129.94 | 78.73 | 109.51 | 80.15 |
| **Total** | **132.25** | **80.71** | **110.95** | **81.35** |

| | | | | |
|---|---|---|---|---|
| **Non-Current** | | | | |
| *Provision for Employee Benefits* | | | | |
| Gratuity | 52.10 | 43.84 | 32.22 | 24.10 |
| **Total** | **52.10** | **43.84** | **32.22** | **24.10** |

**22. Current Tax Liabilities (Net)**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30th Sep 2024 | As at 31st March 2024 | As at 31st March 2023 | As at 31st March 2022 |
|---|---|---|---|---|
| Current Tax Provisions | 523.16 | 330.11 | 285.31 | 196.27 |
| **Total** | **523.16** | **330.11** | **285.31** | **196.27** |

**23. Revenue from Operations**

**Rs. in millions, unless otherwise stated**

| Particulars | For the Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Revenue from Operations: | 2,993.51 | 7,310.03 | 8,269.97 | 5,719.73 |
| **Total** | **2,993.51** | **7,310.03** | **8,269.97** | **5,719.73** |

**Geographical Bifurcation**

**Rs. in millions, unless otherwise stated**

| Particulars | For the Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| | | | | |
| India Division | 2,833.46 | 6,452.15 | 7,846.15 | 5,379.25 |
| Africa Division | - | 440.73 | 166.34 | 47.55 |
| Sri Lanka Division | 160.05 | 417.15 | 257.48 | 292.93 |
| **Total** | **2,993.51** | **7,310.03** | **8,269.97** | **5,719.73** |
| | | | | |

**Service Bifurcation**

**Rs. in millions, unless otherwise stated**

| Particulars | For the Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Cargo Handling | 2,337.55 | 5,065.01 | 5,434.53 | 3,858.89 |
| Transportation | 401.25 | 871.27 | 1,016.41 | 775.05 |
| Fleet Chartering and Equipment rentals | 227.67 | 1,331.66 | 1,737.12 | 1,036.91 |
| Other Operating Revenue | 27.04 | 42.09 | 81.91 | 48.89 |
| **Total** | **2,993.51** | **7,310.03** | **8,269.97** | **5,719.73** |

**24. Other Income**

**Rs. in millions, unless otherwise stated**

| Particulars | For the Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Apprentice Subsidy | - | 0.43 | 0.11 | 0.01 |
| Interest Income | 1.64 | 23.26 | 2.32 | 1.18 |
| Dividend Income | 0.00 | 0.00 | 0.00 | 0.00 |

| Particulars | For the Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Foreign Exchange Fluctuations (Gain)(net) | 1.87 | - | - | 4.31 |
| Interest on Income Tax Refund | - | - | - | 0.39 |
| Kasar / Discount | 0.00 | 0.14 | 0.02 | 0.41 |
| Miscelleneous Income | 0.01 | 26.22 | 0.04 | 0.00 |
| Short-Term Capital Gain | - | 0.61 | 0.83 | 0.15 |
| Sundry Balance Write Off | 12.73 | 1.05 | - | - |
| **Total** | **16.26** | **51.71** | **3.32** | **6.46** |

**25. Cost of Services**

**Rs. in millions, unless otherwise stated**

| Particulars | For the Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Inventory (Consumables) at the beginning of the year | 181.22 | 120.37 | 100.60 | 75.79 |
| | | | | |
| Add: | | | | |
| Cargo Handling Expenses | 1,361.87 | 3,641.34 | 4,084.77 | 2,842.01 |
| Material Purchase | - | 0.26 | 0.72 | 7.69 |
| Equipment Hiring Expenses | 47.58 | 289.99 | 772.19 | 237.98 |
| Operational Wages Expenses | 239.33 | 554.42 | 481.64 | 331.14 |
| Transportation Expense | 209.12 | 556.49 | 675.88 | 521.53 |
| **Total** | **2,039.11** | **5,162.87** | **6,115.80** | **4,016.15** |
| | | | | |
| Less: Inventory (Consumables) at the end of the year | 204.61 | 181.22 | 120.37 | 100.60 |
| | | | | |
| **Total** | **1,834.51** | **4,981.65** | **5,995.43** | **3,915.55** |

**26. Employee Benefit Expense**

**Rs. in millions, unless otherwise stated**

| Particulars | For the Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Salary | 28.69 | 62.74 | 62.17 | 44.26 |
| Contribution to Provident and Other Fund: | | | | |
| Provident Fund | 0.25 | 0.73 | 0.65 | 0.50 |
| ESIC | 0.02 | 0.04 | 0.05 | 0.05 |
| LWF | - | 0.01 | 0.00 | 0.00 |
| Gratuity | 10.88 | 18.85 | 15.45 | 11.28 |
| Employees Welfare Expense | 3.30 | 5.89 | 7.67 | 6.59 |
| **Total** | **43.14** | **88.27** | **85.98** | **62.68** |

**27. Finance Cost**

**Rs. in millions, unless otherwise stated**

| Particulars | For the Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Interest | 40.81 | 107.16 | 158.22 | 148.96 |
| Other borrowing costs | 1.41 | 4.83 | 2.95 | 3.17 |
| **Total** | **42.22** | **111.99** | **161.17** | **152.13** |

**28. Depreciation And Amortization Expenses**

**Rs. in millions, unless otherwise stated**

| Particulars | For the Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Depreciation of PPE | 107.57 | 202.79 | 167.87 | 119.27 |
| Amortization of Intangible Assets | 0.00 | 0.02 | 0.13 | 0.13 |
| **Total** | **107.57** | **202.81** | **168.01** | **119.41** |

## 29. Other Expenses

**Rs. in millions, unless otherwise stated**

| Particulars | For the Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Audit fees (Refer Note 32) | 0.26 | 0.53 | 0.52 | 0.52 |
| Advertisement & Promotion Expense | - | 4.46 | 6.42 | 2.86 |
| Africa Division Expense | 0.02 | 4.85 | 20.89 | 15.75 |
| Bad Debts | 0.05 | 19.11 | 2.09 | 0.03 |
| Foreign Exchange Fluctuations (Loss)(net) | - | 1.20 | 1.44 | - |
| Travel & Conveyance Expense | 13.36 | 29.32 | 36.25 | 26.85 |
| Transportation Expense | 27.27 | 48.86 | 47.67 | 37.59 |
| Donation | 0.07 | 2.36 | 0.73 | 103.34 |
| Electricity Expense | 2.39 | 3.33 | 2.47 | 1.91 |
| Interest & Penalty | 0.12 | 1.24 | 0.02 | - |
| Insurance Expense | 52.28 | 82.92 | 66.33 | 59.43 |
| Legal & Professional Fees Expense | 14.30 | 23.41 | 18.55 | 33.97 |
| Office General Expense | 17.04 | 5.36 | 10.90 | 5.67 |
| Provision/(Reversal) for doubtful debts | (3.28) | 1.25 | 4.17 | 9.56 |
| Rent Expense - Building | 1.47 | 10.14 | 9.91 | 9.26 |
| Repair & Maintenance Expense (Building & others) | 6.14 | 15.89 | 15.30 | 12.84 |
| Site Expense | 2.55 | 45.86 | 49.02 | 9.93 |
| Stationary & Postage Expense | 1.72 | 4.01 | 3.86 | 2.69 |
| Miscellaneous Expenses | 1.42 | 3.94 | 5.23 | 3.54 |
| **Total** | **137.16** | **308.06** | **301.80** | **335.73** |

## 30. Other Comprehensive Income

**Rs. in millions, unless otherwise stated**

| Particulars | For the Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| **Items that will not be reclassified to profit or loss** | | | | |
| Remeasurements of the defined benefit plans | 2.28 | 6.69 | 7.10 | 1.34 |
| Income Tax effect of above | (0.57) | (1.68) | (1.79) | (0.34) |
| | | | | |
| **Total** | **1.71** | **5.00** | **5.31** | **1.00** |

**31. Earnings Per Share (EPS)**

| | | | | |
|---|---|---|---|---|
| a) Net Profit attributable to Equity Shareholders (₹ in million) | 805.35 | 1,245.12 | 1,188.85 | 834.62 |
| b) Weighted Average Number of Equity Shares | 14,66,16,178 | 14,66,15,600 | 14,66,15,600 | 14,66,15,600 |
| c) Basic Earnings per share in Rs. | 5.49 | 8.49 | 8.11 | 5.69 |
| d) Diluted Earnings per share in Rs. | 5.49 | 8.49 | 8.11 | 5.69 |
| e) Face value per share | 10.00 | 10.00 | 10.00 | 10.00 |

**32. Payment to Auditors**

**Rs. in millions, unless otherwise stated**

| Particulars | For the Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Statutory Auditor: - | | | | |
| Statutory Audit Fees | 0.26 | 0.53 | 0.52 | 0.52 |
| **Total** | **0.26** | **0.53** | **0.52** | **0.52** |

**33. Exceptional Items**

**Rs. in millions, unless otherwise stated**

| Particulars | For the Six months period ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| (Loss) / Profit on Sale of Assets | 232.31 | (0.18) | 33.73 | 1.00 |
| **Total** | **232.31** | **(0.18)** | **33.73** | **1.00** |

**34. Intangible assets under development**

| Particulars | Rs. in millions, unless otherwise stated |
|---|---|
| **As at March 31, 2022** | 18.05 |
| Additions | 7.76 |
| **As at March 31, 2023** | **25.81** |
| Additions | 12.42 |
| Deductions | - |
| **As at March 31, 2024** | **38.23** |
| Additions | **2.71** |
| Deductions | **-** |
| **As at Sep 30, 2024** | **40.94** |

**Ageing: -**

**Rs. in millions, unless otherwise stated**

| Intangible assets under development | As at 30/09/2024 | | | | Total |
|---|---|---|---|---|---|
| | Amount in IAUD for a period of | | | | |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress | 9.73 | 12.13 | 2.73 | 16.36 | 40.94 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **9.73** | **12.13** | **2.73** | **16.36** | **40.94** |

**Rs. in millions, unless otherwise stated**

| Intangible assets under development | As at 31/03/2024 | | | | Total |
|---|---|---|---|---|---|
| | Amount in IAUD for a period of | | | | |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress | 12.42 | 7.76 | 3.47 | 14.58 | 38.23 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **12.42** | **7.76** | **3.47** | **14.58** | **38.23** |

**Rs. in millions, unless otherwise stated**

| Intangible assets under development | As at 31/03/2023 | | | | Total |
|---|---|---|---|---|---|
| | Amount in IAUD for a period of | | | | |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress | 7.76 | 3.47 | 4.32 | 10.26 | 25.81 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **7.76** | **3.47** | **4.32** | **10.26** | **25.81** |

**Rs. in millions, unless otherwise stated**

| Intangible assets under development | As at 31/03/2022 | | | | Total |
|---|---|---|---|---|---|
| | Amount in IAUD for a period of | | | | |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress | 3.47 | 4.32 | 10.26 | - | 18.05 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **3.47** | **4.32** | **10.26** | **-** | **18.05** |

**34. Capital Work in Progress**

| **Particulars** | **Rs. in millions, unless otherwise stated** |
|---|---|
| **As at March 31, 2022** | 429.63 |
| Additions | (429.63) |
| **As at March 31, 2023** | **-** |
| Additions | 3.35 |
| Deductions | - |
| **As at March 31, 2024** | **3.35** |
| Additions | 121.88 |
| Deductions | **-** |
| **As at Sep 30, 2024** | **125.23** |

**Ageing: -**

**Rs. in millions, unless otherwise stated**

| **Capital Work in Progress** | **As at 30/09/2024** | | | | **Total** |
|---|---|---|---|---|---|
| | **Amount in CWIP for a period of** | | | | |
| | **Less than 1 year** | **1-2 years** | **2-3 years** | **More than 3 years** | |
| Projects in progress | 125.23 | - | - | - | 125.23 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **125.23** | **-** | **-** | **-** | **125.23** |

**Rs. in millions, unless otherwise stated**

| **Capital Work in Progress** | **As at 31/03/2024** | | | | **Total** |
|---|---|---|---|---|---|
| | **Amount in CWIP for a period of** | | | | |
| | **Less than 1 year** | **1-2 years** | **2-3 years** | **More than 3 years** | |
| Projects in progress | 3.35 | - | - | - | 3.35 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **3.35** | **-** | **-** | **-** | **3.35** |

**Rs. in millions, unless otherwise stated**

| **Capital Work in Progress** | **As at 31/03/2023** | | | | **Total** |
|---|---|---|---|---|---|
| | **Amount in CWIP for a period of** | | | | |
| | **Less than 1 year** | **1-2 years** | **2-3 years** | **More than 3 years** | |
| Projects in progress | - | - | - | - | - |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | - | - | - | - | - |

**Rs. in millions, unless otherwise stated**

| **Capital Work in Progress** | **As at 31/03/2022** | | | | **Total** |
|---|---|---|---|---|---|
| | **Amount in CWIP for a period of** | | | | |
| | **Less than 1 year** | **1-2 years** | **2-3 years** | **More than 3 years** | |
| Projects in progress | 321.50 | 108.13 | - | - | 429.63 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **321.50** | **108.13** | **-** | **-** | **429.63** |

**35. Trade Receivables - Ageing Schedule**

**Rs. in millions, unless otherwise stated**

| **Particulars** | **As at 30/09/2024** | | | | | **Total** |
|---|---|---|---|---|---|---|
| | **Outstanding for following periods from due date of payment*** | | | | | |
| | **Less than 6 Months** | **6 Months -1 year** | **1-2 years** | **2-3 years** | **More than 3 years** | |
| Undisputed Trade Receivables – Considered good | 1,919.00 | 89.09 | 446.43 | 41.01 | 96.00 | 2,591.53 |
| Undisputed Trade Receivables – which have Significant increase in Credit Risk | - | - | - | - | - | - |
| Undisputed Trade Receivables – Credit Impaired | - | - | - | - | - | - |
| Disputed Trade Receivables – Considered good | - | - | - | - | - | - |
| Disputed Trade Receivables – which have Significant increase in Credit Risk | - | - | - | - | - | - |
| Disputed Trade Receivables – Credit Impaired | - | - | - | - | - | - |
| **Total** | **1,919.00** | **89.09** | **446.43** | **41.01** | **96.00** | **2,591.53** |
| Less: Allowance for credit impaired balances | (3.84) | (0.67) | (6.70) | (1.03) | (5.04) | (17.27) |
| **Total** | **1,915.16** | **88.43** | **439.73** | **39.99** | **90.96** | **2,574.26** |

**Rs. in millions, unless otherwise stated**

| **Particulars** | **As at 31/03/2024** | | | | | **Total** |
|---|---|---|---|---|---|---|
| | **Outstanding for following periods from due date of payment*** | | | | | |
| | **Less than 6 Months** | **6 Months -1 year** | **1-2 years** | **2-3 years** | **More than 3 years** | |
| Undisputed Trade Receivables – Considered good | 908.98 | 31.33 | 83.05 | 445.83 | 116.33 | 1,585.53 |
| Undisputed Trade Receivables – which have Significant increase in Credit Risk | - | - | - | - | - | - |
| Undisputed Trade Receivables – Credit Impaired | - | - | - | - | - | - |
| Disputed Trade Receivables – Considered good | - | - | - | - | - | - |
| Disputed Trade Receivables – which have Significant increase in Credit Risk | - | - | - | - | - | - |
| Disputed Trade Receivables – Credit Impaired | - | - | - | - | - | - |

| Particulars | As at 31/03/2024 | | | | | Total |
|---|---|---|---|---|---|---|
| | Outstanding for following periods from due date of payment* | | | | | |
| | Less than 6 Months | 6 Months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| **Total** | **908.98** | **31.33** | **83.05** | **445.83** | **116.33** | **1,585.53** |
| Less: Allowance for credit impaired balances | (1.82) | (0.23) | (1.25) | (11.15) | (6.11) | (20.55) |
| **Total** | **907.16** | **31.10** | **81.81** | **434.69** | **110.22** | **1,564.98** |

**Rs. in millions, unless otherwise stated**

| Particulars | As at 31/03/2023 | | | | | Total |
|---|---|---|---|---|---|---|
| | Outstanding for following periods from due date of payment* | | | | | |
| | Less than 6 Months | 6 Months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade Receivables – Considered good | 969.55 | 42.60 | 573.56 | 15.35 | 153.43 | 1,754.49 |
| Undisputed Trade Receivables – which have Significant increase in Credit Risk | - | - | - | - | - | - |
| Undisputed Trade Receivables – Credit Impaired | - | - | - | - | - | - |
| Disputed Trade Receivables – Considered good | - | - | - | - | - | - |
| Disputed Trade Receivables – which have Significant increase in Credit Risk | - | - | - | - | - | - |
| Disputed Trade Receivables – Credit Impaired | - | - | - | - | - | - |
| **Total** | **969.55** | **42.60** | **573.56** | **15.35** | **153.43** | **1,754.49** |
| Less: Allowance for credit impaired balances | (1.94) | (0.32) | (8.60) | (0.38) | (8.05) | (19.30) |
| **Total** | **967.61** | **42.29** | **564.96** | **14.97** | **145.37** | **1,735.19** |

**Rs. in millions, unless otherwise stated**

| Particulars | As at 31/03/2022 | | | | | Total |
|---|---|---|---|---|---|---|
| | Outstanding for following periods from due date of payment* | | | | | |
| | Less than 6 Months | 6 Months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade Receivables – Considered good | 1,106.41 | 257.15 | 362.05 | 96.56 | 59.88 | 1,882.05 |
| Undisputed Trade Receivables – which have Significant increase in Credit Risk | - | - | - | - | - | - |

| Particulars | As at 31/03/2022 | | | | | Total |
|---|---|---|---|---|---|---|
| | Outstanding for following periods from due date of payment* | | | | | |
| | Less than 6 Months | 6 Months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade Receivables – Credit Impaired | - | - | - | - | - | - |
| Disputed Trade Receivables – Considered good | - | - | - | - | - | - |
| Disputed Trade Receivables – which have Significant increase in Credit Risk | - | - | - | - | - | - |
| Disputed Trade Receivables – Credit Impaired | - | - | - | - | - | - |
| **Total** | **1,106.41** | **257.15** | **362.05** | **96.56** | **59.88** | **1,882.05** |
| Less: Allowance for credit impaired balances | (2.21) | (1.93) | (5.43) | (2.41) | (3.14) | (15.13) |
| **Total** | **1,104.20** | **255.22** | **356.62** | **94.15** | **56.74** | **1,866.92** |

**36. Trade Payables - Ageing Schedule**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30/09/2024 | | | | | Total |
|---|---|---|---|---|---|---|
| | Outstanding for following periods from due date of payment | | | | | |
| | Not Due for Payment | Less than 1 yr. | 1-2 yrs. | 2-3 yrs. | More than 3 yrs. | |
| (i) MSME | - | - | - | - | - | **-** |
| (ii) Others | - | 245.98 | 50.01 | 146.88 | 2.87 | **445.75** |
| (iii) Disputed dues- MSME | - | - | - | - | - | **-** |
| (iv) Disputed dues- Others | - | - | - | - | - | **-** |
| **Total** | **-** | **245.98** | **50.01** | **146.88** | **2.87** | **445.75** |

**Rs. in millions, unless otherwise stated**

| Particulars | As at 31/03/2024 | | | | | Total |
|---|---|---|---|---|---|---|
| | Outstanding for following periods from due date of payment | | | | | |
| | Not Due for Payment | Less than 1 yr. | 1-2 yrs. | 2-3 yrs. | More than 3 yrs. | |
| (i) MSME | - | - | - | - | - | **-** |
| (ii) Others | - | 264.33 | 62.63 | 148.04 | 3.05 | **478.05** |
| (iii) Disputed dues- MSME | - | - | - | - | - | **-** |
| (iv) Disputed dues- Others | - | - | - | - | - | **-** |
| **Total** | **-** | **264.33** | **62.63** | **148.04** | **3.05** | **478.05** |

**Rs. in millions, unless otherwise stated**

| Particulars | As at 31/03/2023 | | | | | Total |
|---|---|---|---|---|---|---|
| | Outstanding for following periods from due date of payment | | | | | |
| | Not Due for Payment | Less than 1 yr. | 1-2 yrs. | 2-3 yrs. | More than 3 yrs. | |
| (i) MSME | - | - | - | - | - | **-** |
| (ii) Others | - | 287.43 | 166.97 | 1.14 | 3.88 | **459.42** |
| (iii) Disputed dues- MSME | - | - | - | - | - | **-** |
| (iv) Disputed dues- Others | - | - | - | - | - | **-** |
| **Total** | **-** | **287.43** | **166.97** | **1.14** | **3.88** | **459.42** |

**Rs. in millions, unless otherwise stated**

| Particulars | As at 31/03/2022 | | | | | Total |
|---|---|---|---|---|---|---|
| | Outstanding for following periods from due date of payment | | | | | |
| | Not Due for Payment | Less than 1 yr. | 1-2 yrs. | 2-3 yrs. | More than 3 yrs. | |
| (i) MSME | - | - | - | - | - | **-** |
| (ii) Others | - | 435.14 | 12.52 | 0.77 | 4.34 | **452.76** |
| (iii) Disputed dues- MSME | - | - | - | - | - | **-** |
| (iv) Disputed dues- Others | - | - | - | - | - | **-** |
| **Total** | **-** | **435.14** | **12.52** | **0.77** | **4.34** | **452.76** |

**37. Deferred Tax Liability (Net)**

**Rs. in millions, unless otherwise stated**

| Deferred Tax Liability (Net) | Deferred tax Liabilities / (Assets) in relation to: | | | | | |
|---|---|---|---|---|---|---|
| | Fixed Asset | Expenses claimed for tax purpose on payment basis | Gratuity | ECL | MAT Credit Entitlement | Total |
| **Opening Balance March 31, 2022** | **119.60** | **-** | **(6.37)** | **(2.41)** | **-** | **110.82** |
| Recognised in Profit & Loss | 121.22 | - | (2.10) | 1.36 | - | 120.48 |
| Recognised in Other Comprehensive Income | - | - | - | - | - | - |
| **Closing Balance March 31, 2023** | **240.82** | **-** | **(8.47)** | **(1.05)** | **-** | **231.30** |
| Recognised in Profit & Loss | 95.94 | - | (3.06) | 0.73 | | 93.61 |
| Recognised in Other Comprehensive Income | | - | | | | - |
| **Closing Balance March 31, 2024** | **336.76** | **-** | **(11.53)** | **(0.31)** | **-** | **324.92** |
| Recognised in Profit & Loss | 80.09 | - | (2.16) | 1.14 | | 79.07 |
| Recognised in Other Comprehensive Income | | - | | | | - |
| **Closing Balance Sep 30, 2024** | **416.85** | **-** | **(13.69)** | **0.83** | **-** | **403.99** |

## 38. Operating Segment

In accordance with Ind AS 108 "Operating Segments", segment information has been given in the consolidated Ind AS financial statements, and therefore, no separate disclosure on segment information is given in these Financial Statements

## 39. Financial Instruments

**Category of Financial Instrument**

**Rs. in millions, unless otherwise stated**

| Particulars | As at Sep 30, 2024 | | |
|---|---|---|---|
| | Fair value through profit and loss | Fair value through OCI | Amortised cost |
| **Financial assets** | | | |
| **Non- Current** | | | |
| Investments | - | 0.01 | |
| Financial Security Deposits | - | - | 7.56 |
| Bank Deposits (With Original Maturity for more than 12 Months) | - | - | 77.35 |
| **Current** | | | |
| Trade Receivables | - | - | 2,574.26 |
| Cash and cash equivalents | - | - | 40.07 |
| Bank Balances other than above | - | - | 1.94 |
| Loans | - | - | 201.30 |
| Other Current Financial Assets | - | - | 87.24 |
| **Total** | **-** | **0.01** | **2,989.72** |
| **Financial liabilities** | | | |
| **Non- Current** | | | |
| Borrowings | - | - | 2,081.42 |
| **Current** | | | |
| Borrowings | - | - | 564.01 |
| Trade Payable | - | - | 445.75 |
| Other Financial liabilities | - | - | 352.22 |
| **Total** | **-** | **-** | **1,009.75** |

**Rs. in millions, unless otherwise stated**

| Particulars | As at March 31, 2024 | | | As at March 31, 2023 | | |
|---|---|---|---|---|---|---|
| | Fair value through profit and loss | Fair value through OCI | Amortised cost | Fair value through profit and loss | Fair value through OCI | Amortised cost |
| **Financial assets** | | | | | | |
| **Non- Current** | | | | | | |
| Investments | - | 0.01 | - | - | 0.01 | - |
| Financial Security Deposits | - | - | 7.28 | - | - | - |

| Particulars | As at March 31, 2024 | | | As at March 31, 2023 | | |
|---|---|---|---|---|---|---|
| | Fair value through profit and loss | Fair value through OCI | Amortised cost | Fair value through profit and loss | Fair value through OCI | Amortised cost |
| Bank Deposits (With Original Maturity for more than 12 Months) | - | - | 141.71 | - | - | 67.89 |
| **Current** | | | | | | |
| Trade Receivables | - | - | 1,564.98 | - | - | 1,735.19 |
| Cash and cash equivalents | - | - | 22.55 | - | - | 34.55 |
| Bank Balances other than above | - | - | 1.94 | - | - | 1.88 |
| Loans | - | - | 4.90 | - | - | 116.65 |
| Other Current Financial Assets | - | - | 95.71 | - | - | 98.16 |
| **Total** | **-** | **0.01** | **1,839.06** | **-** | **0.01** | **2,054.33** |
| **Financial liabilities** | | | | | | |
| **Non- Current** | | | | | | |
| Borrowings | - | - | 1,116.97 | - | - | 1,022.29 |
| **Current** | | | | | | |
| Borrowings | - | - | 471.87 | - | - | 732.22 |
| Trade Payable | - | - | 478.05 | - | - | 459.42 |
| Other Financial liabilities | - | - | 393.48 | - | - | 320.91 |
| **Total** | **-** | **-** | **2,460.37** | **-** | **-** | **2,534.84** |

**Rs. in millions, unless otherwise stated**

| Particulars | As at March 31, 2022 | | |
|---|---|---|---|
| | Fair value through profit and loss | Fair value through OCI | Amortised cost |
| **Financial assets** | | | |
| **Non- Current** | | | |
| Investments | - | 0.01 | - |
| Financial Security Deposits | - | - | - |
| Bank Deposits (With Original Maturity for more than 12 Months) | - | - | 23.89 |
| **Current** | | | |
| Trade Receivables | - | - | 1,866.92 |
| Cash and cash equivalents | - | - | 41.08 |
| Bank Balances other than above | - | - | 7.52 |
| Loans | - | - | 58.67 |
| Other Current Financial Assets | - | - | 50.59 |
| **Total** | **-** | **0.01** | **2,048.67** |

| Particulars | As at March 31, 2022 | | |
|---|---|---|---|
| | Fair value through profit and loss | Fair value through OCI | Amortised cost |
| **Non- Current** | | | |
| Borrowings | - | - | 1,764.89 |
| **Current** | | | |
| Borrowings | - | - | 584.82 |
| Trade Payable | - | - | 452.76 |
| Other Financial liabilities | - | - | 199.94 |
| **Total** | **-** | **-** | **3,002.41** |

**40. Fair Value Measurement Hierarchy**

**Rs. in millions, unless otherwise stated**

| Particulars | As at Sep 30, 2024 | | | As at March 31, 2024 | | |
|---|---|---|---|---|---|---|
| | Level-1 | Level-2 | Level-3 | Level-1 | Level-2 | Level-3 |
| Investments | - | - | 0.01 | - | - | 0.01 |
| **Particulars** | **As at March 31, 2023** | | | **As at March 31, 2022** | | |
| | **Level-1** | **Level-2** | **Level-3** | **Level-1** | **Level-2** | **Level-3** |
| Investments | - | - | 0.01 | - | - | 0.01 |

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

All financial assets and liabilities are categorised under a Amortised Cost, hence there are no fair value adjustments and therefore hierarchy table not applicable.

## 41. Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

### i) Credit risk:

Credit Risk is the risk that the counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) including deposits with banks and other financial assets.

**Trade receivables**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer, demographics of the customers, default risk of the country in which the customer operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of the customer to which the Company grants credit terms in the normal course of business.

The Company has used Expected Credit Loss (ECL) model for assessing the impairment loss.

**Rs. in millions, unless otherwise stated**

| Particulars | As at Sep 2024 | As at March 2024 | As at March 2023 | As at March 2022 |
|---|---|---|---|---|
| Trade Receivables | 2,591.53 | 1,585.53 | 1,754.49 | 1,882.05 |
| Allowance for Doubtful Debts | 17.27 | 20.55 | 19.30 | 15.13 |
| **Percentage** | **0.67%** | **1.30%** | **1.10%** | **0.80%** |

| Reconciliation of Loss Allowance Provision - Trade Receivables | Rs. in millions, unless otherwise stated |
|---|---|
| **Loss Allowance as at 31st March, 2022** | **15.13** |
| Changes in Loss Allowance | 4.17 |
| **Loss Allowance as at 31st March, 2023** | **19.30** |
| Changes in Loss Allowance | 1.25 |
| **Loss Allowance as at 31st March, 2024** | **20.55** |
| Changes in Loss Allowance | (3.28) |
| **Loss Allowance as at 30th Sep, 2024** | **17.27** |

**Cash and Cash Equivalents**

"Credit risk from balances with banks is managed by the Company's Finance department team in accordance with the Company's policy. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counter party's potential failure to make payments. Credit limits of all authorities are reviewed by the management on regular basis. All balances with banks is subject to low credit risk due to good credit ratings assigned to the Company.

The Company's maximum exposure to credit risk for the Cash & Cash Equivalents components of the balance sheet at March 31, 2024, March 31, 2023 and March 31, 2022 is the carrying amounts as illustrated in the Balance Sheet."

**Other Financial Assets**

Other Financial Assets are neither past overdue nor impaired.

**ii) Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company employees prudent liquidity risk management practices which inter alia means maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. Given the nature of the underlying businesses, the corporate finance maintains flexibility in funding by maintaining availability under committed credit lines and this way liquidity risk is mitigated by the availability of funds to cover future commitments. Cash flow forecasts are prepared and the utilized borrowing facilities are monitored on a daily basis and there is adequate focus on good management practices whereby the collections are managed efficiently. The Company while borrowing funds for large capital project, negotiates the repayment schedule in such a manner that these match with the generation of cash on such investment. Longer term cash flow forecasts are updated from time to time and reviewed by the Senior management of the Company.

**iii) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits, and foreign currency receivables and payables.

**Foreign Currency Risk Management**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue, expense or capital expenditure is denominated in foreign currency). Foreign currency exchange rate exposure is partly balanced by purchasing of goods from the respective countries. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

**Commodity rate risk**

The Company's operating activities involve purchase and sale of machinery related items, whose prices are exposed to the risk of fluctuation over short periods of time. Commodity price risk exposure is evaluated and managed through procurement and other related operating policies.

### 42. Revenue from Contracts with Customers

The reconciling items of revenue recognised in the statement of profit and loss with the contracted price are as follows:

**Rs. in millions, unless otherwise stated**

| Particulars | As at Sep 2024 | As at March 2024 | As at March 2023 | As at March 2022 |
|---|---|---|---|---|
| Revenue as per contracted price, net of returns | 2,993.51 | 7,310.03 | 8,269.97 | 5,719.73 |
| Add / (Less): Provision for Warranty | - | - | - | - |
| **Revenue from contract with customers** | **2,993.51** | **7,310.03** | **8,269.97** | **5,719.73** |

**Rs. in millions, unless otherwise stated**

| Contract balances | As at Sep 2024 | As at March 2024 | As at March 2023 | As at March 2022 |
|---|---|---|---|---|
| Trade receivables | 2,574.26 | 1,564.98 | 1,735.19 | 1,866.92 |
| Contract Liabilities | 3.36 | 5.01 | 49.12 | 106.07 |

Contract liabilities are on account of the upfront revenue received from customer (advance from customer) for which performance obligation has not yet been completed.

The performance obligation is satisfied when control of the goods or services are transferred to the customers based on the contractual terms. Payment terms with customers vary depending upon the contractual terms of each contract.

### 43. Contingent Liability and Commitments:

**Rs. in millions, unless otherwise stated**

| Particulars | For the six months ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| **a) Contingent Liabilities** | | | | |
| Tax Litigations* | 302.67 | 275.01 | 273.29 | 273.29 |
| Bank guarantees for performance, Earnest Money & Security Deposits | 57.28 | 57.28 | 57.28 | 57.28 |
| Arbitration Proceedings** | 130.29 | 130.29 | 130.29 | 130.29 |
| Motor Vehicle Accident Litigations | 4.50 | 4.50 | 3.00 | 3.00 |
| **b) Commitments** | | | | |
| Amount payable for investment made in wholly- owned subsidiary# | 30.00 | Nil | Nil | Nil |

** The company has an outstanding demand of ₹ 17,17,134/- for AY 2018-19. Against which the company has filed an appeal before ITAT, Rajkot on April 17, 2023 and the same is under process.*

**The company has two (2) outstanding demands of service tax aggregating ₹ 24,33,14,170/- for the period from 01-07-2003 to 30-06-2010. Order of the same was received in our favour by CESTAT however the department has filed an appeal before Supreme Court and the same is under process.*

**The company has three (3) outstanding demands of CENVAT credit aggregating ₹ 2,99,76,907/- for the period from 01-10-2012 to 30-10-2017 and the same is pending before the department.*

**The company has received an show cause notice on 01.08.2024 under Goods and Services taxes aggregating ₹ 2,76,58,303/- for the period from 01-04-2018 to 31-03-2021 and the same is pending before the department.*

*** The Company is currently in arbitration proceedings with Amit Acetylene, involving a disputed amount of ₹2,02,86,563. The jurisdiction for this matter lies with the National Company Law Tribunal (NCLT), Ahmedabad. The Company awaits the decision from the Ahmedabad Arbitration Centre, which is currently pending.*

*** The Company is currently engaged in arbitration proceedings with Vedanta Limited, involving a disputed amount of ₹11,00,00,000. The jurisdiction for this matter lies with the High Court of Delhi. The Company awaits the decision from the Delhi International Arbitration Centre, which is currently pending.*

*# The Company Shreeji Global IFSC pvt ltd a wholly owned subsidiary of Shreeji Shipping global pvt ltd was incorporated on 31/08/2024. Since it is proposed to carryout its object of Ship Leasing In GIFT City, Gandhinagar under IFSCA Regulations, we are under process of applying for the IFSC Registration. Once the registration is being received, after that the company will proceed for the Bank Account Opening and further Credit of Subscription entries. This Compliances will be done within the stipulated time given under the Companies Act, 2013*

**44. Disclosure required under Micro, Small and Medium Enterprise Development Act 2006**

The company has not received the required information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence, disclosures, if any, relating to amounts unpaid as at the year end together with interest paid / payable as required under the Companies Act, 2013 have not been made.

**45. Defined Benefit Plans- As per actuarial valuation**

**I. Gratuity:**

The following table sets out the funded status of the gratuity plan and the amounts recognized in the Company's financial statements: -

**i) Reconciliation of opening and closing balances of the present value of the defined benefit obligation**

**Rs. in millions, unless otherwise stated**

| Particulars | As at Sep 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---|---|---|---|
| Present value of Obligation at the Beginning of the period | 45.82 | 33.65 | 25.29 | 15.36 |
| Current Service Cost | 9.31 | 16.46 | 13.58 | 10.23 |
| Interest Cost | 1.57 | 2.39 | 1.87 | 1.04 |
| Benefits paid | - | - | - | - |
| Actuarial (Gains)/Losses on Obligations - | - | - | - | - |
| - Due to Change in Financial Assumptions | (2.22) | 2.11 | (3.39) | - |
| - Due to Experience adjustments | (0.06) | (8.80) | (3.70) | (1.34) |
| **Present value of obligation at the end of the year** | **54.41** | **45.82** | **33.65** | **25.29** |

**ii) Reconciliation of opening and closing balances of the Fair Value of Plan Assets**

**Rs. in millions, unless otherwise stated**

| Particulars | As at Sep 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---|---|---|---|
| Fair Value of Plan Assets at the Beginning of the Period | - | - | - | - |
| Interest Income | - | - | - | - |
| Contributions by the Employer | - | - | - | - |
| Assets Transferred In/ Acquisitions | - | - | - | - |
| Benefit Paid from the Fund | - | - | - | - |
| Return on Plan Assets, Excluding Interest Income | - | - | - | - |
| **Present value of obligation at the end of the year** | **-** | **-** | **-** | **-** |

**iii) Net asset / (liability) recognized in the Balance Sheet**

**Rs. in millions, unless otherwise stated**

| Particulars | As at Sep 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---|---|---|---|
| Present value of unfunded obligations | 54.41 | 45.82 | 33.65 | 25.29 |
| Fair Value of Plan Assets at the end of the Period | - | - | - | - |
| **Net Liability (Asset)** | **54.41** | **45.82** | **33.65** | **25.29** |

**iv) Bifurcation of liability as per schedule III**

**Rs. in millions, unless otherwise stated**

| Particulars | As at Sep 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---|---|---|---|
| Current Liability* | 2.31 | 1.98 | 1.43 | 1.20 |
| Non-Current Liability | 52.10 | 43.84 | 32.22 | 24.10 |
| **Net liability** | **54.41** | **45.82** | **33.65** | **25.29** |

** The current liability is calculated as expected benefits for the next 12 months.*

**v) Expense recognised in the Statement of Profit and Loss under employee benefits expense:**

**Rs. in millions, unless otherwise stated**

| Particulars | During the period ended 30 Sep 2024 | During the year ended 31 March 2024 | During the year ended 31 March 2023 | During the year ended 31 March 2022 |
|---|---|---|---|---|
| Current Service Cost | 9.31 | 16.46 | 13.58 | 10.23 |
| Interest Cost | 1.57 | 2.39 | 1.87 | 1.04 |
| **Expenses recognised in the Statement of profit & loss Account** | **10.88** | **18.85** | **15.45** | **11.28** |

**vi) Amount recognized in the other comprehensive income:**

**Rs. in millions, unless otherwise stated**

| Particulars | During the period ended 30 Sep 2024 | During the year ended 31 March 2024 | During the year ended 31 March 2023 | During the year ended 31 March 2022 |
|---|---|---|---|---|
| Actuarial (Gain)/ Loss due to financial assumptions | (2.22) | 2.11 | (3.39) | - |
| Actuarial (Gain)/ Loss due to experience adjustments | (0.06) | (8.80) | (3.70) | (1.34) |
| Return/(Loss) on Plan Assets, Excluding Interest Income | - | - | - | - |
| **Net (Income)/ Expenses recognised in OCI** | **(2.28)** | **(6.69)** | **(7.10)** | **(1.34)** |

**vii) Actuarial Assumptions**

**Rs. in millions, unless otherwise stated**

| **Particulars** | **As at Sep 30, 2024** | **As at March 31, 2024** | **As at March 31, 2023** | **As at March 31, 2022** |
|---|---|---|---|---|
| Mortality Rate: | Indian Assured Lives Mortality 2012-14 (Ult) | Indian Assured Lives Mortality 2012-14 (Urban) | Indian Assured Lives Mortality 2012-14 (Urban) | Indian Assured Lives Mortality 2012-14 (Urban) |
| Retirement Age: | 60 years | 60 years | 60 years | 60 years |
| Discount rate | 6.85% p.a. (Indicative G.Sec referenced on 31-03-2024) | 7.10% p.a. (Indicative G.Sec referenced on 31-03-2023) | 7.40% p.a (Indicative G.Sec referenced on 31-03-2022) | 6.80% p.a (Indicative G.Sec referenced on 31-03-2021) |
| Salary Escalation Rate | 6.50% p.a | 7.00% p.a | 7.00% p.a | 7.00% p.a |
| Attrition Rates | 5.00% p.a for all service group | 5.00% p.a for all service group | 5.00% p.a for all service group | 5.00% p.a for all service group |

**viii) Sensitivity analysis**

**Rs. in millions, unless otherwise stated**

| **Particulars** | **As at Sep 30, 2024** | **As at March 31, 2024** | **As at March 31, 2023** | **As at March 31, 2022** |
|---|---|---|---|---|
| Delta Effect of +1.0% Change in Rate of Discounting | 46.75 | 39.33 | 28.98 | 21.63 |
| Delta Effect of -1.0% Change in Rate of Discounting | 64.17 | 54.08 | 39.61 | 29.99 |
| Delta Effect of +1% Change in Rate of Salary Increase | 64.11 | 54.00 | 39.57 | 29.93 |
| Delta Effect of -1.0% Change in Rate of Salary Increase | 46.67 | 39.27 | 28.93 | 21.61 |
| Delta Effect of +0.1% Change in Withdrawal rate | 54.77 | 45.90 | 33.90 | 25.20 |
| Delta Effect of -1% Change in Withdrawal rate | 53.99 | 45.72 | 33.35 | 25.41 |

Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged. Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously. The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

## 46. Related Parties Disclosure

**I. List of related parties where control exists and also related parties with whom transactions have taken place and relationships:**

**a) Subsidiary Company**

- USL Lanka Logistics Pvt Ltd
- Shreeji Global IFSC Private Limited

**b) Entities where there is Significant Influence through KMP or their relatives**

- Aathiya Complexes and Motels Private Limited
- Adwaita Navigations Private Limited
- Alfalal Shipping Private Limited
- Amidhara Builders Private Limited
- Khorshed Buildcon Private Limited
- Krishanraj Buildcon Private Limited
- Krishanraj Shipping Private Limited
- Narrottamka Commodities Private Limited
- Nomadic Solutions Private Limited
- Sarthak Buildcon Private Limited
- Shakti Clearing Agency Pvt. Ltd.
- Shreeji Aviation Private Limited
- Shreeji Coke and Energy Private Limited
- Shreeji Holiday Hotels Private Limited
- Shreeji News Publication (Gujarat) Private Limited
- Shreeji Shipping Lanka Private Limited
- Shreeji Shippers Private Limited
- Shreeji Shipping Services (India) Limited
- Shreeji Tastes Private Limited
- Shreeji Global IFSC Private Limited
- Shreeji Nuravi Coal Mining and Trading Private Limited
- Siddhi Wind Energy Private Limited
- Trincass Vyapar Private Limited
- Viraj Buildcon Private Limited
- Siddhi Marine Line LLP
- Kent Commodeal LLP – Strike off
- Shreeji Investors
- M.Bharatkumar & Co. (Partnership)
- Shreeji Township
- Vision Developers
- Aquatic Shipping
- Satelite Developers
- Shreeji Mines
- Shreeji Developers
- M. Bharatkumar & Co. (Proprietor) (Proprietorship of Jitendra Haridas Lal)
- Shreenath Petroleum (Proprietorship of Jitendra Haridas Lal)
- N. K. Parmar & Co. (Proprietorship of Jitendra Haridas Lal)

- Shreeji Cold Chain (Proprietorship of Jitendra Haridas Lal)
- Shreeji Roadways (Proprietorship of Ashokkumar Haridas Lal)
- Shreeji Cold Storage (Proprietorship of Ashokkumar Haridas Lal)
- Krishna Roadways (Proprietorship of Krishnaraj Jitendra Lal)
- Shreeji Fuel Station (Proprietorship of Krishnaraj Jitendra Lal)
- Shreeji Petrolium (Proprietorship of Mitesh Ashokkumar Lal)
- Shreenath Roadways (Proprietorship of Viraj Ashokkumar Lal)
- Ashokkumar H. Lal (HUF)
- Jitendra H. Lal (HUF)
- Haridas Jivandas Lal Charitabel Trust
- Kedar Lal (Kedar Jitendra Lal) Foundation
- Ashok Lal Family Beneficiary Trust
- Jitendra Lal Family Beneficiary Trust
- Shreeji Shipping Services International FZE
- Numen Global PTE LTD
- Shreeji Maritime Global LLC FZ
- Shreeji Buildworth Private Limited

**c) Key Management personnel (KMP)**

| | |
|---|---|
| • Ashok H Lal | Director |
| • Jitendra H Lal | Director |
| • Archanaba K Gohil | Company Secretary |
| • Harshida J Bhanushali | Chief Financial Officer |

**d) Relatives of Key Management personnel (KMP)**

| | |
|---|---|
| • Manjulaben Haridas Lal | Mother |
| • Dinaben Ashokbhai Lal | Spouse |
| • Jitendra Haridas Lal | Brother |
| • Ranjanben Natwar Lal Thakkar | Sister |
| • Naynaben Raja | Sister |
| • Shobhanaben Jitendrakumat Bacchu | Sister |
| • Mitesh Ashokkumar Lal | Son |
| • Viraj Ashokkumar Lal | Son |
| • Vidhi Miteshbhai Lal | Daughter-in-Law |
| • Riddhi Virajbhai Lal | Daughter-in-Law |
| • Prakash Girdharlal Anadkat | Spouse’s Brother |
| • Manjulaben Haridas Lal | Mother |
| • Kamalben Jitendra Lal | Spouse |
| • Ashokkumar Haridas Lal | Brother |
| • Ranjanben Natwar Lal Thakkar | Sister |
| • Naynaben Raja | Sister |
| • Shobhanaben Jitendrakumat Bacchu | Sister |
| • Krishnaraj Jitendra Lal | Son |
| • Kedar Hari Jitendra Lal | Son |
| • Komal Krishnaraj Lal | Daughter-in-Law |

- Kokilaben Jagdishbhai Thakkar — Spouse's Mother
- Raghuvir Jagdishbhai Thakkar — Spouse's Brother
- Darshanbhai Jagdishbhai Thakkar — Spouse's Brother
- Yashrajbhai Jagdishbhai Thakkar — Spouse's Brother
- Smitaben Kiritbhai Gadhiya — Spouse's Sister
- Prarthanaben Jiteshbhai Kanabar — Spouse's Sister

**II. Transactions with Related Parties:**

| Particulars | During the period ended 30 Sep 2024 | During the period ended 31 March 2024 | During the year ended 31 March 2023 | During the year ended 31 March 2022 |
|---|---|---|---|---|
| **Sales** | | | | |
| Siddhi Marine Services LLP | 10.42 | 37.19 | 107.55 | 205.64 |
| Shreeji Shippers Private Limited | 5.55 | 22.20 | 25.74 | - |
| Krishna Roadways | 1.10 | 0.02 | 0.01 | 0.66 |
| Shreeji Petroleum | 18.89 | 4.80 | 47.36 | 54.14 |
| Shreeji Shipping Services (I) Ltd. | 19.79 | 343.38 | 924.93 | - |
| Krishnaraj Shipping Co. Ltd. | 5.87 | 30.08 | 381.77 | 18.32 |
| Alfalal Shipping Pvt. Ltd. | 15.85 | 4.93 | 9.99 | 0.40 |
| Shakti Clearing Agency Pvt. Ltd. | - | 68.72 | 45.71 | 39.14 |
| Shreeji Coke and Energy Pvt. Ltd. | 5.55 | 22.20 | 25.74 | - |
| | | | | |
| **Cargo Handling Expense** | | | | |
| N.K. Parmar & Co. | 0.60 | 0.29 | 0.65 | 4.42 |
| Siddhi Marine Services LLP | 23.90 | 64.79 | 263.98 | 272.04 |
| Kamalben J Lal | - | 0.24 | 0.90 | 1.05 |
| Viraj A Lal | - | 2.20 | 1.40 | 2.21 |
| Shreeji Petroleum | 2.40 | 27.24 | 18.14 | 12.49 |
| Shreenath Petroleum | 4.35 | 26.89 | 26.02 | 16.00 |
| Krishnaraj Jitendra Lal | - | 0.24 | 0.88 | 0.40 |
| Siddhi Wind Energy Pvt. Ltd. | - | - | 1.83 | 1.23 |
| Shreeji Coke and Energy Pvt. Ltd. | 0.94 | - | 0.24 | 3.10 |
| Shreeji Fuel Station | 2.33 | 28.87 | 29.15 | 2.85 |
| Shreeji Holiday Hotels Pvt. Ltd. | - | 1.26 | 1.80 | - |
| USL Lanka Logistics (Pvt.) Ltd. | - | - | 0.53 | - |
| Shreeji Shipping Lanka Private Limited | - | 4.62 | 24.67 | 9.94 |
| Shreeji Shipping Services (I) Ltd. | 65.74 | 155.82 | 218.22 | 48.73 |
| Krishnaraj Shipping Co. Ltd. | 15.93 | 48.53 | 88.62 | 57.16 |
| Alfalal Shipping Pvt. Ltd. | - | 146.20 | 85.15 | 30.35 |
| Shakti Clearing Agency Pvt. Ltd. | 5.04 | 2.30 | 0.78 | - |
| | | | | |
| | | | | |

| Particulars | During the period ended 30 Sep 2024 | During the period ended 31 March 2024 | During the year ended 31 March 2023 | During the year ended 31 March 2022 |
|---|---|---|---|---|
| **Rent Expense** | | | | |
| Amidhara Builders Pvt. Ltd. | - | 0.04 | 1.97 | 0.04 |
| Khorshed Buildcon Pvt. Ltd. | 0.05 | 0.09 | 0.09 | 0.09 |
| Kamalben J Lal | 0.05 | 0.53 | 0.53 | 0.57 |
| Manjulaben H Lal | - | 0.36 | 0.67 | 0.36 |
| Viraj A Lal | - | 0.42 | 0.42 | 0.42 |
| Sarthak Buildcon Pvt. Ltd. | - | 0.05 | 1.91 | 0.05 |
| Krishnaraj Jitendra Lal | 0.04 | 0.50 | 0.50 | 0.62 |
| Viraj Buildcon Pvt. Ltd. | - | 0.23 | 0.02 | 0.02 |
| Jitendra H. Lal | 0.11 | 0.92 | 0.74 | 0.72 |
| Ashok H Lal | - | 0.38 | 0.50 | 0.50 |
| | | | | |
| **Interest On loan** | | | | |
| Ashok H Lal (HUF) | - | 1.64 | 1.47 | 1.43 |
| Jitendra H Lal (HUF) | - | 1.20 | 1.05 | 0.87 |
| Kamalben J Lal | - | 0.67 | 0.22 | - |
| Mitesh A Lal | - | 3.42 | 3.23 | - |
| Narottamka Commodities Pvt. Ltd. | 11.98 | 24.81 | 33.12 | 35.56 |
| Trincass Vyapar Pvt. Ltd. | 23.34 | 35.55 | 54.03 | 57.47 |
| Krishnaraj Jitendra Lal | - | 4.50 | 2.10 | - |
| Dinaben A Lal | - | 1.04 | 1.57 | 1.50 |
| | | | | |
| **Transportation Expense** | | | | |
| Krishna Roadways | 9.64 | 19.56 | 14.08 | 10.82 |
| | | | | |
| **Salary expense** | | | | |
| Krishnaraj Jitendra Lal | - | 17.65 | - | - |
| | | | | |
| **Travel & Conveyance Expense** | | | | |
| Aatithya Complex & Motels Pvt. Ltd. | - | 0.57 | 0.39 | 0.10 |
| Krishnaraj Buildcon Pvt. Ltd. | 0.28 | 0.72 | 1.29 | 28.66 |
| Shreeji Aviation Pvt. Ltd. | 1.47 | 1.07 | 40.60 | 1.73 |
| | | | | |
| **Advertisement and Promotion Expense** | | | | |
| Shreeji News Publication (Guj) Pvt. Ltd. | - | 0.14 | 0.37 | 0.64 |
| | | | | |
| **Remuneration** | | | | |
| Ashok H Lal | - | - | 5.00 | - |
| Jitendra H Lal | - | - | 5.00 | - |

| Particulars | During the period ended 30 Sep 2024 | During the period ended 31 March 2024 | During the year ended 31 March 2023 | During the year ended 31 March 2022 |
|---|---|---|---|---|
| Harshida J Bhanushali | 0.47 | 0.93 | 0.78 | 0.72 |
| | | | | |
| **Fixed Assets Purchase** | | | | |
| Shreeji Coke and Energy Pvt. Ltd. | 1.19 | - | 0.45 | - |
| | | | | |
| **Fixed Assets Sale** | | | | |
| Shreeji Coke and Energy Pvt. Ltd. | 0.04 | - | 3.78 | - |
| Shreeji Shipping Services (I) Ltd. | 420.00 | - | - | - |
| | | | | |
| **Loan taken** | | | | |
| Ashok H Lal (HUF) | 0.45 | 0.63 | 0.12 | 1.48 |
| Jitendra H Lal (HUF) | 0.45 | 0.63 | 3.50 | 5.86 |
| Kamalben J Lal | - | 13.75 | 4.00 | - |
| Mitesh A Lal | 6.15 | 21.00 | 14.00 | 93.00 |
| Narottamka Commodities Pvt. Ltd. | 108.00 | 419.50 | 298.50 | 182.50 |
| Trincass Vyapar Pvt. Ltd. | 596.00 | 1,076.00 | 1,211.00 | 652.00 |
| Shreeji Petroleum | - | - | 19.23 | 2.47 |
| Krishnaraj Jitendra Lal | 21.10 | 70.64 | 26.17 | 55.00 |
| Dinaben A Lal | 0.57 | 17.06 | 2.75 | 6.76 |
| Ashok H Lal | 1,350.60 | - | - | - |
| Jitendra H Lal | 1,382.01 | - | - | - |
| | | | | |
| **Loan Repaid** | | | | |
| Ashok H Lal (HUF) | 0.33 | 0.42 | 0.22 | 0.48 |
| Jitendra H Lal (HUF) | 0.09 | 0.27 | 0.36 | 0.32 |
| Kamalben J Lal | 0.55 | 7.28 | 1.58 | - |
| Mitesh A Lal | 5.22 | 11.50 | 14.37 | 67.10 |
| Narottamka Commodities Pvt. Ltd. | 88.99 | 459.00 | 257.00 | 337.80 |
| Trincass Vyapar Pvt. Ltd. | 329.26 | 1,015.00 | 1,643.50 | 421.50 |
| Shreeji Petroleum | - | - | 21.70 | - |
| Krishnaraj Jitendra Lal | 36.05 | 49.60 | 21.29 | 52.50 |
| Dinaben A Lal | 0.45 | 0.33 | 0.79 | 12.14 |
| Ashok H Lal | 1,005.73 | - | - | - |
| Jitendra H Lal | 999.88 | - | - | - |

| **<u>Balances with Related Parties:</u>** | | | | |
|---|---|---|---|---|
| **Particulars** | **Balance as on 30 Sep 2024** | **Balance as on 31 March 2024** | **Balance as on 31 March 2023** | **Balance as on 31 March 2022** |
| **Trade Receivables** | | | | |
| N.K. Parmar & Co. | - | 0.49 | - | - |
| Siddhi Marine Services LLP | 17.33 | 30.65 | - | - |
| Shreeji Petroleum | 1.16 | 2.43 | 1.30 | - |
| Shreenath Petroleum | 7.41 | 8.13 | 8.45 | 1.04 |
| Shreeji Fuel Station | 3.83 | 3.89 | 2.43 | - |
| Shreeji Shipping Lanka Private Limited | 7.28 | - | - | 1.21 |
| Shreeji Coke and Energy Pvt. Ltd. | 32.94 | 14.79 | - | - |
| Aquatic Shipping | 0.02 | - | - | - |
| Shreeji Shippers Private Limited | 17.91 | 17.91 | - | - |
| Shreeji Shipping Services (I) Ltd. | 764.94 | 43.00 | 26.33 | - |
| Shakti Clearing Agency Pvt. Ltd. | 0.23 | 0.10 | 52.70 | 15.40 |
| | | | | |
| **Trade Payables** | | | | |
| N.K. Parmar & Co. | - | - | 0.01 | 7.60 |
| Siddhi Marine Services LLP | - | - | 53.02 | 50.25 |
| Manjulaben H Lal | - | 0.32 | - | - |
| Krishna Roadways | 2.32 | 1.72 | - | - |
| Shreeji Petroleum | - | - | - | 1.60 |
| Shreenath Petroleum | - | - | - | - |
| Krishnaraj Jitendra Lal | 0.04 | - | - | 1.01 |
| Krishnaraj Buildcon Pvt. Ltd. | 0.06 | 0.01 | 0.01 | 0.00 |
| Shreeji Coke and Energy Pvt. Ltd. | - | - | 4.80 | 2.29 |
| Shreeji Fuel Station | - | - | - | 0.18 |
| USL Lanka Logistics (Pvt.) Ltd. | 0.53 | 0.53 | 0.53 | - |
| Kamalben J Lal | 0.05 | - | - | - |
| Shreeji Aviation Pvt. Ltd. | 1.01 | - | - | - |
| Shreeji Shipping Lanka Private Limited | - | 9.88 | 7.62 | - |
| Shreeji Shipping Services (I) Ltd. | - | - | - | 69.65 |
| Krishnaraj Shipping Co. Ltd. | 95.38 | 106.77 | 25.23 | 88.68 |
| Alfalal Shipping Pvt. Ltd. | 12.13 | 30.62 | 44.11 | 8.38 |
| | | | | |
| **Loan** | | | | |
| Ashok H Lal (HUF) | 15.29 | 15.17 | 13.48 | 12.26 |
| Jitendra H Lal (HUF) | 11.44 | 11.08 | 9.64 | 5.78 |
| Kamalben J Lal | 9.14 | 9.69 | 2.61 | - |
| Mitesh A Lal | 41.94 | 41.01 | 28.44 | 25.91 |
| Narottamka Commodities Pvt. Ltd. | 357.51 | 338.50 | 376.15 | 334.65 |

| **Balances with Related Parties:** | | | | |
|---|---|---|---|---|
| **Particulars** | **Balance as on 30 Sep 2024** | **Balance as on 31 March 2024** | **Balance as on 31 March 2023** | **Balance as on 31 March 2022** |
| Shreeji Petroleum | - | - | - | 2.47 |
| Trincass Vyapar Pvt. Ltd. | 747.10 | 480.35 | 416.82 | 849.32 |
| Krishnaraj Jitendra Lal | 46.71 | 61.66 | 18.93 | 12.17 |
| Dinaben A Lal | 27.04 | 26.92 | 9.26 | 6.67 |
| Ashok H Lal* | 344.86 | - | - | - |
| Jitendra H Lal* | 382.12 | - | - | - |
| ** This balance includes loans generated on of account conversion of partner's capital account into loan.* | | | | |

**47. Capital Management**

The Company's Capital Management objectives are:

- to ensure the Company's ability to continue as a going concern; and

- to provide an adequate return to shareholders through optimisation of debts and equity balance.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents. The Company's objective for capital management is to maintain an optimum overall financial structure.

**Net Debt to Equity Ratio**

**Rs. in millions, unless otherwise stated**

| Particulars | As at Sep 2024 | As at March 2024 | As at March 2023 | As at March 2022 |
|---|---|---|---|---|
| Long term borrowings | 2,081.42 | 1,116.97 | 1,022.29 | 1,764.89 |
| Short Term Borrowings | 564.01 | 471.87 | 732.22 | 584.82 |
| Less: Cash and cash equivalent | (40.07) | (22.55) | (34.55) | (41.08) |
| **Net debt** | **2,605.36** | **1,566.29** | **1,719.96** | **2,308.63** |
| Total equity | 2,971.78 | 3,151.83 | 2,558.07 | 1,529.71 |
| **Net Debt to Equity Ratio (in Times)** | **0.88** | **0.50** | **0.67** | **1.51** |

**48. Additional regulatory information**

i) The Company do not hold any benami property and no proceedings have been initiated or pending against the Company and its Indian subsidiaries for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and Rules made thereunder.

ii) The Company do not have any transactions with struck-off companies under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

iii) The Company does not have any charge which is yet to be registered/satisfied with ROC beyond the statutory period.

iv) "The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries"

v) "The Company have 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 Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries)

Or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,"

vi) The Company has not undertaken any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

vii) The Company have not traded or invested in Crypto currency or Virtual Currency during the current or previous year.

viii) The Company has not been declared as a ‘Wilful Defaulter’ by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

ix) The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

**49. Financial and other Ratios:**

**i) Current ratio = Current asset divided by current Liabilities**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30 Sep 2024 | As at 31 March 2024 | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|---|---|
| Current Asset | 3,877.69 | 2,535.98 | 2,589.43 | 2,448.68 |
| Current Liabilities | 2,054.53 | 1,799.05 | 2,450.60 | 2,442.75 |
| **Current ratio (in Times)** | **1.89** | **1.41** | **1.06** | **1.00** |
| % change from previous year | 33.89% | 33.40% | 5.41% | (26.64%) |
| **Reason for change more than 25%** | The Change in Ratio is due to Increase in current assets during the period | The Change in Ratio is due to Decrease in current liabilities during the year | NA | The Change in the ratio is due to Increase in Trade Receivable & Inventories during the year |

**ii) Debt-Equity ratio = Total Debts divided by shareholder's equity**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30 Sep 2024 | As at 31 March 2024 | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|---|---|
| Total Debts | 2,645.43 | 1,588.84 | 1,754.51 | 2,349.71 |
| Shareholder's Equity | 2,971.78 | 3,151.83 | 2,558.07 | 1,529.71 |
| **Debt-Equity ratio (in Times)** | **0.89** | **0.50** | **0.69** | **1.54** |
| % change from previous year | 76.59% | (26.50%) | (55.35%) | (74.39%) |
| **Reason for change more than 25%** | The change in ratio is due to increase in Borrowings | The change in ratio is due to decrease in Borrowings and increase in total equity | The change in ratio is due to decrease in Borrowings and increase in total equity | The change in ratio is due to increase in total equity |

**iii) Debt Service Coverage Ratio (DSCR) = Earnings available for debt services divided by total interest and principal repayments**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30 Sep 2024* | As at 31 March 2024 | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|---|---|
| **a) Earnings available for debt services** | | | | |
| Profit after Tax | 805.35 | 1,245.12 | 1,188.85 | 834.62 |
| Add:- Interest expenses | 40.81 | 107.16 | 158.22 | 148.96 |
| Add:- Depreciation and amortisation expenses | 107.57 | 202.81 | 168.01 | 119.41 |
| Add: (Gain)/Loss on sale of fixed assets | (232.31) | 0.18 | (33.73) | (1.00) |
| **Earnings available for debt services** | **721.42** | **1,555.27** | **1,481.35** | **1,101.98** |

| Particulars | As at 30 Sep 2024* | As at 31 March 2024 | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|---|---|
| | | | | |
| **b) Total interest and principal repayments** | | | | |
| Finance Cost | 40.81 | 107.16 | 158.22 | 148.96 |
| Principal repayment | 53.63 | 153.32 | 506.33 | 329.31 |
| **Total interest and principal repayments** | **94.44** | **260.48** | **664.55** | **478.27** |
| | | | | |
| **Debt Service Coverage Ratio (DSCR)** | 7.64 | 5.97 | 2.23 | 2.30 |
| % change from previous year | NA | 167.85% | (3.25%) | 27.50% |
| **Reason for change more than 25%** | NA | The Change in the ratio is due to decrease in principal repayments during the year | NA | The Change in the ratio is due to Increase in profit during the year |

**Not Annualised*

**iv) Return on equity = Profit after tax divided by average shareholders fund**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30 Sep 2024 | As at 31 March 2024 | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|---|---|
| Profit for the year | 805.35 | 1,245.12 | 1,188.85 | 834.62 |
| Average shareholder's equity | 3,061.80 | 2,854.95 | 2,043.89 | 918.25 |
| | | | | |
| **Return on equity** | **26.30%*** | **43.61%** | **58.17%** | **90.89%** |
| % change from previous year | NA | (25.02%) | (36.01%) | 89.88% |
| **Reason for change more than 25%** | NA | The change in ratio is due to increase in average total equity | The change in ratio is due to increase in average total equity | The Change in the ratio is due to increase in profit during the year |

**Not Annualised*

**v) Inventory Turnover Ratio = Cost of services divided by Average Inventory**

Not applicable. (N/A) The Company operates in the service sector and holds consumable items, rendering inventory turnover ratio inapplicable.

**vi) Trade receivable turnover ratio =Revenue from operations divided by average trade receivables**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30 Sep 2024 | As at 31 March 2024 | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|---|---|
| Revenue from operations | 2,993.51 | 7,310.03 | 8,269.97 | 5,719.73 |
| Average trade receivable | 2,069.62 | 1,650.08 | 1,801.06 | 1,500.28 |
| | | | | |
| **Trade receivable turnover ratio** | 1.45 | 4.43 | 4.59 | 3.81 |

| Particulars | As at 30 Sep 2024 | As at 31 March 2024 | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|---|---|
| % change from previous year | -67.35% | -3.52% | 20.44% | 79.20% |
| **Reason for change more than 25%** | The Change in the ratio is due to Increase in Average Debtors and due to the reason that sales is for half year only in comparison to previous year. | NA | NA | The Change in the ratio is due to Increase in sales during the year |

**vii) Trade payable turnover ratio = Operating expenses divided by average trade payable**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30 Sep 2024 | As at 31 March 2024 | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|---|---|
| Operating Expenses | | | | |
| Net Operating Expenses | 1,834.51 | 4,981.65 | 5,995.43 | 3,915.55 |
| Average trade payable | 461.90 | 468.74 | 456.09 | 329.09 |
| | | | | |
| **Trade payable turnover ratio** | 3.97 | 10.63 | 13.15 | 11.90 |
| % change from previous year | (62.63%) | (19.15%) | 10.48% | (70.73%) |
| **Reason for change more than 25%** | The Change in the ratio is due to the reason that Purchase is for half year only in comparison to previous year. | NA | NA | NA |

**viii) Net capital turnover = Revenue from operations divided by average working capital**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30 Sep 2024 | As at 31 March 2024 | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|---|---|
| **a) Revenue from operations** | 2,993.51 | 7,310.03 | 8,269.97 | 5,719.73 |
| **b) Net working capital** | | | | |
| Current asset | 3,877.69 | 2,535.98 | 2,589.43 | 2,448.68 |
| Current Liabilities | 2,054.53 | 1,799.05 | 2,450.60 | 2,442.75 |
| **Net working capital** | 1,823.16 | 736.93 | 138.82 | 5.92 |
| **Average working capital** | 1,280.04 | 437.88 | 72.37 | 218.06 |
| **Net capital turnover ratio** | 2.34 | 16.69 | 114.27 | 26.23 |
| % change from previous year | (85.99%) | (85.39%) | 335.64% | 289.41% |

| | | | | |
|---|---|---|---|---|
| **Reason for change more than 25%** | The Change in the ratio is due to decrease in current liabilities during the year | The Change in the ratio is due to decrease in current liabilities during the year | The Change in the ratio is due to increase in sales during the year | The Change in the ratio is due to increase in sales during the year |

**ix) Net profit ratio = Net profit after tax divided by revenue from operations**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30 Sep 2024 | As at 31 March 2024 | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|---|---|
| | | | | |
| **a) Profit after tax** | 805.35 | 1,245.12 | 1,188.85 | 834.62 |
| **b) Revenue from operations** | 2,993.51 | 7,310.03 | 8,269.97 | 5,719.73 |
| **Net profit ratio** | 26.90% | 17.03% | 14.38% | 14.59% |
| % change from previous year | 57.95% | 18.49% | (1.48%) | 179.02% |
| **Reason for change more than 25%** | The Change in the ratio is due to increase in profit during the period | NA | NA | The Change in the ratio is due to increase in profit during the year |

**x) Return on capital employed = Earnings before interest and tax divided by capital employed**

**Rs. in millions, unless otherwise stated**

| Particulars | As at 30 Sep 2024 | As at 31 March 2024 | As at 31 March 2023 | As at 31 March 2022 |
|---|---|---|---|---|
| **(a) Earnings before interest and tax** | | | | |
| Profit Before tax | 1,077.48 | 1,668.76 | 1,594.63 | 1,141.71 |
| Interest Expenses | 40.81 | 107.16 | 158.22 | 148.96 |
| Exceptional Item | (232.31) | 0.18 | (33.73) | (1.00) |
| **Earnings before interest and tax** | **885.98** | **1,776.10** | **1,719.12** | **1,289.66** |
| **b) Capital employed** | | | | |
| Tangible Net Worth | 2,930.34 | 3,113.09 | 2,531.74 | 1,511.31 |
| Total Debt | 2,645.43 | 1,588.84 | 1,754.51 | 2,349.71 |
| Deferred Tax Liability/(Asset) | 403.99 | 324.92 | 231.30 | 110.82 |
| **Capital employed** | **5,979.75** | **5,026.85** | **4,517.55** | **3,971.85** |
| **Return on capital employed** | 14.82%* | 35.33% | 38.05% | 32.47% |
| % change from previous year | NA | (7.15%) | 17.20% | 157.62% |
| **Reason for change more than 25%** | NA | NA | NA | The Change in the ratio is due to Increase in profit during the year |

**Not Annualised*

**xi) Return on Investment:** Not Applicable (N/A) - The Company has not generated any returns on its investments

**50. First Time Ind As Adoption Reconciliation**

For the purpose of Special Purpose Ind AS Financial Statement for the period ended September 30, 2024, March 31, 2024, March 31, 2023, March 31, 2022, the Company has adopted Ind AS with effect from 1st April 2024 with comparatives being restated. Accordingly, the impact of transition has been provided in the Opening Reserves as at 1st April 2021. The figures for the previous periods have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS: -

**(i) Classification and measurement of financial assets**

The Company has assessed conditions for classification of the financial assets on the basis of the facts and circumstances that were exist on the date of transition to Ind AS.

**(ii) Deemed cost of property, plant and equipment and intangible assets**

The Company has elected to measure items of property, plant and equipment and intangible assets at its carrying value at the transition date.

**(iii) Fair value measurement of financial assets and financial liabilities at initial recognition**

The Company has applied the requirements in paragraph B5.1.2A (b) of Ind AS 109 prospectively to transactions entered into on or after the date of transition to Ind AS. This exemption has been availed by the Company.

**(iv) Business Combinations**

Ind AS 101 provides the option to apply Ind AS 103 prospectively from the transition date or from a specific date prior to the transition date. This provides relief from full retrospective application that would require restatement of all business combinations prior to the transition date. The Company elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Business combinations occurring prior to the transition date have not been restated.

**(v) Investments in Subsidiaries**

The Company has elected to measure Investment in Subsidiaries at cost.

**I) Reconciliation of Total Equity**

**Rs. in millions, unless otherwise stated**

| **Particulars** | **As at Sep 30, 2024** | **As at March 31, 2024** | **As at March 31, 2023** | **As at March 31, 2022** |
|---|---|---|---|---|
| **Equity as per previous GAAP** | **2,971.78** | **2,574.85** | **2,221.26** | **1,402.77** |
| **Add / (Less) : Adjustments for GAAP Differences** | | | | |
| Depreciation adjustment | - | 1,339.60 | 946.51 | 485.94 |
| Profit/ loss on sale of fixed assets | - | (29.48) | (28.36) | 0.19 |
| Provision for Expected Credit Losses | - | (20.55) | (19.30) | (15.13) |
| Provision of audit fees | - | (0.52) | (0.52) | (0.52) |
| Provision of Income tax | - | (329.98) | (285.24) | (196.26) |
| Provision of Deferred Tax | - | (336.76) | (240.82) | (119.60) |
| Effect of Retained Earning of Fixed Assets | - | (10.64) | (10.64) | (10.64) |
| Recognition of Gratuity Liability as per Actuarial Valuation | - | (45.82) | (33.65) | (25.29) |
| Reserves of Subsidiary | - | (0.08) | (0.06) | - |

| Particulars | As at Sep 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---|---|---|---|
| Tax impact on Ind AS adjustments | - | (3.93) | (2.20) | (0.35) |
| Deferred tax impact | - | 11.85 | 9.52 | 8.77 |
| Other Ind AS adjustments | - | 3.29 | 1.56 | (0.18) |
| **Equity as per Ind AS** | **2,971.78** | **3,151.83** | **2,558.07** | **1,529.71** |

**II) Reconciliation of Total Comprehensive Income**

**Rs. in millions, unless otherwise stated**

| Particulars | As at Sep 30, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2022 |
|---|---|---|---|---|
| **Profit for the year as per previous GAAP** | **807.06** | **1,297.09** | **1,182.22** | **676.42** |
| **Add / (Less) : Adjustments for GAAP Differences** | | | | |
| Depreciation expense | - | 393.09 | 460.57 | 485.94 |
| Profit/loss on sale of Fixed Assets | - | (1.12) | (28.54) | 0.19 |
| Provision of Income Tax | - | (329.98) | (285.24) | (196.26) |
| Provision of Deferred Tax | - | (95.94) | (121.22) | (119.60) |
| Provision for Expected Credit Losses | - | (1.25) | (4.17) | (9.56) |
| Recognition of Gratuity Liability as per Actuarial Valuation | - | (12.17) | (8.36) | (9.94) |
| Loss of subsidiary | - | (0.19) | - | - |
| Tax impact on Ind AS adjustments | - | (1.73) | (1.85) | (0.35) |
| Deferred tax impact | - | 2.33 | 0.75 | 8.77 |
| Other Ind AS adjustments | - | - | - | - |
| **Total Comprehensive Income as per Ind AS** | **807.06** | **1,250.12** | **1,194.16** | **835.62** |

**III) Notes on reconciliations between previous GAAP and Ind AS**

The company was earlier a partnership firm i.e. M/s Shreeji Shipping. The same was converted to a company as on 11.04.2024. Thus, Appropriate adjustments have been made in the restated statement of assets and liabilities, restated statement of profit and loss and restated statement of cash flows, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the company as at and for the year ended 31 March 2022, 31 March 2021, 31 March 2020 prepared in accordance with Revised Schedule III to the Act and in compliance with Indian Accounting Standards (Ind AS') notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act, to the extent applicable and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended). Summarized above are the restatement adjustments made to the Total Comprehensive Income and its Impact on Total Equity of Audited financial statements for the period ended September 30, 2024 and for the year ended 31st March, 2024, 31st March, 2023 and 31st March, 2022 special purpose Ind AS audited financial statements of the company and with audited partnership account of the company of respective period and their consequential impact on the profit/(loss) of the company. Accordingly, suitable restatement adjustments (both re-measurements and re-classifications) in the accounting heads are made to the Ind AS financial information as of and for the financial years ended March 31, 2024, 2023 and 2022 following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions) consistent with that used at the date of transition to Ind AS (i.e. 1st April, 2021).

**51. Events occurring after reporting period:**

1. Company has purchased 8 (Eight) Barges on 14th October, 2024 from Shreeji Shipping Services (I) Limited amounting to ₹ 296.63 million (including GST).
2. After September 30, 2024, Kotak Mahindra Bank has sanctioned increased fund based and non-fund based working capital limit amounting to ₹ 1,770.00 million from ₹ 270.00 million as follows:

| Date of Sanctioned letter | Existing Limits (₹ in millions) | Revised Limits (₹ in millions) |
|---|---|---|
| 21st October, 2024 | 270.00 | 770.00 |
| 13th November, 2024 | 770.00 | 1270.00 |
| 16th November, 2024 | 1,270.00 | 1,770.00 |

3. Company has received a Letter of Award (LOA) dated January 1, 2025, issued by Eastern Coalfields Limited (ECL) to the consortium of M/s Nuravi Imports and Exports Private Limited, Shreeji Shipping Global Limited (formerly known as Shree Shipping Global Private Limited) and M/s GKR Infracon (India) Private Limited ("NEPL- SSGPL-GKR") for the development and operation of Chuperbita-Simlong Opencast Project at Godda, Sahibganj & Pakur District, Jharkhand, to which the consortium of NEPL-SSGPL-GKR tendered its acceptance on January 04, 2025.

**52. Other Confirmations:**

(a) The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of accounts, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company have used accounting software for maintaining their books of account, where the feature of recording audit trail has operated throughout the six-month ended September 30, 2024 for all relevant transactions recorded in the software.

(b) Certain previous year amounts have been reclassified for consistency with the current year presentation. Such reclassification did not have any impact on the current year restated consolidated financial information. (Refer Part B of Annexure-VI for material reclassifications).

(c) The figures have been rounded off to the nearest million of rupees upto two decimal places. The figure 0.00 wherever stated represents value less than Rs. 50,000/-.

53. **Additional disclosure required under Schedule III of the Act of the entities consolidated as subsidiary and joint venture:**

| **As at 30 September 2024** | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Name of entity** | **Net assets i.e. total assets minus total liabilities** | | **Share in statement of profit & loss** | | **Share in other comprehensive income** | | **Share in total comprehensive income** | |
| | **As % of Consolidated net assets** | **Amount (Rs. In million)** | **As % of Consolidated net assets** | **Amount (Rs. In million)** | **As % of Consolidated net assets** | **Amount (Rs. In million)** | **As % of Consolidated net assets** | **Amount (Rs. In million)** |
| **Holding Company** | | | | | | | | |
| Shreeji Shipping Global Limited | 100.00% | 2,971.87 | 100.01% | 805.40 | 100.00% | 1.71 | 100.01% | 807.10 |
| | | | | | | | | |
| **Subsidiary** | | | | | | | | |
| **Foreign** | | | | | | | | |
| USL Lanka Logistics Pvt Ltd | 0.10% | 2.97 | (0.00) | (0.05) | 0.00% | 0.00 | (0.00) | (0.05) |
| | | | | | | | | |
| Eliminations and consolidation adjustments | -0.10% | (3.07) | - | - | - | - | - | - |
| **Total** | **100.00%** | **2971.78** | **100.00%** | **805.35** | **100.00%** | **1.71** | **100.00%** | **807.06** |

| **As at 31 March 2024** | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Name of entity** | **Net assets i.e. total assets minus total liabilities** | | **Share in statement of profit & loss** | | **Share in other comprehensive income** | | **Share in total comprehensive income** | |
| | **As % of Consolidated net assets** | **Amount (Rs. In million)** | **As % of Consolidated net assets** | **Amount (Rs. In million)** | **As % of Consolidated net assets** | **Amount (Rs. In million)** | **As % of Consolidated net assets** | **Amount (Rs. In million)** |
| **Holding Company** | | | | | | | | |
| Shreeji Shipping Global Limited | 100.00% | 3151.91 | 100.02% | 1245.31 | 100.00% | 5.00 | 100.02% | 1250.32 |
| | | | | | | | | |
| **Subsidiary** | | | | | | | | |

| As at 31 March 2024 | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Name of entity** | **Net assets i.e. total assets minus total liabilities** | | **Share in statement of profit & loss** | | **Share in other comprehensive income** | | **Share in total comprehensive income** | |
| | **As % of Consolidated net assets** | **Amount (Rs. In million)** | **As % of Consolidated net assets** | **Amount (Rs. In million)** | **As % of Consolidated net assets** | **Amount (Rs. In million)** | **As % of Consolidated net assets** | **Amount (Rs. In million)** |
| **Foreign** | | | | | | | | |
| USL Lanka Logistics Pvt Ltd | 0.09% | 2.97 | -0.02% | (0.19) | 0.00% | 0.00 | -0.02% | -0.19 |
| | | | | | | | | |
| Eliminations and consolidation adjustments | -0.10% | (3.06) | - | - | - | - | - | - |
| **Total** | **100.00%** | **3151.83** | **100.00%** | **1245.12** | **100.00%** | **5.00** | **100.00%** | **1250.12** |

| As at 31 March 2023 | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Name of entity** | **Net assets i.e. total assets minus total liabilities** | | **Share in statement of profit & loss** | | **Share in other comprehensive income** | | **Share in total comprehensive income** | |
| | **As % of Consolidated net assets** | **Amount (Rs. In million)** | **As % of Consolidated net assets** | **Amount (Rs. In million)** | **As % of Consolidated net assets** | **Amount (Rs. In million)** | **As % of Consolidated net assets** | **Amount (Rs. In million)** |
| **Holding Company** | | | | | | | | |
| Shreeji Shipping Global Limited | 100.00% | 2,558.18 | 100.00% | 1,188.85 | 100.00% | 5.31 | 100.00% | 1,194.16 |
| | | | | | | | | |
| **Subsidiary** | | | | | | | | |
| **Foreign** | | | | | | | | |
| USL Lanka Logistics Pvt Ltd | 0.11% | 2.88 | - | - | - | - | - | - |
| | | | | | | | | |
| Eliminations and consolidation adjustments | -0.12% | (2.99) | - | - | - | - | - | - |
| **Total** | **100.00%** | **2,558.07** | **100.00%** | **1,188.85** | **100.00%** | **5.31** | **100.00%** | **1,194.16** |

**54. Group information:**

**Information about subsidiary:**

| **Name of Company** | **Relationship with holding company** | **Nature of business** | **Country of incorporation** | **Proportion of interest (%)** | | |
|---|---|---|---|---|---|---|
| | | | | **30-Sep-24** | **31-Mar-24** | **31-Mar-23** |
| USL Lanka Logistics Private Limited | Subsidiary | Support services to construction activities | Sri Lanka | 100.00% | 100.00% | 100.00% |
| Shreeji Global IFSC Private Limited* | Subsidiary | Ship Leasing | India | - | - | - |

*The Company Shreeji Global IFSC Private Limited a wholly owned subsidiary of Shreeji Shipping Global Limited was incorporated on 31/08/2024. Since it is proposed to carry out its object of Ship Leasing in GIFT City, Gandhinagar under IFSCA Regulations, we are under process of applying for the IFSC Registration. Once the registration is being received, after that we will proceed for the Bank Account Opening and further Credit of Subscription entries. This Compliances will be done within the stipulated time given under the Companies Act, 2013.

**For Sarda & Sarda**
**Chartered Accountants**
**FRN: 109264W**

**For and on behalf of board of directors of SHREEJI SHIPPING GLOBAL LIMITED**

**Rajnikant Pragada**
**Proprietor**
**Membership No: 118132**

**Jitendrakumar Haridas Lal**
**Joint Managing Director**
**DIN: 00991555**

**Ashokkumar Lal**
**Chairman and Managing Director**
**DIN: 01736933**

**Archanaba Gohil**
**Company Secretary**

**Harshida Bhanushali**
**Chief Financial Officer**

**Place: Jamnagar**

**Date: January 07, 2025**

**Place: Jamnagar**

**Date: January 07, 2025**

**Place: Jamnagar**

**Date: January 07, 2025**

## OTHER FINANCIAL INFORMATION

### Accounting ratios derived from the Restated Financial Information

The accounting ratios of our Company as required under Item 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

*(₹ in million, unless otherwise mentioned)*

| | Particulars | For the six months period ended September 30, 2024* | For the year ended March 31, 2024 | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
|---|---|---|---|---|---|
| **1** | **Earnings per share: basic and diluted** | | | | |
| **(i)** | ***With Exceptional Items*** | | | | |
| | Restated profit for the year (A) | 807.06 | 1,250.12 | 1,194.16 | 835.62 |
| | Weighted average number of equity shares at the end of the year for the calculation of basic and diluted earnings per share | | | | |
| | -Basic (B) (In Numbers) | 14,66,16,178 | 14,66,15,600 | 14,66,15,600 | 14,66,15,600 |
| | -Diluted (C) (In Numbers) | 14,66,16,178 | 14,66,15,600 | 14,66,15,600 | 14,66,15,600 |
| | **Restated basic earnings per share** (A/B) (in ₹) | 5.49 | 8.49 | 8.11 | 5.69 |
| | **Restated diluted earnings per share** (A/C) (in ₹) | 5.49 | 8.49 | 8.11 | 5.69 |
| **2** | **Return on net worth** | | | | |
| | Restated profit for the year *(with exceptional items)* (A) | 805.35 | 1,245.12 | 1,188.85 | 834.62 |
| | Net worth (E) | 3,061.80 | 2,854.95 | 2,043.89 | 918.25 |
| | **Return on net worth (in %)** (A/E)*100 | 26.30 | 43.61 | 58.17 | 90.89 |
| **3** | **Net asset value per share** | | | | |
| | Net worth (E) | 2,971.78 | 3,151.83 | 2,558.07 | 1,529.71 |
| | Outstanding number of equity shares at the end of the year/ period, as adjusted for bonus issue# (F) (In Numbers) | 14,66,16,178 | 14,66,15,600 | 14,66,15,600 | 14,66,15,600 |
| | **Net asset value per equity share (₹) (E/F)** | 20.27 | 21.50 | 17.45 | 10.43 |
| **4** | **EBITDA** | 993.55 | 1,978.91 | 1,887.13 | 1,409.07 |

**Not Annualised*

*Notes:*

1. *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year. This has been adjusted by giving effect to (i) bonus issuance subsequent to respective balance sheet dates for all periods presented (ii) Elimination of inter group cross holdings of equity shares.*
2. *Basic and Diluted earnings per equity share: Restated profit for the year divided by the weighted average number of shares at the end of the year. Basic and diluted EPS are computed in accordance with Ind AS 33 - Earnings per share.*

3. *Return on net worth %: Return on Net Worth (%) is calculated by dividing the restated profit for the year by the Net worth.*
4. *Net assets value per share (in ₹): Net Asset Value per Share represents Net worth divided by the numbers of shares outstanding at the end of respective year. The number of shares outstanding at the end of reporting period has been adjusted by giving effect of bonus issuance subsequent to respective balance sheet dates for all periods presented.*
5. *"Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation as per the SEBI ICDR Regulations as at six months period ended September 30, 2024 and financial year ended March 31, 2024, March 31, 2023 and March 31, 2022.*
6. *EBITDA = PAT + (finance Costs+ depreciation and amortization expenses+ total tax expense) - exceptional items.*

In accordance with the with Schedule VI, Part A (11)(I)(A)(ii)(b) of the SEBI ICDR Regulations, the audited financial information of our Company for the six months period ended September 30, 2024 and year ended March 31, 2024, March 31, 2023 and March 31, 2022 (collectively, the "Audited Financial Information") is available on our website at www.shreejishipping.in.Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Information do not and will not constitute, (i) a part of this Draft Red Herring Prospectus; (ii) the Red Herring Prospectus or (iii) the Prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any issue or an issue document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Information should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Due caution is advised when accessing and placing reliance on any historic or other information available in the public domain.

None of our Company or any of its advisors, nor BRLMs nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Information, or the opinions expressed therein.

# RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards, i.e., Ind AS 24 'Related Party Disclosures' for the six months period ended September 30, 2024 and Fiscals 2024, 2023 and 2022 and as reported in the Restated Financial Information, see "*Financial Information – Related Party Disclosures*" beginning on page 331.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Draft Red Herring Prospectus may include forward-looking statements that involve risks and uncertainties, and our actual financial performance may materially vary from the conditions contemplated in such forward-looking statements as a result of various factors, including those described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "*Forward-Looking Statements*" on page 20. Also read "*Risk Factors*" and *"– Significant Factors Affecting our Results of Operations and financial condition*" on pages 35 and 332, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations.

You should read the following discussion in conjunction with our Restated Consolidated Financial Information included herein as of and for the six months period ended September 30, 2024 and the Fiscal 2024, 2023 and 2022, including the related notes, schedules and annexures. Our Restated Consolidated Financial Information have been prepared in accordance with Ind AS and restated in accordance with the requirements of Section 26 of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note. Ind AS differs in certain material respects from IFRS and US GAAP.

Our Financial Year commences on April 1 and ends on March 31 of each year, and all references to a particular Financial Year are to the 12 months ended March 31 of that year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from section titled "*Financial Information*" beginning on page 246.

We have exclusively commissioned and paid for the services of independent third party research agency, Dun & Bradstreet ("***D&B***") for the purposes of confirming our understanding of the industry in connection with the Issue, and have relied on the report titled "*Indian Shipping and Logistic Industry*" dated December 30, 2024 (the "***D&B Report***"), for industry related data in this Draft Red Herring Prospectus, including in the sections "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 129, 178 and 332, respectively. We officially engaged D&B in connection with the preparation of the D&B Report pursuant to an engagement letter dated July 24, 2024. The D&B Report is available on the website of our Company at www.shreejishipping.in till the Bid/Issue Closing Date and has also been included in "*Material Contracts and Documents for Inspection – Material Documents*" on page 469. The data included herein includes excerpts from the D&B Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Issue), that has been left out or changed in any manner. Unless otherwise indicated, all financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year, refers to such information for the relevant financial year.

### Overview

Our company provides shipping and logistic solution for dry bulk cargo at various Ports and Jetties at India and Sri Lanka. As of September 30, 2024, we have fleet of more than 75 vessels (consisting of Barges, Mini Bulk Carriers (MBCs), Tug Boats and floating cranes) and more than 380 earthmoving equipment (consisting of Material Handling machines, Excavators, pay loaders, Tippers including Trailers, Tankers and Other Vehicles) in services of our clients. We have a legacy of more than two and half decades in the shipping and logistic industry with prominent experience in cargo handling, transportation, fleet chartering and equipment rentals and other ancillary services. We are the flagship company of Jamnagar based "Shreeji Group", promoted and led by Ashokkumar Haridas Lal and Jitendra Haridas Lal, having combined experience of more than 55 (Fifty-Five) years in the shipping and logistics industry. Under their leadership, our company has evolved into an integrated shipping and logistic solution provider for dry bulk cargo handling at all-weather and seasonal ports in India and Sri Lanka. Though, we provide our services at major ports, we are primarily focused on non-major ports and jetties, particularly along the West Coast of India. As of September 30, 2024, we have provided our services at more than 20 (Twenty) ports and jetties including Major Indian ports at Kandla, Non-major ports at Navlakhi, Magdalla, Bhavnagar, Bedi and Dharmatar and overseas port at Puttalam Port (Sri Lanka). *(Source: Dun & Bradstreet Report).*

Our company was erstwhile established as partnership firm in the year 1995, in the name of M/s. Shreeji Shipping. With our promoters, Ashokkumar Haridas Lal and Jitendra Haridas Lal, having significant experience in the shipping and logistics sector, the partnership firm has evolved its business to provide integrated shipping and logistic services, which later on converted in our present company in April, 2024, in order to optimise the business operations and avail benefits of corporate structure.

We offer comprehensive shipping and logistic solutions for dry bulk cargo, including cargo handling and transportation services. Under our cargo handling segment, we provide STS (Ship to Ship) Lighterage, Stevedoring and other port services including cargo management services. Further, as a part of logistic supply chain, we also provide transportation services for dry bulk cargo including port to premise drop-off and vice versa. For the six months period ended September 30, 2024 and for the Fiscal ended 2024, 2023 and 2022, our company handled total cargo volume of 6.99 MMTs, 13.78 MMTs, 13.87 MMTs and 14.24 MMTs, respectively. For the same period, volume of cargo transported by our company was 1.97 MMTs, 2.96 MMTs, 2.74 MMTs and 1.05 MMTs, respectively.

We believe that our prolong experience in the shipping and logistic industry and wide network of transportation and distribution model helps us to deliver our solutions to customers engaged across various industries. We primarily cater to the needs of our customers in various sectors including Oil and Gas, Energy and Power, Fast Moving Consumer Goods (FMCG), Coal and Metal Industry. Our complete integrated end to end shipping and logistic services provides our customers with a preferable option of single-window solutions thereby negating the need to approach multiple service providers at different levels in the chain of shipping and logistic services. Further, our integrated service model provides us with greater business opportunities from our customers involving wide range of services, contributing to our revenue and profitability.

For the six months period ended September 30, 2024, on a restated consolidated basis, we have generated a revenue from operations of ₹ 2,993.51 million, EBITDA from continuing operations of ₹ 993.55 million and PAT from continuing operations of ₹ 805.35 million. For the fiscal year ended March 31, 2024, on a restated consolidated basis, we generated a revenue from operations of ₹ 7,310.03 million, EBITDA from continuing operations of ₹ 1,978.91 million and PAT from continuing operations of ₹ 1,245.12 million. For the last three fiscal years, on a restated consolidated basis, our revenue from operations, EBITDA and PAT from continuing operations grew at a CAGR of 13.05%, 18.51% and 22.14%, respectively. According to Dun & Bradstreet, the cargo handled at ports in India is expected to grow at a CAGR of 10.80% from 1,540 MMTs of cargo in Fiscal 2022 and to 2,849 MMTs in Fiscal 2030. Further, total cargo handled by ports situated in Gujarat is expected to increase from 317.20 MMTs in Fiscal 2024 to 720 MMTs in Fiscal 2030, representing CAGR of 17.50%.

**Key Performance Indicators**

**Details of KPIs for the six months period ended September 30, 2024 and for the Fiscal 2024, 2023 and 2022:**

| Sr No | Particulars | For the six months period ended September 30, 2024* | For the fiscal ended | | |
|---|---|---|---|---|---|
| | | | 2024 | 2023 | 2022 |
| ***Financial KPIs*** | | | | | |
| 1. | Total Income (₹ in million) | 3,009.77 | 7,361.74 | 8,273.29 | 5,726.20 |
| 2. | Revenue from Operations (₹ in million) | 2,993.51 | 7,310.03 | 8,269.97 | 5,719.73 |
| 3. | Revenue CAGR Fiscal 2022 to Fiscal 2024 (%) | NA | 13.05% | | |
| 4. | EBITDA (₹ in million) | 993.55 | 1,978.91 | 1,887.13 | 1,409.07 |
| 5. | EBITDA Margin (%) | 33.19% | 27.07% | 22.82% | 24.64% |
| 6. | EBITDA CAGR Fiscal 2022 to Fiscal 2024 (%) | NA | 18.51% | | |
| 7. | Profit after tax (PAT) (₹ in million) | 805.35 | 1,245.12 | 1,188.85 | 834.62 |
| 8. | PAT Margin (%) | 26.90% | 17.03% | 14.38% | 14.59% |

| Sr No | Particulars | For the six months period ended September 30, 2024* | For the fiscal ended | | |
|---|---|---|---|---|---|
| | | | 2024 | 2023 | 2022 |
| 9. | PAT CAGR Fiscal 2022 to Fiscal 2024 (%) | NA | 22.14% | | |
| 10. | Return on Equity (RoE) (%) | 26.30% | 43.61% | 58.17% | 90.89% |
| 11. | Return on Capital Employed (%) | 14.82% | 35.33% | 38.05% | 32.47% |
| 12. | Net Operating Cash Flows (₹ in millions) | (281.10) | 1,600.27 | 1,579.33 | 1,431.64 |
| 13. | Fixed Tangible Asset Turnover Ratio (in Times) | 0.87 | 1.97 | 2.29 | 1.94 |
| 14. | Debt to Equity Ratio (in Times) | 0.89 | 0.50 | 0.69 | 1.54 |
| 15. | Debt Service Coverage Ratio (in Times) | 7.64 | 5.97 | 2.23 | 2.30 |
| 16. | Current Ratio (in Times) | 1.89 | 1.41 | 1.06 | 1.00 |
| ***Operational KPIs*** | | | | | |
| 17. | Volume of Cargo Handled (in MMTs) | 6.99 | 13.78 | 13.87 | 14.24 |
| 18. | Volume of Cargo Transported (in MMTs) | 1.05 | 2.74 | 2.96 | 1.97 |
| 19. | Number of Customers served | 76 | 102 | 96 | 95 |

**Not Annualised*
*NA= Not Applicable*

***Notes:***

1. *Total Income means addition of revenue from operations and other income.*
2. *Revenue from Operations means addition of revenue from customers and other operating income.*
3. *Revenue CAGR Fiscal 2022 to Fiscal 2024 (%) is calculated as "(Revenue for the Fiscal 2024 / Revenue for the Fiscal 2022)^(1 / Number of Years) – 1".*
4. *EBITDA = Restated profit for the year/ period before exceptional items + finance costs + total tax expense/(credit) + depreciation and amortisation expense.*
5. *EBITDA Margin (%) = EBITDA / Revenue from Operations.*
6. *EBITDA CAGR Fiscal 2022 to Fiscal 2024 (%) is calculated as "(EBITDA for the Fiscal 2024 / EBITDA for the Fiscal 2022)^(1 / Number of Years) – 1".*
7. *PAT means profit for the year / period provides information regarding the overall profitability of the business.*
8. *PAT Margin (%) = PAT / Revenue from Operations.*
9. *PAT CAGR Fiscal 2022 to Fiscal 2024 (%) is calculated as "(PAT for the Fiscal 2024 / PAT for the Fiscal 2022)^(1 / Number of Years) –1".*
10. *Return on Equity is calculated as restated profit after tax for the year divided by average total equity.*
11. *Return on Capital Employed (%) is calculated as earning before interest and tax (EBIT) / Capital Employed. EBIT is calculated as "Profit*

*before tax and exceptional item + Interest expenses" and Capital Employed is calculated as "Total Equity + Non-Current Borrowings + Current Borrowing+ Deferred Tax Asset/(Liability) – Intangible Assets including Intangible Asset Under Development".*

12. *Net Operating Cash Flows means Cash Generated from Operations after income taxes paid.*
13. *Fixed Tangible Asset Turnover Ratio is calculated as restated revenue from operations divided by Tangible assets for the respective period/year.*
14. *Debt to Equity ratio is calculated as Total of "non-current borrowings and current borrowings" / Total Equity.*
15. *Debt Service Coverage Ratio is calculated as earnings available for debt services (calculated as Profit after tax + interest expenses + Depreciation and amortisation expenses+(Profit)/Loss on sale of fixed assets) divided by Total interest and principal repayments.*
16. *Current ratio is calculated as restated total current assets divided total current liabilities.*
17. *Volume Cargo Handled represents Million Metric Tonnes (MMTs) of cargo handled by the company under its cargo handling vertical for the respective period/year.*
18. *Volume Cargo Transported means Million Metric Tonnes (MMTs) of cargo transported by the company under its transportation vertical for the respective period/year.*
19. *Number of customers served means customers for the respective period/year. Such number of customers may consist of common parties in all of the respective period/year*

### Key Performance Indicators and Non-GAAP Financial Measures

We use certain supplemental Non-GAAP Measures and certain operational performance indicators such as cargo handled at Indian Ports and overseas ports and number of customers served to review and analyse our financial and operating performance from period to period, to evaluate our business, and for forecasting purposes. Although these Non-GAAP Measures, financial and operational performance indicators and other industry measures are not a measure of performance calculated in accordance with applicable accounting standards, our management believes that they are useful to an investor in evaluating us because they are widely used measures to evaluate a company's operating and financial performance. Further, our management believes that when taken collectively with financial measures prepared in accordance with Ind AS, these Non-GAAP Measures, financial and operational performance indicators and other industry measures may be helpful to investors because they provide an additional tool for investors to use in evaluating our ongoing results and trends. Presentation of these Non-GAAP Measures, financial and operational performance indicators and other industry measures should not be considered in isolation from, or as a substitute for, analysis of our historical financial performance, as reported and presented in our Restated Consolidated Financial Information set out in this Draft Red Herring Prospectus.

These Non-GAAP Measures, financial and operational performance indicators and other industry measures are not defined under, or presented in accordance with, Ind AS and have limitations as analytical tools which indicate, among other things, that they do not reflect our cash expenditures or future requirements for capital expenditure or contractual commitments; changes in, or cash requirements for, our working capital needs; and the finance cost, or cash requirements. Although depreciation and amortization are non-cash charges, the assets being depreciated and amortised will often have to be replaced in the future, and these measures do not reflect any cash requirements for such replacements.

These Non-GAAP Measures, financial and operational performance indicators and other industry measures may differ from similar titled information used by other companies, who may calculate such information differently and hence their comparability with those used by us may be limited. Therefore, these Non-GAAP Measures, financial and operational performance indicators and other industry measures should not be viewed as substitutes for performance or profitability measures under Ind AS or as indicators of our operating performance, financial condition, cash flows, liquidity or profitability. Set out below are definitions of, and reconciliation to GAAP measures pertaining to, certain key Non-GAAP Measures presented in this Draft Red Herring Prospectus, along with a brief explanation of their calculation. Also see "*Risk Factors— 43. This Draft Red Herring Prospectus includes certain Non-GAAP Measures, financial and operational performance indicators and other industry measures related to our operations and financial performance. The Non-GAAP Measures and industry measures may vary from any standard methodology that is applicable across the Indian shipping and logistics industry and, therefore, may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies*." on page 67.

#### *EBIT, EBITDA and EBITDA Margin*

"**EBIT**" is defined as earnings before interest, taxes and exceptional item after. "**EBITDA**" is defined as earnings before interest, taxes, depreciation and amortisation and exceptional item. "**EBITDA Margin**" is defined as our EBITDA during a given period as a percentage of revenue from operations during that period. The table below reconciles our profit for the particular period/year to EBIT and EBITDA, for the periods indicated, and sets out our EBITDA Margin, for the periods indicated.

*(₹ million, unless otherwise specified)*

| Particulars | For the six months period ended September 30, 2024* | For the fiscal ended | | |
|---|---|---|---|---|
| | | 2024 | 2023 | 2022 |
| **Profit for the Year (A)** | **805.35** | **1,245.12** | **1,188.85** | **834.62** |
| **Add:** | | | | |
| Interest Expenses | 40.81 | 107.16 | 158.22 | 148.96 |
| Tax Expenses | 272.13 | 423.64 | 405.78 | 307.09 |
| Adjustment of Exceptional Item(1) | (232.31) | 0.18 | (33.73) | (1.00) |
| **EBIT (B)** | **885.98** | **1,776.10** | **1,719.12** | **1,289.66** |
| Add: | | | | |
| Depreciation and Amortization Expenses | 107.57 | 202.81 | 168.01 | 119.41 |
| **EBITDA (C)** | **993.55** | **1,978.91** | **1,887.13** | **1,409.07** |
| **Revenue from operations (D)** | **2,993.51** | **7,310.03** | **8,269.97** | **5,719.73** |
| **EBITDA Margin (C/D) (%)** | **33.19%** | **27.07%** | **22.82%** | **24.64%** |
| Change in basis points (bps) from previous year (%) | 6.12 | 4.25 | (1.82) | - |
| Percentage increase/(decrease) from previous year (%)(2) | 22.60% | 18.63% | (7.37%) | - |

**Not Annualised*

1. *Exceptional item consists of (gain)/loss on sale of fixed assets.*
2. *The EBITDA Margin for six months ended September 30, 2024, has increased by 22.60% from 27.07% in Fiscal 2024 to 33.19% in six months period ended September 30, 2024. While, EBITDA Margin increased by 18.63% from 22.82% in Fiscal 2023 to 27.07% in Fiscal 2024. The primary reason for such increase is due to cost optimisation leading to reduced cost of service as a percentage of revenue from operations. The EBITDA margin decreased by 7.37% from 24.64% in Fiscal 2022 to 22.82% in Fiscal 2023, due to increase in cost of services as a percentage of revenue from operations.*

***Profit After Tax and Profit After Tax Margin (%)***

"**Profit After Tax**" means profit for the year / period and provides information regarding the overall profitability of the business. "**Profit After Tax Margin**" quantifies our efficiency in generating profits from our revenue and is calculated by dividing our profit for the year by our revenue from operations during the relevant year/period. The table below sets out our Profit Margin, for the periods indicated.

*(₹ million, unless otherwise specified)*

| Particulars | For the six months period ended September 30, 2024* | For the fiscal ended | | |
|---|---|---|---|---|
| | | 2024 | 2023 | 2022 |
| Profit for the Year (A) | 805.35 | 1,245.12 | 1,188.85 | 834.62 |
| Revenue from operations (B) | 2,993.51 | 7,310.03 | 8,269.97 | 5,719.73 |
| **Profit Margin (A/B) (%)** | **26.90%** | **17.03%** | **14.38%** | **14.59%** |
| Change in basis points (bps) from previous year (%) | 9.87 | 2.66 | (0.22) | - |
| Percentage increase/(decrease) from previous year (%)(1) | 57.95% | 18.49% | (1.48%) | - |

**Not Annualised*

1. *The PAT Margin for six months ended September 30, 2024, has increased by 57.95% from 17.03% in Fiscal 2024 to 26.90% in six months period ended September 30, 2024. The primary reason for such increase is due to cost optimisation leading to reduced cost of service as a percentage of revenue from operations. The PAT margin decreased by 1.48% from 14.59% in Fiscal 2022 to 14.38% in Fiscal 2023, due to increase in cost of services as a percentage of revenue from operations.*

***Return on Equity (%)***

Return on equity ("**RoE**") is calculated as restated profit after tax for the year divided by average total equity and is expressed as a percentage. The table below sets out the reconciliation of our RoE to our profit, for the periods indicated.

*(₹ million, unless otherwise specified)*

| **Particulars** | **For the six months period ended September 30, 2024** | **For the fiscal ended** | | |
|---|---|---|---|---|
| | | **2024** | **2023** | **2022** |
| Profit for the Year (A) | 805.35 | 1,245.12 | 1,188.85 | 834.62 |
| Average Total Equity (B) | 3,061.80 | 2,854.95 | 2,043.89 | 918.25 |
| **RoE (A/B) (%)** | **26.30%*** | **43.61%** | **58.17%** | **90.89%** |
| Change in basis points (bps) from previous year (%) | NA | (14.55) | (32.78) | - |
| Percentage increase/(decrease) from previous year (%)(1) | NA | (25.02%) | (36.01%) | - |

**Not Annualised*
*NA=Not Applicable*
*(1) Our RoE decreased by 25.02% to 43.61% in Fiscal 2024 from 58.17% in Fiscal 2023 primarily due to increase in our average total equity. Our RoE decreased by 36.01% to 58.17% in Fiscal 2023 from 90.89% in Fiscal 2022 primarily due to an increase in our average total equity.*

***Return on Capital Employed (%)***

Return on Capital Employed ("**RoCE**") is calculated as earnings before interest and tax (EBIT) divided by Capital Employed and is expressed as a percentage. The table below sets out the reconciliation of our RoCE to our profit, for the periods indicated:

*(₹ million, unless otherwise specified)*

| **Particulars** | **For the six months period ended September 30, 2024** | **For the fiscal ended** | | |
|---|---|---|---|---|
| | | **2024** | **2023** | **2022** |
| **EBIT (A)** | **885.98** | **1,776.10** | **1,719.12** | **1,289.66** |
| **Capital Employed** | | | | |
| Total Equity | 2,971.78 | 3,151.83 | 2,558.07 | 1,529.71 |
| **Add:** Long Term Borrowing | 2,081.42 | 1,116.97 | 1,022.29 | 1,764.89 |
| **Add:** Short Term Borrowing | 564.01 | 471.87 | 732.22 | 584.82 |
| **Add:** Deferred Tax (Assets)/Liability | 403.99 | 324.92 | 231.30 | 110.82 |
| **Less:** Intangible Asset and Goodwill (including Intangible Asset Under Development) | 41.44 | 38.74 | 26.34 | 18.39 |
| **Total Capital Employed (B)(1)** | **5,979.75** | **5,026.85** | **4,517.55** | **3,971.85** |
| **RoCE (A/B) (%)** | **14.82%*** | **35.33%** | **38.05%** | **32.47%** |
| Change in basis points (bps) from previous year (%) | NA | (2.72) | 5.58 | - |
| Percentage increase/(decrease) from previous year (%)(1) | NA | (7.15%) | 17.20% | - |

**Not Annualised*
*NA=Not Applicable*
*(1) Capital Employed is calculated as "Total Equity + Non-Current Borrowings + Current Borrowing+ Deferred Tax Asset/(Liability) – Intangible Assets and goodwill including Intangible Asset Under Development.*
*(2) Our RoCE decreased by 7.15% to 35.33% in Fiscal 2024 from 38.05% in Fiscal 2023 primarily due to increase in our total capital employed as compared to EBIT. Our RoCE increased by 17.20% to 38.05% in Fiscal 2023 from 32.47% in Fiscal 2022 primarily due to an increase in earnings before interest and tax.*

***Fixed Tangible Asset Turnover Ratio (in Times)***

"**Fixed Tangible Asset Turnover Ratio**" is calculated by dividing the revenue from operations by the total Tangible assets. It evaluates how effectively a company's assets are employed to generate sales, indicating operational efficiency. A higher ratio suggests better utilization of assets in generating revenue. The table below sets out the calculation of our Fixed Tangible Asset Turnover ratio, for the periods indicated:

*(₹ million, unless otherwise specified)*

| **Particulars** | **For the six months period ended September 30, 2024** | **For the fiscal ended** | | |
|---|---|---|---|---|
| | | **2024** | **2023** | **2022** |
| Revenue from Operations (A) | 2,993.51* | 7,310.03 | 8,269.97 | 5,719.73 |
| Tangible Assets (B) | 3,434.54 | 3,709.54 | 3,610.82 | 2,951.67 |
| **Fixed Tangible Asset Turnover Ratio (in Times) (C=A/B)** | **0.87*** | **1.97** | **2.29** | **1.94** |
| Percentage increase/(decrease) from previous year (%)[(1)] | NA | (13.96%) | 18.19% | - |

**Not Annualised*
*NA=Not Applicable*
*(1) Our Asset Turnover Ratio decreased by 13.96% to 1.97 times in Fiscal 2024 from 2.29 times in Fiscal 2023 primarily due to decrease in our revenue from operations. Our Asset Turnover Ratio increased by 18.19% to 2.29 times in Fiscal 2023 from 1.94 times in Fiscal 2022 primarily due to an increase in revenue from operations.*

***Debt to Equity Ratio (in Times)***

"**Debt to Equity Ratio**" evaluates our financial leverage and is calculated by dividing our total borrowings by total equity. The table below sets out the calculation of our Debt to Equity ratio, for the periods indicated:

*(₹ million, unless otherwise specified)*

| **Particulars** | **For the six months period ended September 30, 2024** | **For the fiscal ended** | | |
|---|---|---|---|---|
| | | **2024** | **2023** | **2022** |
| Long Term Borrowing (A) | 2,081.42 | 1,116.97 | 1,022.29 | 1,764.89 |
| Short Term Borrowing (B) | 564.01 | 471.87 | 732.22 | 584.82 |
| **Total Borrowing (C=A+B)** | **2,645.43** | **1,588.84** | **1,754.51** | **2,349.71** |
| Total Equity (D) | 2,971.78 | 3,151.83 | 2,558.07 | 1,529.71 |
| **Debt to Equity Ratio (in Times) (D=C/D)** | **0.89** | **0.50** | **0.69** | **1.54** |
| Percentage increase/(decrease) from previous year (%)[(1)] | 76.59% | (26.50%) | (55.35%) | - |

*(1) Our Debt to Equity Ratio decreased by 55.35% and 26.50% in Fiscal 2024 and Fiscal 2023, respectively due to decrease in total borrowings and increase in total equity. While, for six months period ended September 30, 2024, our Debt to Equity ratio increased by 76.59% due to increase in total borrowings of the company.*

***Debt Service Coverage Ratio***

"**Debt Service Coverage Ratio**" evaluate our ability to meet its debt obligations (both principal and interest) with its operating income. The table below sets out the calculation of our Debt Service Coverage Ratio, for the periods indicated:

*(₹ million, unless otherwise specified)*

| **Particulars** | **For the six months period ended September 30, 2024*** | **For the fiscal ended** | | |
|---|---|---|---|---|
| | | **2024** | **2023** | **2022** |
| Profit for the Year | 805.35 | 1,245.12 | 1,188.85 | 834.62 |
| **Add:** Interest Expenses | 40.81 | 107.16 | 158.22 | 148.96 |

| Particulars | For the six months period ended September 30, 2024* | For the fiscal ended | | |
|---|---|---|---|---|
| | | 2024 | 2023 | 2022 |
| **Add:** Depreciation and Amortisation | 107.57 | 202.81 | 168.01 | 119.41 |
| **Less:** (Gain)/Loss on Sale of Fixed Asset | (232.31) | 0.18 | (33.73) | (1.00) |
| **Debt Available for service (A)** | **721.42** | **1,555.27** | **1,481.35** | **1,101.98** |
| Interest Payment (B) | 40.81 | 107.16 | 158.22 | 148.96 |
| Principal Payment (C) | 53.63 | 153.32 | 506.33 | 329.31 |
| **Debt Service Coverage Ratio (in Times) (A/(B+C))** | **7.64** | **5.97** | **2.23** | **2.30** |
| Percentage increase/(decrease) from previous year (%)(1) | NA | 167.85% | (3.25%) | - |

**Not Annualised*
*NA=Not Applicable*
*(1) Our Debt Service Coverage Ratio increased by 167.85% from 2.23 times in Fiscal 2023 to 5.97 times in Fiscal 2024, primarily due to decrease in principal payments. While, for Fiscal 2023, our Debt Service Coverage Ratio decreased by 3.25% from 2.30 times in Fiscal 2022 to 2.23 times in Fiscal 2023, primarily due to increase in principal payments.*

***Current Ratio (in Times)***

"**Current Ratio**" is used to provide insight into whether a company can meet its immediate financial obligations using its readily available assets. A ratio above 1 suggests the company has enough assets to cover its short-term debts. The table below sets out the calculation of our Current Ratio, for the periods indicated:

*(₹ million, unless otherwise specified)*

| Particulars | For the six months period ended September 30, 2024 | For the fiscal ended | | |
|---|---|---|---|---|
| | | 2024 | 2023 | 2022 |
| Total Current Assets (A) | 3,877.69 | 2,535.98 | 2,589.43 | 2,448.68 |
| Total Current Liabilities (B) | 2,054.53 | 1,799.05 | 2,450.60 | 2,442.75 |
| **Current Ratio (in Times) (A/B)** | **1.89** | **1.41** | **1.06** | **1.00** |
| Percentage increase/(decrease) from previous year (%) | 33.89% | 33.40% | 5.41% | - |

*(1) Our Current Ratio increased by 33.40% and 5.41% in Fiscal 2024 and Fiscal 2023, respectively due to decrease in current liabilities and increase in current assets, respectively. While, for six months period ended September 30, 2024, our Current Ratio increase by 33.89% due to increase in current assets.*

**Key Operational Performance Indicators**

Set forth below are some of our key operational performance indicators as of and for the periods indicated, along with reasons for the changes and the increase/(decrease) in these key operational performance indicators during the periods indicated.

| Particulars | For the six months period ended September 30, 2024* | For the fiscal ended | | | Primary reasons for the changes, increases or decrease in key operational performance indicators |
|---|---|---|---|---|---|
| | | 2024 | 2023 | 2022 | |
| Volume of Cargo Handled (in MMTs) | 6.99 | 13.78 | 13.87 | 14.24 | Our cargo handled volume has been decreased by 0.65% in Fiscal 2024 and 2.60% in Fiscal 2023. The primary reason for such decrease is due to decrease in volume of cargo handled from major ports in India. |

| Particulars | For the six months period ended September 30, 2024* | For the fiscal ended | | | Primary reasons for the changes, increases or decrease in key operational performance indicators |
|---|---|---|---|---|---|
| | | 2024 | 2023 | 2022 | |
| Volume of Cargo Transported (in MMTs) | 1.05 | 2.74 | 2.96 | 1.97 | The volume of Cargo transported has been decreased by 7.43% in Fiscal 2024 and increased by 50.25% in Fiscal 2023. The reason for substantial growth in Fiscal 2023 is due to increase in our transportation operations. While, the decrease in Fiscal 2024 is due to decrease in our transportation operations |
| Number of Customers served | 76 | 102 | 96 | 95 | The number of customers served in last three fiscal has been steadily increased with strong customer retention base. The number of customers for the six month period ended September 30, 2024 has varied due to monsoon season during |

**Not Annualised*

***Notes:***

1. *Volume of Cargo Handled represents Million Metric Tonnes (MMTs) of cargo handled by the company under its cargo handling vertical for the respective period/year.*
2. *Volume of Cargo Transported means Million Metric Tonnes (MMTs) of cargo transported by the company under its transportation vertical for the respective period/year.*
3. *Number of customers served means customers for the respective period/year. Such number of customers may consist of common parties in all of the respective period/year.*

For further information, see "*Basis for Issue Price*" and "*Our Business—Financial and Operational Performance Indicators*" on pages 115 and 178, respectively.

**SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

Our results of operations and financial condition are affected by a number of important factors including:

***Volume of Cargo Handled and Transported for a particular period/fiscal***

Our operations are substantially dependent on the volume of cargo handled and transported by our company. For the six months ended September 30, 2024 and for the Fiscal 2024, Fiscal 2023 and Fiscal 2022, we handled cargo of 6.99 MMTs, 13.78 MMTs, 13.87 MMTs and 14.24 MMTs, respectively, as part of our cargo handling business. For the same period, we provided inland transportation of cargo of 1.05 MMTs, 2.74 MMTs, 2.96 MMTs and 1.97 MMTs, respectively.

Though, we provide our services at major ports, we are primarily focused on non-major ports and jetties, particularly along the West Coast of India. As of September 30, 2024, we have provided our services at more than 20 (Twenty) ports and jetties including Major Indian ports at Kandla, Non-major ports at Navlakhi, Magdalla, Bhavnagar, Bedi and Dharmatar and overseas port at Puttalam Port (Sri Lanka). We are primarily dependent on Non-major ports, particularly located in Gujarat for our operations such as Navlakhi, Magdalla, Bhavnagar and Bedi. Following table provides data of cargo handled by our company at Major, Non-Major (including other ports and jetties) and Overseas Ports.

| Particulars | For the six months ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Volume of cargo (in MMTs) | % of total cargo handled | Volume of cargo (in MMTs) | % of total cargo handled | Volume of cargo (in MMTs) | % of total cargo handled | Volume of cargo (in MMTs) | % of total cargo handled |
| **Cargo Handled in India** | | | | | | | | |
| Major Ports | - | - | 0.22 | 1.61% | 0.01 | 0.07% | 1.35 | 9.48% |
| Non-Major Ports | 6.06 | 86.80% | 11.32 | 82.17% | 11.03 | 79.58% | 7.83 | 54.98% |
| Other Ports and Jetties | 0.00 | 0.00% | 0.08 | 0.56% | 1.44 | 10.37% | 2.83 | 19.84% |
| **Total (A)** | **6.06** | **86.80%** | **11.62** | **84.34%** | **12.48** | **90.02%** | **12.01** | **84.30%** |
| **Cargo Handled Outside India** | | | | | | | | |
| Sri Lanka | 0.92 | 13.20% | 2.16 | 15.66% | 1.38 | 9.98% | 1.91 | 13.43% |
| Guinea | - | - | - | - | - | - | 0.32 | 2.26% |
| **Total (B)** | **0.92** | **13.20%** | **2.16** | **15.66%** | **1.38** | **9.98%** | **2.24** | **15.70%** |
| **Grand Total (A+B)** | **6.99** | **100.00%** | **13.78** | **100.00%** | **13.87** | **100.00%** | **14.24** | **100.00%** |

Further, we handle a large variety of dry bulk cargo including coal, clinker, salt, iron-ore, pet coke, sulphur, limestone and other commodities, where substantial portion of our Dry Bulk cargo includes handling of Coal, Pet Coke and Sulphur. For the Six-month period ended September 30, 2024 and Fiscal 2024, 2023 and 2022, these commodities constitute 6.68 MMTs, 13.43 MMTs, 12.35 MMTs and 10.74 MMTs, respectively. Any change in regulations or demand of such commodities may significantly affect our operations. Following table provides commodity wise cargo handled by our company in the reporting period.

| Particulars | For the six months ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Volume of cargo (in MMTs) | Percentage of total cargo handled | Volume of cargo (in MMTs) | Percentage of total cargo handled | Volume of cargo (in MMTs) | Percentage of total cargo handled | Volume of cargo (in MMTs) | Percentage of total cargo handled |
| Coal | 6.01 | 86.06% | 12.27 | 89.04% | 10.90 | 78.64% | 9.78 | 68.65% |
| Sulfer | 0.36 | 5.20% | 0.58 | 4.24% | 0.96 | 6.90% | 0.74 | 5.19% |
| Pet Coke | 0.31 | 4.37% | 0.57 | 4.17% | 0.49 | 3.50% | 0.23 | 1.59% |
| Clinker | 0.15 | 2.13% | - | - | - | - | 0.14 | 1.00% |
| Limestone | 0.05 | 0.77% | 0.06 | 0.43% | 0.23 | 1.67% | 0.40 | 2.84% |
| Gypsum | 0.05 | 0.73% | - | - | - | - | 0.21 | 1.48% |
| Cinder | 0.05 | 0.73% | 0.06 | 0.40% | 0.06 | 0.40% | 0.05 | 0.33% |
| Iron Ore | - | - | 0.01 | 0.10% | 0.95 | 6.85% | 2.32 | 16.31% |
| Met Coke | - | - | - | - | - | - | 0.09 | 0.61% |
| Salt | - | - | 0.09 | 0.69% | 0.21 | 1.49% | 0.17 | 1.21% |
| Urea | - | - | 0.13 | 0.94% | 0.04 | 0.31% | 0.11 | 0.80% |
| Sludge | - | - | - | - | 0.03 | 0.24% | - | - |
| **Total** | **6.99** | **100.00%** | **13.78** | **100.00%** | **13.87** | **100.00%** | **14.24** | **100.00%** |

The volume of cargo handled by us, and our results of operations, depend on trade volumes, which are closely linked with economic conditions prevalent globally and in India. Factors that may affect the trade volumes of any country include macroeconomic developments, Government policies relating to trade and commerce, trade barriers, inflation and interest rates, fuel prices, labor issues, among others. For instance:

- Slowdown in economic growth due to factors such as financial crisis or internal political developments;
- Imposition of new trade barriers such as rail, road and other tariffs, economic or military sanctions, export subsidies and import restrictions or duties in India or globally; and

- Change in policy on Non-Major Ports by Government of Gujarat or any other state in which we operate or by Central Government or any of its ministries.

will impact the volume of trade and, consequently, volume of cargo handled and transported by our company. Conversely, economic conditions may have a positive effect on international trade and benefit the industries of our customers, which is likely to have a favorable effect on our results of operations. We aim to increase volume of cargo handled by way of exploring growth opportunities. Further, we expect favourable government initiatives, including Sagarmala Programme, Maritime India Vision 2030, Maritime Amrit Kaal Vision 2047 and other government initiatives. According to Dun & Bradstreet, the cargo handled at ports in India is expected to grow at a CAGR of 10.80% from 1,540 MMTs of cargo in Fiscal 2024 and to 2,849 MMTs in Fiscal 2030. Further, total cargo handled by ports situated in Gujarat is expected to increase from 317.20 MMTs in Fiscal 2024 to 720 MMTs in Fiscal 2030, representing CAGR of 17.50%. The Sagarmala programme is flagship initiative of Ministry of Port, Shipping and Waterways aimed to reduce logistic costs of international and domestic trade with minimal infrastructure investment. The programme includes various initiatives including Port-led industrialization, Port modernization and port connectivity which will aid in increasing coordination and infrastructure creation and connectivity. However, uncertainty in global economic conditions may slow or hamper our business strategies. For further details, see "*Our Business— Competitive Strengths—Strategically positioned to capitalise on a fast-growing shipping and logistics market in India*" on page 182.

***Relationship with existing customers and acquisition of new customers***

We primarily cater to our customers in various sectors including Oil and Gas, Energy and Power, Fast Moving Consumer Goods (FMCG), Coal and Metal Industry. Our business is conducted on a business-to-business basis. For the six months period ended on September 30, 2024, we have served total of 76 customers and for the Fiscal 2024, 2023 and 2022, we have served 102, 96 and 95 customers, respectively.

Our revenue from operations are significantly affected by the number of customers served in the particular period/fiscal. Our complete integrated end to end shipping and logistic services provides our customers with a preferable option of single-window solutions thereby negating the need to approach multiple service providers at different levels in the chain of shipping and logistic services. Our integrated operations and efficiency have led to high customer retention rates and enabled us to gain new customers.

The following table indicates total number of customers and the bifurcation of the same in existing customers and new customers for the reporting period:

| Particulars | For the six months ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Number of customers | 76 | 102 | 96 | 95 |
| *Of which:* | | | | |
| Existing Customers | 62 | 77 | 57 | 58 |
| New Customers | 14 | 25 | 39 | 37 |

Despite such higher number of customers, we rely on certain customers that contribute significantly to our revenue from operations. The table below sets out our revenue from operations from our largest customer, top five customers and top 10 customers for the periods indicated below, including as a percentage of revenue from operations for the respective periods.

| Particulars | For the six months ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation | Amount (₹ in millions) | % of revenue from operation |
| Largest Customer | 520.47 | 17.39% | 1,111.23 | 15.20% | 1,391.71 | 16.83% | 1,019.63 | 17.83% |
| Top 3 Customers | 1,132.87 | 37.84% | 2,829.10 | 38.70% | 3,245.06 | 39.24% | 2,233.79 | 39.05% |
| Top 10 Customers | 2,061.99 | 68.88% | 5,028.80 | 68.79% | 6,274.21 | 75.87% | 3,866.57 | 67.60% |

***Notes:***

*(1) The Largest, top three and top ten customers are the Largest, top three and top ten customers, respectively, in terms of revenue for each of the respective years and may not necessarily be the same customers.*

*(2) Further, contribution of each individual customer to the revenue from operations of our Company has not been separately disclosed to preserve confidentiality.*

*(3) Our customers include Adani Enterprises Limited, Ceylon Shipping Corporation Limited, Taranjot Resources Private Limited, Tata International Limited, Torrent Power and Agarwal Coal Corporation Private Limited.*

We believe that our long-standing relationships are largely attributable to our integrated services which allow us to cater to our customers' complex requirements with operational efficiency and cost-effectiveness. While we cater to various industries, we depend on certain customers, who are engaged in Oil and Gas, Energy and Power, and Coal sectors that contribute significantly to our revenue from operations . Our customers engaged in these industries contributed 56.70%, 49.51%, 46.15% and 41.34% for the six month period ended September 30, 2024 and for the Fiscal 2024, 2023 and 2022, respectively.

The table below sets out the percentage of revenue from operations from our top 10 (ten) customers operating in certain sectors, for the periods indicated.

| **Revenue from operations by Industry type** | **For the six months ended September 30, 2024** | | **Fiscal 2024** | | **Fiscal 2023** | | **Fiscal 2022** | |
|---|---|---|---|---|---|---|---|---|
| | **Amount (₹ in millions)** | **% of revenue from operation** | **Amount (₹ in millions)** | **% of revenue from operation** | **Amount (₹ in millions)** | **% of revenue from operation** | **Amount (₹ in millions)** | **% of revenue from operation** |
| Oil and Gas | 649.82 | 21.71% | 1,975.69 | 27.03% | 2,323.55 | 28.10% | 1,019.63 | 17.83% |
| Energy and Power | 485.72 | 16.23% | 1,072.29 | 14.67% | 909.22 | 10.99% | 528.39 | 9.24% |
| Coal | 561.51 | 18.76% | 571.20 | 7.81% | 583.94 | 7.06% | 815.97 | 14.27% |
| Shipping and Logistic | 239.01 | 7.98% | 737.49 | 10.09% | 1,554.01 | 18.79% | 496.36 | 8.68% |
| FMCG | 125.94 | 4.21% | 231.40 | 3.17% | 361.10 | 4.37% | 320.45 | 5.60% |
| Metal | - | - | 440.73 | 6.03% | - | - | - | - |
| Steel | - | - | - | - | 542.40 | 6.56% | 685.77 | 11.99% |
| **Total** | **2,061.99** | **68.88%** | **5,028.80** | **68.79%** | **6,274.21** | **75.87%** | **3,866.57** | **67.60%** |

We expect that we will continue to be reliant on our key customers for the foreseeable future. Accordingly, any delay in payment by such customers or failure to retain these customers and/or negotiate and execute contracts on terms that are commercially viable, with these select customers, could adversely affect our business, results of operations and financial condition. Our revenues may be adversely affected if there is an adverse change in any of our key customers' supply chain strategies or a reduction in their outsourcing of logistics operations, or if our customers decide to choose our competitors over us or if there is a significant reduction in the volume of our business with such customers. A decline in our key customers' business performance may lead to a corresponding decrease in demand for our services, if not suitably replaced with business from another customer. Furthermore, the volume of work performed for these customers may vary from period to period.

***Trends in the Shipping and logistics industry in India***

According to Dun & Bradstreet, the cargo handled at ports in India is expected to grow at a CAGR of 10.80% from 1,540 MMTs of cargo in Fiscal 2024 and to 2,849 MMTs in Fiscal 2030. Further, total cargo handled by ports situated in Gujarat is expected to increase from 317.20 MMTs in Fiscal 2024 to 720 MMTs in Fiscal 2030, representing CAGR of 17.50%. As the Indian economy expands, the shipping and logistic sector is expected to see unprecedented growth, driven by a range of factors including enhanced infrastructure and evolving market demands.

According to Dun & Bradstreet, the Major Demand Drivers for shipping and logistic industry in India includes:

- *Strategic Positioning of India and Gujarat for Shipping and Logistic:* India's favourable position in the Indian Ocean and the eastern hemisphere makes it important for world shipping routes and most of the cargos ships sailing between America, Europe, Africa and East Asia pass through Indian territorial waters. India's strategic positioning not only results in rise in cargo traffic but also increase the demand for additional services and ship repair facilities. Amongst the coastal states, Gujarat has the advantage of a vast hinterland covering the Northern and Central Indian States and as a result, there is high demand for the services offered by the non-major ports in Gujarat. The participation of the private sector has been a significant contributing factor in the development of non-major ports in Gujarat. Gujarat is a principal maritime State with a natural coastline of about 1,215 kms. (16% of India's total coast line). The State has 48 non-major ports which are under the jurisdiction of Gujarat Maritime Board (GMB). Out of 48 non-major ports, traffic is handled at 17 non-major ports. The remaining 31 non-major ports are used for fishing activities and have negligible traffic.

- *Rising Cargo traffic increasing demand for auxiliary services:* Development of minor ports by improving infrastructure and its connectivity with major ports is increasing cargo traffic in minor ports at a growth rate higher than that of major ports. This in turn increase demand for auxiliary services at minor ports. The demand for auxiliary services has been increasing in ports with high cargo traffic as major ports could outsource such auxiliary services and focusing on managing the cargo. The auxiliary services include storage and warehousing, maritime cargo handling services, custom clearance services, transportation services, etc.
- *Trade Collaboration with other countries:* Trade Collaboration with other countries for economic partnerships and free trade agreements (FTAs) may have impact on import and export trends of the country. India has entered into a Trade and Economic Partnership Agreement (TEPA) with European Free Trade Association (EFTA) countries comprising Switzerland, Iceland, Norway & Liechtenstein in May, 2024, which will have significant impact on India's export capabilities. The FTAs will provide a window to Indian exporters to access large European and global markets. Under this agreement, EFTA bloc has made a binding commitment of $100 billion investment and 1 million direct jobs in the next 15 years. India has also 13 Regional Trade Agreements (RTAs)/Free Trade Agreements (FTAs) with various countries/regions namely Japan, South Korea, countries of ASEAN and SAARC region such as Mauritius, United Arab Emirates and Australia.
- *Industrial Growth to boost EXIM business leveraging the Indian Shipping Industry:* India is being established as a global manufacturing hub through various government policies and incentives to boost the manufacturing sectors. The 'Make in India' initiatives is facilitating this development. The Indian manufacturing industry generates around 17% of India's GDP and is projected to be one of the fastest growing sectors. With the advancement of industrial growth, exports and imports through ports are bound to be increase. Rise in imports and exports will in turn boost the shipping industry. Indian ports have more cargo traffic capacity than what is being utilised. Although congestion and turnaround time are affecting the traffic, development on economy can further boost maritime transport and increase revenue.

The abovementioned trends and growth drivers in the Indian shipping and logistics industry could have a significant impact on our revenue from operations. For further details, see "**—***Results of Operations*" on page 332.

***Our Cash Operating Expenses***

We have witnessed significant growth in our business and operations over the past few years. For the last three fiscal years, on a restated consolidated basis, our revenue from operations, EBITDA and PAT from continuing operations grew at a CAGR of 13.05%, 18.51% and 22.14%, respectively. As we continue to expand our operations, optimizing our cash operating expenses will be critical to maintaining our competitiveness and profitability. Generally, increases in Cash Operating Expenses have been offset through increases in prices of our services. However, any increase in cash operating expenses that we are unable to pass on to our customers or increase in cash operating expenses due to change in our operations could adversely affect our result of operations.

Throughout our operations, we have adopted and expected to continue to adopt, strategies to optimise our cash operating expenses and enhance our operating efficiency, which include our investment in our fleet of vessels and vehicles and reorganisation of businesses in a manner that facilitates optimum utilisation of manpower and assets.

Set forth below is a table which provides details of our Cash Operating Expenses, for the periods indicated, as well as such expenses as a percentage of our revenue from operations.

| **Particulars** | **For the six months ended September 30, 2024** | | **Fiscal 2024** | | **Fiscal 2023** | | **Fiscal 2022** | |
|---|---|---|---|---|---|---|---|---|
| | **Amount (₹ in millions)** | **Percentage of revenue from operations** | **Amount (₹ in millions)** | **Percentage of revenue from operations** | **Amount (₹ in millions)** | **Percentage of revenue from operations** | **Amount (₹ in millions)** | **Percentage of revenue from operations** |
| Cost of Services (A) (1) | 1,834.51 | 61.28% | 4,981.65 | 68.15% | 5,995.43 | 72.50% | 3,915.55 | 68.46% |
| Employee benefits expense (B) (2) | 43.14 | 1.44% | 88.27 | 1.21% | 85.98 | 1.04% | 62.68 | 1.10% |
| Other expenses (C) (3) | 137.16 | 4.58% | 308.06 | 4.21% | 301.80 | 3.65% | 335.73 | 5.87% |
| **Cash Operating Expenses (D= A+B+C)** | **2,014.81** | **67.31%** | **5,377.99** | **73.57%** | **6,383.21** | **77.19%** | **4,313.96** | **75.42%** |

*(1) Cost of Services include Cargo Handling charges, material purchase, Equipment working charges, operational wages expenses and Transportation expenses.*
*(2) Employee benefit expenses include Salary, contribution to provident fund and other statutory funds and Employee welfare expenses.*
*(3) Other expenses primarily include Insurance expenses, Travel & Conveyance expenses, Legal and Professional fees and Office General Expense.*

Our cost of services is a significant component of our operational expenses, contributing 61.28%, 68.15%, 72.50% and 68.46% for the six months period ended September 30, 2024 and for Fiscal 2024, 2023 and 2022. Our cost of services includes Cargo Handling charges, material purchase, Equipment working charges, operational wages expenses and Transportation expenses. Our cost of services is directly impacted by volume of cargo handled and transported by our company for the respective period.

Employee benefit expenses comprise salaries, contribution to provident and other funds, gratuity and other staff welfare payments. These expenses have continued to increase as a result of annual wage increments as well as an increase in the headcount of our employees, which reflects the effects of expansion of our business. Our total employees benefit expenses increased by 2.66% and 37.19% in Fiscals 2024 and 2023. Our employees and operational workers are key to the success of our business.

Our other expenses primarily include Insurance expenses, Travel & Conveyance expenses, Legal and Professional fees and Office General Expense. We have successfully managed to optimise our other expenses in comparison with growth in our revenue from operations. Other expenses in comparison with revenue from operations amounts to 4.58%, 4.21%, 3.65% and 5.87%, for the six months period ended September 30, 2024 and for the Fiscal 2024, 2023 and 2022.

## SIGNIFICANT ACCOUNTING POLICIES

### 1. Group Information

#### 1.1. Company Overview

Shreeji Shipping Global Limited ("the Company"), is a public limited company, engaged in the business of handling dry bulk cargo providing complete solutions under one roof right from stevedoring, lighterage, loading / unloading cargo, documentation, warehousing, agency, custom clearance and all ancillary services at ports located nationally and internationally.

The Company was incorporated on April 11, 2024 by way of converting the erstwhile partnership firm, i.e., M/s. Shreeji Shipping into a private limited company viz. Shreeji Shipping Global Private Limited (CIN: U52242GJ2024PTC150537) as a going concern business on as is where is basis. The Company subsequently got converted into a public limited company vide certificate of incorporation dated November 18, 2024, issued by RoC.

The registered office of the Company is located at "SHREEJI HOUSE", Town Hall Circle, Jamnagar, Kalavad, Gujarat, India, 361001.

#### 1.2. Group Overview

Shreeji Shipping Global Limited ("the Company" or "the Holding Company") along with its wholly owned subsidiary, USL Lanka Logistics Private Limited ("the Subsidiary Company"), Shreeji GLobal IFSC Private Limited ('the Subsidiary Company") (collectively referred to as "the Group") is engaged in the business of handling dry bulk cargo providing complete solutions under one roof right from stevedoring, lighterage, loading / unloading cargo, documentation, warehousing, agency, custom clearance and all ancillary services at ports located nationally and internationally.

### 2. Basis of Preparation & Presentation of Restated Consolidated Financial Information of Group

#### 2.1. Statement of Compliance and Basis of Preparation & Presentation

The Restated Consolidated Financial Information of the Group comprises the Restated Consolidated Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for the period ended September 30, 2024 and years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the Summary of Significant Accounting Policies and explanatory notes (collectively referred to as "the Restated Consolidated Financial Information").

These Restated Consolidated Financial Information have been prepared by the Management of the Group for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") to be prepared by the Company in connection with its proposed Initial Public Offer ("IPO"). The Restated Consolidated Financial Information have been prepared by the Company in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended ("the Act");

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "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 (the "Guidance Note") read with the general directions dated October 28, 2021 received from Securities and Exchange Board of India (SEBI) by the Company through the Book Running Lead Managers (the "SEBI Communication"), as applicable.

The Restated Consolidated Financial Information have been prepared to comply in all material respects with the Indian Accounting Standard (hereinafter referred to as the "Ind AS") as notified by Ministry of Corporate Affairs pursuant to section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Rules, 2016 as amended from time to time.

These Restated Consolidated Financial Information have been compiled by the Management from:

a) The special purpose consolidated Ind AS financial statements of the Group as at and for the period ended September 30, 2024 ("the 2024 Special Purpose Consolidated Ind AS Financial Statements") prepared in accordance with the basis and accounting policies mentioned in subsequent paragraphs, which have been approved by the Board of Directors at their meeting held on December 29, 2024;

b) The special purpose consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2024 ("the 2024 Special Purpose Consolidated Ind AS Financial Statements") prepared in accordance with the basis and accounting policies mentioned in subsequent paragraphs, which have been approved by the Board of Directors at their meeting held on December 29, 2024;

c) The special purpose consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2023 ("the 2023 Special Purpose Consolidated Ind AS Financial Statements") prepared in accordance with the basis and accounting policies mentioned in subsequent paragraphs, which have been approved by the Board of Directors at their meeting held on December 29, 2024;

d) The special purpose Ind AS financial statements of the Group as at and for the year ended March 31, 2022 ("the 2022 Special Purpose Ind AS Financial Statements") prepared in accordance with the basis and accounting policies mentioned in subsequent paragraphs, which have been approved by the Board of Directors at their meeting held on December 29, 2024; and

The 2022 Special Purpose Ind AS Financial Statements have been prepared by amending the original audited partnership accounts of the erstwhile partnership firm for the year ended March 31, 2022 dated September 29, 2022, in the format prescribed under schedule III of the Act and making the required Ind AS adjustments to the same, as per the requirements of ICDR Regulations.

As per the ICDR Regulations and in pursuance to the SEBI Communication, for the purpose of the Restated Consolidated Financial Information the partnership accounts of the erstwhile partnership firm have been prepared in the format prescribed under Schedule III of the Companies Act, 2013 applying the accounting principles prescribed under Ind AS. The transition date for the same is considered as April 01, 2021 which is different from the transition date adopted by the Group at the time of first-time transition to Ind AS (i.e., April 01, 2023) for the purpose of preparation of Statutory Consolidated Ind AS Financial Statements as required under the Act.

Accordingly, the Group have applied the same accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101, as applicable) as on April 01, 2021 for the 2021 Special Purpose Ind AS Financial Statements, as initially adopted on transition date i.e. April 01, 2023 and prepared the opening balance sheet as on April 01, 2021.

The 2023 Special Purpose Consolidated Ind AS Financial Statements and 2024 Special Purpose Consolidated Ind AS Financial Statements have been prepared by amending the original audited partnership accounts of erstwhile partnership firm for the year ended March 31, 2023 and March 31, 2024 dated September 30, 2023 and May 21, 2024 in the format prescribed under schedule III of the Act and making required consolidation and Ind AS adjustments to the same, as per the requirements of ICDR Regulations.

2022 Special Purpose Ind AS Financial Statements, 2023 Special Purpose Consolidated Ind AS Financial Statements and 2024 Special Purpose Consolidated Ind AS Financial Statements have been prepared solely for the purpose of preparation of Restated Consolidated Financial Information which will be included in DRHP in relation to the proposed IPO, which requires financial statements of all the periods included, to be presented under Ind AS.

Further, since the statutory date of transition to Ind AS is April 01, 2023 and that the 2023 Special Purpose Consolidated Ind AS Financial Statements have been prepared considering a transition date of April 01, 2021, the closing balances of items included in the Special Purpose Balance Sheet as at March 31, 2023 may be different from the balances considered on the statutory date of transition to Ind AS on April 01, 2023, due to such early application of Ind AS principles with effect from April 01, 2021 as compared to the date of statutory transition.

These Restated Consolidated Financial Information have been approved by the Board of Directors of the Company vide resolution dated December 29, 2024

**2.2. Functional and Presentation Currency**

The Restated Consolidated Financial Information of the Group is presented in Indian Rupees (₹) which is the functional and the presentation currency of the Holding Company and all value are rounded to the nearest lakh with two decimals, except when otherwise indicated.

### 2.3. Basis of Consolidation

The Restated Consolidated Financial Information incorporate the financial statements of the Group and entities controlled by the Group (its subsidiaries) up to 31 March each year.

Control is achieved when the Group:

- has the power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affects its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the noncontrolling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non - controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Group.

When the Group loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable Ind ASs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109 when applicable, or the cost of initial recognition of an investment in an associate or a joint venture.

### 2.4. Basis of Measurement

The Restated Consolidated Financial Information have been prepared on accrual basis following historical cost convention except for certain financial instruments that are measured at fair values.

A historical cost is a measure of value used for accounting in which the price of an asset on the balance sheet is based on its historical cost, it is generally fair value of consideration given in exchange for goods and services at the time of transaction or original cost when acquired by the group.

Fair value is the price that is likely to be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the group takes into account the characteristics of the asset or liability that market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102 – Share Based Payment and leasing transactions that are within the scope of Ind AS 116 – Leases.

Fair value measurements under Ind AS are categorised into fair value hierarchy based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are prescribed as follows:

- Level one quoted prices (unadjusted) in active markets for identical assets or liabilities that the group can access on measurement data;
- Level two inputs, other than quoted price is included within level one, that are observable for the asset or liability, either directly or indirectly; and
- Level three where observable inputs are used for the valuation of assets or liabilities.

### 2.5. Key Accounting Estimates & Judgements

In preparing these Restated Consolidated Financial Information, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively in the Restated Consolidated Statement of Profit and Loss in the year in which the estimates are revised and in any future periods affected.

The areas involving critical estimates or judgements are:

a) Estimation of Deferred Tax Asset;

b) Fair Value of financial instruments;

c) Impairment of financial assets;

d) Measurement of defined benefit obligation;

e) Determination of incremental borrowing rate;

f) Provision for expected credit losses of trade receivables;

g) Recognition and measurement of provisions and contingencies;

## 3. Significant Accounting Policies

These Restated Consolidated Financial Information have been prepared using the significant accounting policies summarised below. These were used throughout all the periods presented in the said statements.

### 3.1. Current and Non - Current classification

The Group presents assets and liabilities in the restated consolidated statement of assets and liabilities based on current / non-current classification.

<u>An asset is classified as current when it is:</u>

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within 12 months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

<u>A liability is classified as current when:</u>

- It is Expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,

- It is due to be settled within 12 months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has determined its operating cycle, as explained in schedule III of the Companies Act, 2013, as twelve months, having regard to the nature of business being carried out by the Group. The same has been considered for classifying assets and liabilities as current and non-current while preparing the financial statements.

### 3.2. Effects of Changes in Foreign Exchange Rates

**Foreign Currency Transaction**

**Initial recognition and measurement**

Foreign currency transactions are recorded on initial recognition in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of transaction.

**Subsequent measurement**

Monetary assets and liabilities denominated in foreign currency remaining unsettled at the end of the year, are translated at the closing rates prevailing on the Balance Sheet date.

Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of transaction.

Exchange differences arising as a result of the above are recognized as income or expenses in the statement of profit and loss. Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous standalone financial statements, are recognised as income or expenses in the year in which they arise.

**Foreign Operations**

Foreign Subsidiaries, Joint Ventures and Associates have been classified as Non-Integral Operations. Whereas foreign branches operating as a division have been classified as Integral Operations.

**Integral Operations**

Foreign currency transactions are recorded on initial recognition in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of transaction.

Monetary foreign currency assets and liabilities of integral foreign operations remaining unsettled at the end of the year, are translated at the closing rates prevailing on the Balance Sheet date and the resulting Profit / Loss is included in the Profit and Loss Account. Contingent liabilities are translated at spot rate.

Foreign currency non-monetary items which are carried at historical cost are reported using the exchange rate on the date of the transaction.

**Non-Integral Operations**

Income and expenditure of non-integral foreign operations are translated at quarterly average closing rates notified by FEDAI.

Both monetary and non-monetary foreign currency assets and liabilities including contingent liabilities of non-integral foreign operations are translated at closing exchange rates at the Balance Sheet date.

Exchange differences arising on investment in non-integral foreign operations are accumulated in Foreign Currency Translation Reserve until the disposal of the investment.

The Assets and Liabilities of foreign subsidiaries, joint ventures and associates in foreign currency (other than its local currency) are translated into local currency using spot rates applicable to that country on the Balance Sheet date.

### 3.3. Property, Plant and Equipment

Items of property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

Cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, including import duties and non – refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance cost are charged to the Statement of Profit and Loss during the period in which they were incurred.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Material items such as spare parts, stand-by equipment and service equipment are classified as property, plant and equipment when they meet the definition of property, plant and equipment as specified in Ind AS 16 – Property, Plant and Equipment.

An item of property, plant and equipment is derecognised upon its disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal of the item of property, plant and equipment is included in the Statement of Profit and Loss.

Transition to Ind AS

For transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as of April 1, 2021 (transition date for the purpose of restatement) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

### 3.4. Leases

**As a Lessee**

At commencement or on modification of a contract that contains the lease component, the Group allocates the consideration in the contract to each lease component based on its relative stand-alone prices.

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right- of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease, or if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and the type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;

- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment. When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

**Short-term leases and leases of low-value assets**

The Group has elected not to recognise right-of- use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

**As a Lessor**

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease.

### 3.5. Inventories

Inventory includes consumable stores which are valued at cost. The Group used First-In-First-Out (FIFO) for valuing its inventory.

Cost of inventory comprises all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and the estimated cost necessary to make the sale.

The Group reviews the condition of its inventories and makes provision against obsolete and slow – moving inventory items which are identified as no longer suitable for sale or use. Obsolete and slow – moving items are valued at cost or estimated net realisable value, whichever is lower. Any write down of inventories is recognised as an expense during the year.

### 3.6. Cash and Cash Equivalents

Cash and cash equivalents in the Restated Consolidated Statement of Assets and Liabilities and Restated Consolidated Statement of Cash Flows comprise cash on hand and at banks and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### 3.7. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial Assets**

**Classification**

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

**Initial recognition and measurement**

The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

**Subsequent measurement**

*Financial assets carried at amortised cost*

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the Statement of Profit or Loss. The losses arising from impairment are recognised in the Statement of Profit or Loss.

*Financial assets carried at fair value through other comprehensive income (FVTOCI)*

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets and the contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the group recognizes interest income, impairment losses and reversals in the Profit and Loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI asset is reported as interest income using the EIR method.

Equity instruments, except for the ones held for trading, could also be classified as at FVTOCI, if the Group makes an irrevocable election to do so at the time of initial recognition. Such election is made on instrument-to-instrument basis. In case of equity instruments classified as at FVTOCI, all the fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. The Group has designated certain equity instruments as at FVTOCI.

*Financial assets carried at fair value through profit or loss (FVTPL)*

A financial asset which is not categorized as at amortised cost or as FVTOCI, is classified and subsequently measured as at FVTPL.

As per the requirements of Ind AS 109 - “Financial Instruments”, all investments in equity instruments and contracts on those instruments are to be measured at FVTPL unless designated at FVTOCI. However, there might be situations where cost may be an appropriate estimate of fair value. That may be the case if insufficient information is available to measure fair value, or if there is a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as ‘accounting mismatch’).

**De-recognition**

A financial asset (or, where applicable, a part of a financial asset) is primarily de-recognised (i.e., removed from the Group’s balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a ‘pass-through’ arrangement; and either (a) the group has transferred substantially all the risks and rewards of the asset, or (b) the group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the group continues to recognise the transferred asset to the extent of the Group’s continuing involvement. In that case, the group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the group could be required to repay.

**Financial Liabilities**

**Classification**

Financial liabilities are classified, at initial recognition, as subsequently measured at amortised cost, except for financial liabilities specifically classified and subsequently measured as at fair value through profit and loss.

**Initial recognition and measurement**

The Group initially measures a financial liability at its fair value plus, in the case of a financial liability not at fair value through profit or loss, transaction costs.

**Subsequent measurement**

*Financial liabilities carried at amortised cost*

The Group measures its financial liabilities at amortised cost using the effective interest rate method. The effective interest rate is the rate that exactly discounts, estimated future cash payments (including all fees, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost on initial recognition.

The interest expense (calculated based on effective interest method) and any gain or loss on derecognition is recognised in the Restated Consolidated Statement of Profit and Loss.

*Financial assets carried at fair value through profit or loss (FVTPL)*

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or is a derivative (except for effective hedge) or are designated upon initial recognition as FVTPL. Gains or losses, including any interest expense on liabilities held for trading are recognised in the Restated Consolidated Statement of Profit and Loss.

**De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Restated Consolidated statement of profit and loss.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Restated Consolidated Statement of Assets and Liabilities if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**3.8. Provisions**

Provisions are recognised when the enterprise has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the enterprise expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

**3.9. Taxes**

**Current Income Tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income-tax Act, 1961.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred Tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re- assessed at each reporting date and are recognised to the extent that it has become reasonably certain that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

**3.10. Employee Benefit Expenses**

**Short-term Employee Benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

**Post-employment Benefits**

*Defined Contribution Plans*

The Group recognises contribution payable to the provident fund scheme as an expense, during the period in which employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to a reduction in future payment or a cash refund.

*Defined Benefit Plans*

The Group pays gratuity to the employees who have completed five years of service with the Group at the time of retirement / resignation / death while in employment. The gratuity is paid @ 15 days basic salary for every completed year of service up to ₹ 20,00,000/-. The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement gains and losses arising from adjustments and changes in actuarial assumptions are recognised in the period in which they occur in Other Comprehensive Income.

**3.11. Revenue Recognition**

The Group derives revenue primarily from sale of products /services.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services. Revenue excludes amounts collected on behalf of government authorities such as Goods and Service Tax (GST), returns, trade allowances, rebates and amounts collected on behalf of third parties. To recognize revenues, the Group applies the following five step approach:

- Identify the contract with a customer,
- Identify the performance obligations in the contract,
- Determine the transaction price,
- Allocate the transaction price to the performance obligations in the contract, and
- Recognize revenues when a performance obligation is satisfied.

**Sale of Goods**

The Group recognizes revenue from sale of goods measured upon satisfaction of performance obligation which is at a point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term. As per the terms of the contract, consideration that is variable, according to Ind AS 115, is estimated at contract inception and updated thereafter at each reporting date or until crystallisation of the amount.

**Rendering of Services**

Revenue from rendering of services is recognized over the time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method based on accumulated experience and underlying schemes and agreements with customers). Due to the short nature of credit period given to customers, there is no financing component in the contract.

And in case of delay in receipt of payment from customers other than on account of some sort of dispute, interest is charged separately from the customers.

### 3.12. Other Income

Interest Income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income

Dividends are recognised in the Restated Consolidated Statement of Profit and Loss on the date on which the Group's right to receive payment is established.

### 3.13. Finance Costs

General and specific borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of such asset till such time the asset is ready for its intended use and borrowing cost are being incurred. A qualifying asset is an asset that necessarily takes a substantial time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period they are incurred.

Borrowing cost includes interest expense, amortisation of discounts and ancillary costs incurred in connection with borrowing of funds.

### 3.14. Depreciation

Depreciation is the systematic allocation of the depreciable amount of property, plant and equipment over its useful life and is provided on a straight-line basis over the useful life as prescribed in Schedule II to the Companies Act, 2013 ("the Act") or as per technical assessment by the Management.

Depreciable amount for property, plant and equipment is the cost of property, plant and equipment less its estimated residual value. The useful life of property, plant and equipment is the period over which it is expected to be available for use by the Group or the number of production or similar units expected to be obtained from it by the Group. The Group has considered the useful lives prescribed by Schedule II of the Act, for the purpose of depreciating its property, plant and equipment.

Depreciation on property, plant and equipment which are added / disposed of during the year, is provided on pro-rata basis with reference to the date of addition / deletion.

Leasehold improvements are depreciated over the tenure of lease term. Leasehold land is amortized over the period of lease. Buildings constructed on leasehold land are depreciated based on the useful life specified in Schedule II to the Companies Act, 2013, where the lease period of land is beyond the life of the building. In other cases, buildings constructed on leasehold land is amortized over the primary lease period of the land.

**3.15. Capital work in progress and Capital advances**

Cost of assets not ready for intended use, as on the end of the reporting period, is shown as capital work in progress.

Advances given towards acquisition of Property, Plant and Equipment outstanding at end of each reporting period are disclosed as other non-current assets.

**3.16. Intangible Assets**

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses. Internally generated intangibles, excluding eligible development costs are not capitalized and the related expenditure is reflected in the Statement of Profit and Loss in the period in which the expenditure is incurred.

Transition to Ind AS

For transition to Ind AS, the Group has elected to continue with the carrying value of all of its intangible assets recognised as of April 1, 2021 (transition date for the purpose of restatement) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Amortization:

Amortisation is recognised on a written-down value basis over their estimated useful lives.

The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Restated Consolidated Statement of Profit and Loss when the asset is derecognized.

**3.17. Intangible Assets under Development**

Expenditure on intangible assets eligible for capitalization are carried as intangible assets under development where such assets are not yet ready for their intended use.

**3.18. Impairment**

**Impairment of Financial Assets**

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are measured at amortised cost
- Financial assets that are measured at FVTOCI
- Trade or other contractual receivables resulting from transactions that are within the scope of Ind AS 115

The Group for recognition of impairment loss allowance on Trade or other contractual receivables resulting from transactions that are within the scope of Ind AS 115 uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analyzed.

The Group follows 'general approach' for recognition of impairment loss allowance, on other financial assets, wherein the Group provides for 12-month ECL on 'Low Credit Risk' financial assets and lifetime time ECL on 'Moderate Credit Risk' and 'High Credit Risk' financial assets.

If, in a subsequent period, credit quality of the financial asset improves such that there is no longer a significant credit risk, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.
- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the group does not reduce impairment allowance from the gross carrying amount.

**Impairment of Non-Financial Assets**

The Group assesses at each reporting date as to whether there is any indication that any non-financial asset or group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists, the recoverable amount of the asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of the individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Restated Consolidated Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

### 3.19. Contingent Assets & Liabilities

A contingent asset is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent asset are disclosed in the restated consolidated financial statements.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non—occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the standalone financial statements.

Contingent assets and liabilities are reviewed at each balance sheet date.

### 3.20. Investment in Subsidiary, Associate & Joint Venture

The Group has opted for accounting its investment in subsidiaries, associates and joint ventures at cost less impairment loss (if any), in accordance with Ind 27 - "Separate Financial Statements".

### 3.21. Government Grants

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to income are deferred and recognized in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other operating income. Government grant related to assets are presented by deducting the grant from the carrying amount of the asset.

### 3.22. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The average weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

But while calculating basic earnings per share and diluted earnings per share for the purpose of Restated Consolidated Financial Information, the number of shares has been adjusted for the bonus issue made till the date of signing these Restated Consolidated Financial Information.

### 3.23. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows for the year are classified by operating, investing and financing activities.

## PRINCIPAL COMPONENTS OF STATEMENT OF PROFIT AND LOSS

***Total Income***

Our total income comprises (i) revenue from operations; and (ii) other income.

*Revenue from operations*

Our revenue from operations comprises revenue from contracts with customers, which includes revenue from cargo handling, transportation, fleet chartering and equipment rentals and other operating revenue.

*Other income*

Our other income consists of (i) Apprentice Subsidy; (ii) Interest Income; (iii) Dividend Income; (iv) Foreign Exchange Fluctuations Gain; (v) Interest on Income Tax Refund; (vi) Kasar / Discount; (vii) Short-Term Capital Gain; (viii) Sundry Balance Write Off; and (ix) Miscellaneous Income. Set forth below is a breakdown of our other income, for the periods indicated.

| **Particulars** | **For the six months ended September 30, 2024** | | **Fiscal 2024** | | **Fiscal 2023** | | **Fiscal 2022** | |
|---|---|---|---|---|---|---|---|---|
| | **Amount (₹ in millions)** | **Percentage of total** | **Amount (₹ in millions)** | **Percentage of total** | **Amount (₹ in millions)** | **Percentage of total** | **Amount (₹ in millions)** | **Percentage of total** |
| Apprentice Subsidy | - | - | 0.43 | 0.83% | 0.11 | 3.38% | 0.01 | 0.22% |
| Interest Income | 1.64 | 10.06% | 23.26 | 44.98% | 2.32 | 69.79% | 1.18 | 18.27% |
| Dividend Income | 0.00 | 0.00% | 0.00 | 0.00% | 0.00 | 0.01% | 0.00 | 0.00% |
| Foreign Exchange Fluctuations (Gain) | 1.87 | 11.51% | - | - | - | - | 4.31 | 66.73% |
| Interest on Income Tax Refund | - | - | - | - | - | - | 0.39 | 6.07% |
| Kasar / Discount | 0.00 | 0.03% | 0.14 | 0.27% | 0.02 | 0.57% | 0.41 | 6.37% |
| Miscellaneous Income | 0.01 | 0.09% | 26.22 | 50.71% | 0.04 | 1.34% | 0.00 | 0.06% |
| Short-Term Capital Gain | - | - | 0.61 | 1.17% | 0.83 | 24.94% | 0.15 | 2.31% |
| Sundry Balance Write Off | 12.73 | 78.30% | 1.05 | 2.04% | - | - | - | - |
| **Total** | **16.26** | **100.00%** | **51.71** | **100.00%** | **3.32** | **100.00%** | **6.46** | **100.00%** |

***Total Expenses***

Our Total expenses consists of (i) Cost of Service; (ii) employee benefits expense; (iii) finance costs; (iv) depreciation and amortisation expense; (v) and other expenses.

Set out below is a breakdown of our total expenses, for the periods indicated.

| Particulars | For the six months ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | Amount (₹ in millions) | Percentage of total | Amount (₹ in millions) | Percentage of total | Amount (₹ in millions) | Percentage of total | Amount (₹ in millions) | Percentage of total |
| Cost of Services | 1,834.51 | 84.75% | 4,981.65 | 87.51% | 5,995.43 | 89.32% | 3,915.55 | 85.39% |
| Employee Benefits Expense | 43.14 | 1.99% | 88.27 | 1.55% | 85.98 | 1.28% | 62.68 | 1.37% |
| Finance Costs | 42.22 | 1.95% | 111.99 | 1.97% | 161.17 | 2.40% | 152.13 | 3.32% |
| Depreciation and Amortization Expenses | 107.57 | 4.97% | 202.81 | 3.56% | 168.01 | 2.50% | 119.41 | 2.60% |
| Other Expenses | 137.16 | 6.34% | 308.06 | 5.41% | 301.80 | 4.50% | 335.73 | 7.32% |
| **Total** | **2,164.60** | **100.00%** | **5,692.80** | **100.00%** | **6,712.39** | **100.00%** | **4,585.49** | **100.00%** |

*Cost of Services*

Our Cost of services consists of Cargo Handling expenses, Material Purchase, Equipment working expenses, Operational Wages expenses and Transportation expenses.

*Employee Benefit Expenses*

Employee Benefit Expenses consists of: (i) Salary to employees; (ii) Contribution to Provident Fund and other funds including ESIC and Labour Welfare Fund; (iii) Gratuity and (iv) Employees Welfare Expense.

*Finance costs*

Finance Cost consists of Interest and other borrowing cost.

*Depreciation and amortisation expense*

Our depreciation and amortisation expense consist of: (i) Depreciation on property, plant and equipment; (ii) Amortisation of intangible assets.

*Other expenses*

Our Other expenses primarily consists of: (i) Travel & Conveyance expenses; (ii) Transportation Expense; (iii) Insurance Expense; (iv) Legal & Professional Fees Expense; (v) Office General Expense; (vi) Repair & Maintenance Expense (Building & others); (vii) Site Expense; (viii) Rent Expense – Building; (ix) Stationary & Postage Expense; (x) Provision/(Reversal) for doubtful debts; (xi) Interest & Penalty; (xii) Electricity Expense; (xiii) Donation; (xiv) Foreign Exchange Fluctuations (Loss)(net); (xv) Bad Debts; (xvi) Africa Division Expense; (xvii) Advertisement & Promotion Expense; (xviii) Audit fees; and (xix) Miscellaneous Expenses.

**RESULTS OF OUR OPERATIONS**

The table below sets out financial data from our Restated Consolidated Statement of Profit and Loss for the periods indicated below, and components of which are also expressed as a percentage of total income for such periods.

| Particular | For the six months period ended September 30, 2024 | | Fiscal 2024 | | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|---|---|---|---|
| | ₹ in millions | % of Total Income | ₹ in millions | % of Total Income | ₹ in millions | % of Total Income | ₹ in millions | % of Total Income |
| Revenue from operations (I) | 2,993.51 | 99.46% | 7,310.03 | 99.30% | 8,269.97 | 99.96% | 5,719.73 | 99.89% |
| Other Income (II) | 16.26 | 0.54% | 51.71 | 0.70% | 3.32 | 0.04% | 6.46 | 0.11% |
| **Total Income (III)** | **3,009.77** | **100.00%** | **7,361.74** | **100.00%** | **8,273.29** | **100.00%** | **5,726.20** | **100.00%** |
| **Expenses** | | | | | | | | |
| Cost of material consumed | 1,834.51 | 60.95% | 4,981.65 | 67.67% | 5,995.43 | 72.47% | 3,915.55 | 68.38% |
| Changes in inventories of finished goods, work-in-progress | - | - | - | - | - | - | - | - |
| Employee benefits expense | 43.14 | 1.43% | 88.27 | 1.20% | 85.98 | 1.04% | 62.68 | 1.09% |
| Finance Costs | 42.22 | 1.40% | 111.99 | 1.52% | 161.17 | 1.95% | 152.13 | 2.66% |
| Depreciation and amortization expenses | 107.57 | 3.57% | 202.81 | 2.75% | 168.01 | 2.03% | 119.41 | 2.09% |
| Other Expenses | 137.16 | 4.56% | 308.06 | 4.18% | 301.80 | 3.65% | 335.73 | 5.86% |
| **Total Expenses (IV)** | **2,164.60** | **71.92%** | **5,692.80** | **77.33%** | **6,712.39** | **81.13%** | **4,585.49** | **80.08%** |
| **Profit/(Loss) Before Extra-Ordinary Items and Tax (V= III - IV)** | **845.17** | **28.08%** | **1,668.94** | **22.67%** | **1,560.90** | **18.87%** | **1,140.71** | **19.92%** |
| Exceptional Items | 232.31 | 7.72% | (0.18) | (0.00%) | 33.73 | 0.41% | 1.00 | 0.02% |
| **Profit/ (loss) before tax (VII= V+VI)** | **1,077.48** | **35.80%** | **1,668.76** | **22.67%** | **1,594.63** | **19.27%** | **1,141.71** | **19.94%** |
| **Tax Expense** | | | | | | | | |
| Current Tax | 193.06 | 6.41% | 330.03 | 4.48% | 285.30 | 3.45% | 196.27 | 3.43% |
| Deferred Tax | 79.07 | 2.63% | 93.61 | 1.27% | 120.48 | 1.46% | 110.82 | 1.94% |
| **Total Tax Expenses (VIII)** | **272.13** | **9.04%** | **423.64** | **5.75%** | **405.78** | **4.90%** | **307.09** | **5.36%** |
| **Profit/(loss) for the period (IX= VII-VIII)** | **805.35** | **26.76%** | **1,245.12** | **16.91%** | **1,188.85** | **14.37%** | **834.62** | **14.58%** |

***Six month ended September 30, 2024***

***Total Income***

Our total income for six-month period ended September 30, 2024 was ₹ 3,009.77 million, the primary reason for which are disclosed below:

*Revenue from Operations*

Our revenue from operations for six-month period ended September 30, 2024 was ₹ 2,993.51 million (representing approximately 99.46% of our total income in that period), primarily comprising of revenue from Cargo Handling income and Fleet Chartering and Equipment Rentals. Our revenue from operations consists of Cargo Handling Income, Transportation Income, Fleet Chartering and Equipment Rentals and Other operational revenue. The detailed bifurcation of our revenue from operations for six-month period ended September 30, 2024 is provided below:

| **Particular** | **For six-month period ended September 30, 2024** | |
|---|---|---|
| | **₹ in millions** | **% of Total Income** |
| Cargo Handling | 2,337.55 | 77.67% |
| Transportation | 401.25 | 13.33% |
| Fleet Chartering and Equipment Rentals | 227.67 | 7.56% |
| Other operational income (1) | 27.04 | 0.90% |
| **Total Revenue from Operations** | **2,993.51** | **99.46%** |

*(2) Other operational income includes other sundry activities and sale of scrap.*

*Other income*

Our other income for six-month period ended September 30, 2024 was ₹ 16.26 million (representing 0.54% of our total income in that period), primarily comprising of Sundry Balance Write Off.

***Expenses***

Our total expenses for six-month period ended September 30, 2024 was ₹ 2,164.60 million (representing 71.92% of our total income in that period). The primarily comprising of cost of services of ₹ 1,834.51 million.

*Cost of Services*

Our cost of services for six-month period ended September 30, 2024 was ₹ 1,834.51 million (representing 60.95% of our total income in that period). Our cost of services constitutes of opening and closing stock of consumables inventory, Cargo Handling expenses, material purchase, Equipment working expenses, Operational wages expenses and Transportation expenses. The detailed bifurcation of our cost of services for six-month period ended September 30, 2024 is provided below:

| **Particular** | **For six-month period ended September 30, 2024** | |
|---|---|---|
| | **₹ in millions** | **% of Total Income** |
| Inventory (Consumables) at the beginning of the year | 181.22 | 6.02% |
| | | |
| **Add:** | | |
| Cargo Handling Expenses | 1,361.87 | 45.25% |
| Material Purchase | - | - |
| Equipment Working Expenses | 47.58 | 1.58% |
| Operational Wages Expenses | 239.33 | 7.95% |
| Transportation Expense | 209.12 | 6.95% |
| **Total** | **2,039.12** | **67.75%** |
| | | |
| **Less:** Inventory (Consumables) at the end of the year | 204.61 | 6.80% |
| | | |

| Particular | For six-month period ended September 30, 2024 | |
|---|---|---|
| | ₹ in millions | % of Total Income |
| **Total Cost of Services** | **1,834.51** | **60.95%** |

*Employee Benefit Expenses*

Our employee benefit expenses for six-month period ended September 30, 2024 was ₹ 43.14 million (representing 1.43% of our total income in that period), primarily comprising of Salary to employees of ₹ 28.69 million.

*Finance Cost*

Our finance cost decreased for six-month period ended September 30, 2024 was ₹ 42.22 million (representing 1.40% of our total income in that period), primarily comprising of Interest expenses of ₹ 40.81 million.

*Depreciation and amortisation expenses*

Our Depreciation and amortisation expenses for six-month period ended September 30, 2024 was ₹ 107.57 million (representing 3.57% of our total income in that period), primarily comprising of Depreciation of Plant, Property and Equipment of ₹ 107.57 million.

*Other Expenses*

Our other expenses for six-month period ended September 30, 2024 was ₹ 137.16 million (representing 4.56% of our total income in that period), primarily comprising Travel & Conveyance Expense, Transportation Expense, Insurance Expense, Office General Expense and Legal & Professional Fees Expense of ₹ 124.25 million.

***Exceptional Items***

Our exceptional items for the six months period ended September 30, 2024 was ₹ 232.31 million (representing 7.72% of our total income in that period). The exceptional item occurred due to Profit on sale of assets during six months period ended September 30, 2024.

***Profit Before Tax***

As a result of the factors outlined above, our profit before tax for six-month period ended September 30, 2024 was ₹ 1,077.48 million which, as a percentage of our total income, represented approximately 35.80%.

*Tax expense*

Our total tax expense for six-month period ended September 30, 2024 was ₹ 272.13 million (representing 9.04% of our total income in that period), primarily comprising of current tax expenses of ₹ 193.06 million.

***Profit for the year***

As a result of the factors outlined above, our profit for the year for six-month period ended September 30, 2024 was ₹ 805.35 million.

***Comparison of Fiscal 2024 to Fiscal 2023***

***Total Income***

Our total income decreased by 11.02% to ₹ 7,361.74 million in Fiscal 2024 from ₹ 8,273.29 million in Fiscal 2023, the primary reason for which are disclosed below:

*Revenue from Operations*

Our revenue from operations decreased by 11.61% to ₹ 7,310.03 million in Fiscal 2024 (representing approximately 99.30% of our total income in that year) from ₹ 8,269.97 million in Fiscal 2023 (representing approximately 99.96% of our total income in that year). Our revenue from operations consists of Cargo Handling Income, Transportation Income, Fleet Chartering and Equipment Rentals and Other operating revenue. The detailed bifurcation of our revenue from operations for Fiscal 2024 and 2023 is provided below:

| Particular | Fiscal 2024 | | Fiscal 2023 | |
|---|---|---|---|---|
| | **₹ in millions** | **% of Total Income** | **₹ in millions** | **% of Total Income** |
| Cargo Handling | 5,065.01 | 68.80% | 5,434.53 | 65.69% |
| Transportation | 871.27 | 11.84% | 1,016.41 | 12.29% |
| Fleet Chartering and Equipment Rentals | 1,331.66 | 18.09% | 1,737.12 | 21.00% |
| Other operational income | 42.09 | 0.57% | 81.91 | 0.99% |
| **Total Revenue from Operations** | **7,310.03** | **99.30%** | **8,269.97** | **99.96%** |

Our revenue from operations from each segment has decreased in Fiscal 2024 as compared to Fiscal 2023, particularly our Cargo Handling and Fleet Chartering and Equipment Rental Income. The primary reason for decrease in Cargo Handling Income and Fleet Chartering and Equipment Rental is due to decrease of our operations on Hazira port. Our operations at Hazira port decreased from 2.63 MMTs in Fiscal 2022 to 0.02 MMTs in Fiscal 2024. This decrease was primarily due to one of our long-term customer engaged in the steel industry shifted its business due to its acquisition of one of the jetties at Hazira Port. As a result, the client opted to handle the cargo independently, leading to a reduction in our service volume at Hazira Port.

*Other income*

Our other income increased by 1,457.02% to ₹ 51.71 million in Fiscal 2024 (representing 0.70% of our total income in that year) from ₹ 3.32 million in Fiscal 2023 (representing approximately 0.04% of our total income in that year), primarily due to increase in interest income and miscellaneous income.

***Expenses***

Our total expenses decreased by 15.19% to ₹ 5,692.80 million in Fiscal 2024 (representing 77.33% of our total income in that year) from ₹ 6,712.39 million in Fiscal 2023 (representing 81.13% of our total income in that year). The decrease of total expenses by 15.19% was commensurate with decrease in our revenue from operations. The primary reasons for this decrease are discussed below:

*Cost of Services*

Our cost of services decreased by 16.91% to ₹ 4,981.65 million in Fiscal 2024 (representing 67.67% of our total income in that year) from ₹ 5,995.43 million in Fiscal 2023 (representing 72.47% of our total income in that year). Our cost of services constitutes of opening and closing stock of consumables inventory, cargo handling expenses, material purchase, Equipment working expenses, operational wages expenses and transportation expenses. The detailed bifurcation of our cost of services for Fiscal 2024 and 2023 is provided below:

| Particular | Fiscal 2024 | | Fiscal 2023 | |
|---|---|---|---|---|
| | **₹ in millions** | **% of Total Income** | **₹ in millions** | **% of Total Income** |
| Inventory (Consumables) at the beginning of the year | 120.37 | 1.64% | 100.60 | 1.22% |
| | | | | |
| **Add:** | | | | |
| Cargo Handling Expenses | 3,641.34 | 49.46% | 4,084.77 | 49.37% |
| Material Purchase | 0.26 | 0.00% | 0.72 | 0.01% |
| Equipment Working Expenses | 289.99 | 3.94% | 772.19 | 9.33% |
| Operational Wages Expenses | 554.42 | 7.53% | 481.64 | 5.82% |
| Transportation Expense | 556.49 | 7.56% | 675.88 | 8.17% |
| **Total** | **5,162.87** | **70.13%** | **6,115.80** | **73.92%** |
| | | | | |
| **Less:** Inventory (Consumables) at the end of the year | 181.22 | 2.46% | 120.37 | 1.45% |
| | | | | |
| **Total Cost of Services** | **4,981.65** | **67.67%** | **5,995.43** | **72.47%** |

The decrease in cost of service was commensurate with our revenue from operations. Cargo Handling expenses is the largest component in our total expenses contributing 49.46% and 49.37% of total income for Fiscal 2024 and 2023. The primary reason for decrease in expenses in Cargo Handling expenses is due to decrease in Cargo Handling revenue in the respective period. Further, our Equipment working expenses decreased from ₹ 772.19 million in Fiscal 2023 to ₹ 289.99 million in Fiscal 2024.

*Employee Benefit Expenses*

Our employee benefit expenses increased by 2.66% to ₹ 88.27 million in Fiscal 2024 (representing 1.20% of our total income in that year) from ₹ 85.98 million in Fiscal 2023 (representing 1.04% of our total income in that year). The increase in employee expenses was due to annual wage increments as well as an increase in the headcount of our employees, which reflects the effects of expansion of our business.

*Finance Cost*

Our finance cost decreased by 30.51% to ₹ 111.99 million in Fiscal 2024 (representing 1.52% of our total income in that year) from ₹ 161.17 million in Fiscal 2023 (representing 1.95% of our total income in that year). The primary reason for decrease in finance cost is due to decrease in total borrowing from ₹ 1,754.51 million in Fiscal 2023 to ₹ 1,588.84 million in Fiscal 2024.

*Depreciation and amortisation expenses*

Our Depreciation and amortisation expenses increased by 20.71% to ₹ 202.81 million in Fiscal 2024 (representing 2.75% of total income in that year) from ₹ 168.01 million in Fiscal 2023 (representing 2.03% of total income in that year). The increase in Depreciation and amortisation expenses is primarily due to increase in Gross Block of Heavy Vehicles & Equipment of the company from ₹ 5,294.75 million in Fiscal 2023 to ₹ 5,548.40 million in Fiscal 2024.

*Other Expenses*

Our other expenses increased by 2.08% to ₹ 308.06 million in Fiscal 2024 (representing 4.18% of our total income in that year) from ₹ 301.80 million in Fiscal 2023 (representing 3.65% of our total income in that year). The increase in other expenses is primarily due to:

- 812.78% increase in bad debts from ₹ 2.09 million in Fiscal 2023 to ₹ 19.11 million in Fiscal 2024.
- 25.02% increase in Insurance expenses from ₹ 66.33 million in Fiscal 2023 to ₹ 82.92 million in Fiscal 2024, on account of increase in Heavy vehicles and equipment of ₹ 291.05 million during Fiscal 2024.
- 26.19% increase in Legal & Professional Fees Expense from ₹ 18.55 million in Fiscal 2023 to ₹ 23.41 million in Fiscal 2024.

***Exceptional Items***

Our exceptional items Fiscal 2024 was (₹ 0.18) million (representing 0.00% of our total income in that period) as compared to ₹ 33.73 million in Fiscal 2023 (representing 0.41% of our total income in that period). The exceptional item occurred due to Loss on sale of assets during Fiscal 2024.

***Profit before tax***

As a result of the factors outlined above, our profit before tax increased by 4.65% to ₹ 1,668.76 million in Fiscal 2024 from ₹ 1,594.63 million in Fiscal 2023 which, as a percentage of our total income, represented approximately 22.67% in Fiscal 2024 compared with 19.27% in Fiscal 2023.

***Tax expense***

Our total tax expense increased by 4.40% to ₹ 423.64 million in Fiscal 2024 (representing 5.75% of our total income in that period) from ₹ 405.78 million in Fiscal 2023 (representing 4.90% of our total income in that period). This increase was primarily due to an increase in current tax expenses for the current year to ₹ 330.03 million in Fiscal 2024 from ₹ 285.30 million in Fiscal 2023. The increase in current tax expenses was in commensurate with our increase in Profit Before Tax.

***Profit for the year***

As a result of the factors outlined above, our profit for the year increased by 4.73% to ₹ 1,245.12 million in Fiscal 2024 from ₹ 1,188.85 million in Fiscal 2023.

***Comparison of Fiscal 2023 to Fiscal 2022***

***Total Income***

Our total income increased by 44.48% to ₹ 8,273.29 million in Fiscal 2023 from ₹ 5,726.20 million in Fiscal 2022, the primary reason for which are disclosed below:

*Revenue from Operations*

Our revenue from operations increased by 44.59% to ₹ 8,269.97 million in Fiscal 2023 (representing approximately 99.96% of our total income in that year) from ₹ 5,719.73 million in Fiscal 2022 (representing approximately 99.89% of our total income in that year), primarily due to increase in Cargo Handling income. Our revenue from operations consists of Cargo Handling Income, Transportation Income, Fleet Chartering and Equipment Rentals and Other operating revenue. The detailed bifurcation of our revenue from operations for Fiscal 2023 and 2022 is provided below:

| **Particular** | **Fiscal 2023** | | **Fiscal 2022** | |
|---|---|---|---|---|
| | **₹ in millions** | **% of Total Income** | **₹ in millions** | **% of Total Income** |
| Cargo Handling | 5,434.53 | 65.69% | 3,858.89 | 67.39% |
| Transportation | 1,016.41 | 12.29% | 775.05 | 13.54% |
| Fleet Chartering and Equipment Rentals | 1,737.12 | 21.00% | 1,036.91 | 18.11% |
| Other Operating revenue | 81.11 | 0.99% | 40.44 | 0.85% |
| **Total Revenue from Operations** | **8,269.97** | **99.96%** | **5,719.73** | **99.89%** |

Our revenue from operations from each segment has increased in Fiscal 2023 as compared to Fiscal 2022. Our Cargo Handling Income has increased by 40.83% to ₹ 5,434.53 million in Fiscal 2023 representing 65.69% of our total income in that year) from ₹ 3,858.89 million in Fiscal 2022 (representing approximately 67.39% of our total income in that year), resulting into increase in overall revenue from operations. The primary reason for increase in Cargo Handling Income is due to increase in operations at Non-major ports. For the Fiscal 2023, we handled volume of 11.03 MMTs of Dry Bulk Cargo compared to 7.83 MMTs in Fiscal 2022, demonstrating growth of 40.92%. Our cargo handling business, which is our largest business operation, can be categorised into the following: (i) STS (Ship-to-Ship) Lightering Services; (ii) Stevedoring Services; and (iii) Other port services including cargo management services. Though we are actively engaged in the major ports such as Kandla, we primarily operate in non-major ports and jetties ports specifically those ports having major tidal variations and draft restrictions. When ports are too shallow to accommodate large carrier vessel, have a narrow entrance or have a major tidal variation, lighterage services allows offshore loading and unloading of the cargos into smaller vessels such as Barges or Mini bulk carriers. Hence, increase in our operations at Non-major ports is directly linked with our increase in revenue from operations.

*Other income*

Our other income decreased by 48.62% to ₹ 3.32 million in Fiscal 2023 (representing 0.04% of our total income in that year) from ₹ 6.46 million in Fiscal 2022 (representing approximately 0.11% of our total income in that year), primarily due to increase in interest income and miscellaneous income.

***Expenses***

Our total expenses increased by 46.38% to ₹ 6,712.39 million in Fiscal 2023 (representing 81.13% of our total income in that year) from ₹ 4,585.49 million in Fiscal 2022 (representing 80.08% of our total income in that year). The increase of total expenses by 46.38% was commensurate with increase in our revenue from operations. The primary reasons for this increase are discussed below:

*Cost of Services*

Our cost of services increased by 53.12% to ₹ 5,995.43 million in Fiscal 2023 (representing 72.47% of our total income in that year) from ₹ 3,915.55 million in Fiscal 2022 (representing 68.38% of our total income in that year). Our cost of services constitutes of opening and closing stock of consumables inventory, Cargo Handling expenses, material purchase, Equipment working expenses, Operational wages expenses and Transportation expenses. The detailed bifurcation of our cost of services for Fiscal 2023 and 2022 is provided below:

| Particular | Fiscal 2023 | | Fiscal 2022 | |
|---|---|---|---|---|
| | ₹ in millions | % of Total Income | ₹ in millions | % of Total Income |
| Inventory (Consumables) at the beginning of the year | 100.60 | 1.22% | 75.79 | 1.32% |
| | | | | |
| **Add:** | | | | |
| Cargo Handling Expenses | 4,084.77 | 49.37% | 2,842.01 | 49.63% |
| Material Purchase | 0.72 | 0.01% | 7.69 | 0.13% |
| Equipment Working Expenses | 772.19 | 9.33% | 237.98 | 4.16% |
| Operational Wages Expenses | 481.64 | 5.82% | 331.14 | 5.78% |
| Transportation Expense | 675.88 | 8.17% | 521.53 | 9.11% |
| **Total** | **6,115.80** | **73.92%** | **4,016.15** | **70.14%** |
| | | | | |
| **Less:** Inventory (Consumables) at the end of the year | 120.37 | 1.45% | 100.60 | 1.76% |
| | | | | |
| **Total Cost of Services** | **5,995.43** | **72.47%** | **3,915.55** | **68.38%** |

The increase in cost of service was commensurate with our revenue from operations. Cargo Handling expenses is the largest component in our total expenses contributing 49.37% and 49.63% of total income for Fiscal 2023 and 2022. There was a substantial increase in Equipment working expenses in Fiscal 2023 due to increase in services from Third Party vendors for Fleet Chartering and Equipment Rentals.

*Employee Benefit Expenses*

Our employee benefit expenses increased by 37.19% to ₹ 85.98 million in Fiscal 2023 (representing 1.04% of our total income in that year) from ₹ 62.68 million in Fiscal 2022 (representing 1.09% of our total income in that year). The increase in employee expenses was due to annual wage increments as well as an increase in the headcount of our employees, which reflects the effects of expansion of our business.

*Depreciation and amortisation expenses*

Our Depreciation and amortisation expenses increased by 40.70% to ₹ 168.01 million in Fiscal 2023 (representing 2.03% of total income in that year) from ₹ 119.41 million in Fiscal 2022 (representing 2.09% of total income in that year). The increase in Depreciation and amortisation expenses is primarily due to increase in Gross Block of the Heavy Vehicles & Equipment from ₹ 4,610.72 million in Fiscal 2022 to ₹ 5,294.75 million in Fiscal 2023.

*Finance Cost*

Our finance cost increased by 5.95% to ₹ 161.17 million in Fiscal 2023 (representing 1.95% of our total income in that year) from ₹ 152.13 million in Fiscal 2022 (representing 2.66% of our total income in that year). The primary reason for increase in finance cost is due to increase in Short-term borrowings from ₹ 584.62 million in Fiscal 2022 to ₹ 732.22 million in Fiscal 2023.

*Other Expenses*

Our other expenses decreased by 10.11% to ₹ 301.80 million in Fiscal 2023 (representing 3.65% of our total income in that year) from ₹ 335.73 million in Fiscal 2022 (representing 5.86% of our total income in that year).

***Profit before tax***

As a result of the factors outlined above, our profit before tax increased by 39.67% to ₹ 1,594.63 million in Fiscal 2023 from ₹ 1,141.71 million in Fiscal 2022 which, as a percentage of our total income, represented approximately 19.27% in Fiscal 2023 compared with 19.94% in Fiscal 2022.

***Tax expense***

Our total tax expense increased by 32.14% to ₹ 405.78 million in Fiscal 2023 from ₹ 307.09 million in Fiscal 2022. This increase was primarily due to an increase in current tax expenses for the current year to ₹ 285.30 million in Fiscal 2023 from ₹ 196.27 million in Fiscal 2022. The increase in current tax expenses was due to an increase in our profit before tax during this period.

***Profit for the year***

As a result of the factors outlined above, our profit for the year increased by 42.44% to ₹ 1,188.85 million in Fiscal 2023 from ₹ 834.62 million in Fiscal 2022.

**CASH FLOWS**

The table below summarises our cash flows for the periods indicated below.

| Particulars | For the six months ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Net Cash from Operating Activities (A) | (281.10) | 1,600.27 | 1,579.33 | 1,431.64 |
| Net Cash from Investing Activities (B) | 271.97 | (391.03) | (471.40) | (2,198.08) |
| Net Cash from Financing Activities (C) | 26.65 | (1,221.17) | (1,120.10) | 754.91 |
| **Net Increase / (Decrease) in Cash and Cash Equivalents (D = A+B+C)** | **17.52** | **(11.94)** | **(12.17)** | **(11.53)** |
| **Cash and Cash equivalents at the beginning of the period** | **24.49** | **36.43** | **48.60** | **60.13** |
| **Cash and Cash equivalents at the end of the period** | **42.01** | **24.49** | **36.43** | **48.60** |

***Operating activities***

*For Six months period ended September 30, 2024*

Net Cash flow used in operations for the six months period ended September 30, 2024, was ₹ 281.10 million. While our restated profit before tax was ₹ 1,079.76 million, we had an operating loss before working capital changes of ₹ 1,074.71 million, primarily due to adjustment for (i) Finance cost of ₹ 42.22 million; and (ii) Depreciation and amortisation of ₹ 107.57 million, which were partially offset by (i) Gain on sale of fixed asset of ₹ 232.31 million; and (ii) Other adjustment of ₹ 79.11 million. Change in operating asset and liabilities for the six months period ended September 30, 2024, primarily consisted of (i) Increase in provision of ₹ 59.80 million; (ii) Increase in Current Tax Liability of ₹ 193.06 million; (iii) Decrease in Other Current financial Assets of ₹ 8.47 million; (iv) Increase in Other current assets of ₹ 9.51 million; (v) Decrease in Trade Payables of ₹ 32.30 million; (vi) Decrease in Other Financial Liability of ₹ 41.26 million; (vii) Decrease in Other Current Liability of ₹ 7.69 million; (viii) Increase in Inventories of ₹ 23.39 million; (ix) Increase in Current tax assets of ₹ 221.57 million; and (x) Increase in Trade Receivable of ₹ 1,009.28 million. Our cash used in operations was ₹ 8.97 million, adjusted by payment of income tax of ₹ 272.13 million.

*For Fiscal 2024*

Net Cash flow from operations for Fiscal 2024, was ₹ 1,600.27 million. While our restated profit before tax was ₹ 1,675.45 million, we had an operating profit before working capital changes of ₹ 2,346.23 million, primarily due to adjustment for (i) Finance cost of ₹ 111.99 million; (ii) Other adjustment of ₹ 379.05 million; (iii) Depreciation and amortisation of ₹ 202.81 million; (iv) Gain on sale of fixed asset of ₹ 0.18 million, which were partially offset by interest received of ₹ 23.26 million. Change in operating asset and liabilities for the Fiscal 2024, primarily consisted of (i) Decrease in provision of ₹ 18.61 million; (ii) Increase in Current Tax Liability of ₹ 44.79 million; (iii) Decrease in Other Current financial Assets of ₹ 2.46 million; (iv) Increase in Other current assets of ₹ 17.48 million; (v) Increase in Trade Payables of ₹ 18.63 million; (vi) Increase in Other Financial Liability of ₹ 72.57 million; (vii) Decrease in Other Current Liability of ₹ 496.95 million; (viii) Increase in Inventories of ₹ 60.85 million; (ix) Increase in Current tax assets of ₹ 37.09 million; and (x) Decrease in Trade Receivable of ₹ 170.22 million. Our cash generated from operations was ₹ 2.023.91 million, adjusted by payment of income tax of ₹ 423.64 million.

*For Fiscal 2023*

Net Cash flow from operations for Fiscal 2023, was ₹ 1,579.33 million. While our restated profit before tax was ₹ 1,601.73 million, we had an operating profit before working capital changes of ₹ 2,211.48 million, primarily due to adjustment for (i) Finance cost of ₹ 161.17 million; (ii) Other adjustment of ₹ 316.62 million; and (iii) Depreciation and amortisation of ₹ 168.01 million, which were partially offset by (i) Gain on sale of fixed assets of ₹ 33.73 million and (ii) interest received of ₹ 2.32 million. Change in operating asset and liabilities for the Fiscal 2023, primarily consisted of (i) Increase in provision of ₹ 37.72 million; (ii) Increase in Current Tax Liability of ₹ 89.05 million; (iii) Increase in Other Current financial Assets of ₹ 47.57 million; (iv) Decrease in Other current assets of ₹ 43.18 million; (v) Increase in Trade Payables of ₹ 6.66 million; (vi) Increase in Other Financial Liability of ₹ 120.97 million; (vii) Decrease in Other Current Liability of ₹ 385.83 million; (viii) Increase in Inventories of ₹ 19.77 million; (ix) Increase in Current tax assets of ₹ 202.50 million;

and (x) Decrease in Trade Receivable of ₹ 131.73 million. Our cash generated from operations was ₹ 1,985.11 million, adjusted by payment of income tax of ₹ 405.78 million.

*Fiscal 2022*

Net Cash flow from operations for Fiscal 2022, was ₹ 1,431.64 million. While our restated profit before tax was ₹ 1,143.05 million, we had an operating profit before working capital changes of ₹ 1,523.22 million, primarily due to adjustment for (i) Finance cost of ₹ 152.13 million; (ii) Other adjustment of ₹ 110.82 million; and (iii) Depreciation and amortisation of ₹ 119.41 million, which were partially offset by (i) Gain on sale of fixed assets of ₹ 1.00 million and (ii) interest received of ₹ 1.18 million. Change in operating asset and liabilities for the Fiscal 2023, primarily consisted of (i) Increase in provision of ₹ 49.09 million; (ii) Decrease in Current Tax Liability of ₹ 196.27 million; (iii) Increase in Other Current financial Assets of ₹ 21.22 million; (iv) Increase in Other current assets of ₹ 10.58 million; (v) Increase in Trade Payables of ₹ 247.33 million; (vi) Increase in Other Financial Liability of ₹ 74.12 million; (vii) Increase in Other Current Liability of ₹ 494.90 million; (viii) Increase in Inventories of ₹ 24.80 million; (ix) Increase in Current tax assets of ₹ 56.33 million; and (x) Increase in Trade Receivable of ₹ 733.27 million. Our cash generated from operations was ₹ 1,738.73 million, adjusted by payment of income tax of ₹ 307.09 million.

***Investing activities***

*For Six months period ended September 30, 2024*

Net cash generated from Investing activities for the six months period ended September 30, 2024, was ₹ 271.97 million, which reflected Purchase of Property, Plant & Equipment of ₹ 159.88 million, and Loans & Advances given of ₹ 68.90 million, which was partially set off by Disposal of Property, Plant & Equipment of ₹ 435.04 million, Investments in other non-current financial Assets of ₹ 64.08 million and Interest received of ₹ 1.64 million.

*For Fiscal 2024*

Net cash used in Investing activities for the Fiscal 2024, was ₹ 391.03 million, which reflected Purchase of Property, Plant & Equipment of ₹ 328.78 million, Investments in other non-current financial Assets of ₹ 81.10 million and Loans & Advances given of ₹ 15.74 million, which was partially set off by Interest received of ₹ 23.26 million and Disposal of Property, Plant & Equipment of ₹ 11.33 million.

*For Fiscal 2023*

Net cash used in Investing activities for the Fiscal 2023, was ₹ 471.40 million, which reflected Purchase of Property, Plant & Equipment of ₹ 1,183.24 million, Investments in other non-current financial Assets of ₹ 44.01 million and Loans & Advances given of ₹ 57.98 million, which was partially set off by Interest received of ₹ 2.32 million and Disposal of Property, Plant & Equipment of ₹ 811.51 million.

*For Fiscal 2022*

Net cash used in Investing activities for the Fiscal 2022, was ₹ 2,198.08 million, which reflected Purchase of Property, Plant & Equipment of ₹ 2,190.71 million, Investments in other non-current financial Assets of ₹ 10.16 million and Loans & Advances given of ₹ 9.61 million, which was partially set off by Interest received of ₹ 1.18 million and Disposal of Property, Plant & Equipment of ₹ 11.21 million.

***Financing activities***

*For Six months period ended September 30, 2024*

Net Cash generated from Financing activities for the six months period ended September 30, 2024, was ₹ 26.65 million, which reflected proceeds from Current Borrowings of ₹ 92.14 million, proceeds from Non-Current Borrowings of ₹ 871.33 million, proceeds from shares issued during the year of ₹ 1,465.20 million and Securities premium thereof ₹ 214.04 million, which was partially set off by interest paid of ₹ 42.22 million and adjustment in partner's capital of ₹ 2,573.85 millions.

*For Fiscal 2024*

Net Cash used in Financing activities for the Fiscal 2024, was ₹ 1,221.17 million, which reflected repayment of Current Borrowings of ₹ 260.36 million, repayment of Non-Current Borrowings of ₹ 1,202.41 million, increase in partner's capital adjustment of ₹ 353.59 million and interest paid of ₹ 111.99 million.

*For Fiscal 2023*

Net Cash used in Financing activities for the Fiscal 2023, was ₹ 1,120.10 million, which reflected repayment of repayment of Non-Current Borrowings of ₹ 1,924.82 million and interest paid of ₹ 161.17 million, which was partially set off by proceeds from Current Borrowing of ₹ 147.40 million and adjustment in partner's capital of ₹ 818.49 million.

*For Fiscal 2022*

Net Cash used in Financing activities for the Fiscal 2022, was ₹ 754.91 million, which reflected repayment of repayment of Non-Current Borrowings of ₹ 382.58 million and interest paid of ₹ 152.13 million, which was partially set off by proceeds from Current Borrowing of ₹ 215.59 million and adjustment in partner's capital of ₹ 1,074.03 million.

**BORROWINGS**

For the six months period ended September 30, 2024, we had total borrowings of ₹ 2,645.43 million, which consisted of non-current borrowings and current borrowings, with a Debt-to-Equity ratio of 0.89 as of that date, according to the Restated Consolidated Financial Information. The table below sets out brief details in relation to our outstanding borrowings.

*(₹ in million, unless otherwise specified)*

| Particulars | For the six months ended September 30, 2024 |
|---|---|
| Non-current Borrowings | 2,081.42 |
| Current Borrowings | 564.01 |
| **Total Borrowings** | **2,645.43** |

Our loan agreements generally contain covenants, including restrictions on indebtedness, liens, asset sales, investments, transfer or ownership interests and certain changes in business.

For details of principal terms of the facilities sanctioned to our Company, see "*Financial Indebtedness*" on page 376.

**CONTINGENT LIABILITY AND COMMITMENTS**

*(₹ in million, unless otherwise specified)*

| Particulars | For the six months ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| **a) Contingent Liabilities** | | | | |
| **Tax Litigations*** | 302.67 | 275.01 | 273.29 | 273.29 |
| **Bank guarantees for performance, Earnest Money & Security Deposits** | 57.28 | 57.28 | 57.28 | 57.28 |
| **Arbitration Proceedings**** | 130.29 | 130.29 | 130.29 | 130.29 |
| **Motor Vehicle Accident Litigations** | 4.50 | 4.50 | 3.00 | 3.00 |
| **b) Commitments** | | | | |
| **Amount payable for investment made in wholly- owned subsidiary#** | 30.00 | Nil | Nil | Nil |

** The company has an outstanding demand of ₹ 17,17,134/- for AY 2018-19. Against which the company has filed an appeal before ITAT, Rajkot on April 17, 2023 and the same is under process.*

**The company has two (2) outstanding demands of service tax aggregating ₹ 24,33,14,170/- for the period from 01-07-2003 to 30-06-2010. Order of the same was received in our favour by CESTAT however the department has filed an appeal before Supreme Court and the same is under process.*

**The company has three (3) outstanding demands of CENVAT credit aggregating ₹ 2,99,76,907/- for the period from 01-10-2012 to 30-10-2017 and the same is pending before the department.*

**The company has received an show cause notice on 01.08.2024 under Goods and Services taxes aggregating ₹ 2,76,58,303/- for the period from 01-04-2018 to 31-03-2021 and the same is pending before the department.*

*** The Company is currently in arbitration proceedings with Amit Acetylene, involving a disputed amount of ₹2,02,86,563. The jurisdiction for this matter lies with the National Company Law Tribunal (NCLT), Ahmedabad. The Company awaits the decision from the Ahmedabad Arbitration Centre, which is currently pending.*

*** The Company is currently engaged in arbitration proceedings with Vedanta Limited, involving a disputed amount of ₹11,00,00,000. The jurisdiction for this matter lies with the High Court of Delhi. The Company awaits the decision from the Delhi International Arbitration Centre, which is currently pending.*

*# The Company Shreeji Global IFSC pvt ltd a wholly owned subsidiary of Shreeji Shipping global pvt ltd was incorporated on 31/08/2024. Since it is proposed to carryout its object of Ship Leasing In GIFT City, Gandhinagar under IFSCA Regulations, we are under process of applying for the IFSC Registration. Once the registration is being received, after that the company will proceed for the Bank Account Opening and further Credit of Subscription entries. This Compliances will be done within the stipulated time given under the Companies Act, 2013*

For further details, see Note 43 to our Restated Consolidated Financial Information included in "*Restated Consolidated Financial Information*", and "*Outstanding Litigation and Material Developments*" on pages 78 and 378, respectively.

**CAPITAL EXPENDITURE**

The following table sets forth additions to property, plant and equipment by category of expenditure, for the period and fiscal years indicated:

*(₹ in millions, unless otherwise specified)*

| Particulars | For the six months ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| Heavy Vehicles & Equipment | 8.39 | 291.05 | 962.04 | 1,833.33 |
| Computer System | 0.38 | 1.05 | 1.59 | 0.95 |
| Buildings | 1.48 | 6.61 | 2.55 | - |
| Office Equipment | - | - | - | 0.09 |
| Furniture and Fixtures | 0.05 | 0.03 | 5.49 | 0.55 |
| Vehicles | 25.00 | 14.26 | 44.38 | 30.77 |
| Capital Work in Progress | 121.88 | 3.35 | 158.95 | 321.50 |
| **Total** | **157.18** | **316.35** | **1,175.01** | **2,187.20** |

For further details in relation additions to property, plant and equipment, please refer to "*Object of the Issue*", beginning from page 104.

**OTHER QUANTITATIVE AND QUALITATIVE DISCLOSURES**

***Off-balance sheet arrangements***

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors. We do not enter into derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

***Related party transactions***

We have engaged in the past, and may engage in the future, in transactions with related parties including our affiliates. Such transactions are for, among others, loans taken and repaid, Sales and expenses, Sale and purchase of fixed assets and managerial remuneration. In addition, we have engaged in related party transactions with our Promoters which primarily relate to remuneration payable, certain expenses and payments of rent in related to certain properties leased from them. The tables below provide details of our aggregate related party transactions in the periods indicated.

*(₹ in millions, unless otherwise specified)*

| Particulars | For the six months ended September 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|---|
| **Related Party Transactions** | | | | |
| Sales | 83.03 | 533.51 | 1,568.80 | 318.30 |
| Cargo Handling Expense | 121.23 | 509.49 | 762.97 | 461.97 |
| Rent Expense | 0.24 | 3.52 | 7.34 | 3.38 |
| Interest On loan | 35.32 | 72.82 | 96.79 | 96.83 |
| Transportation Expense | 9.64 | 19.56 | 14.08 | 10.82 |
| Salary expense | - | 17.65 | - | - |
| Travel & Conveyance Expense | 1.75 | 2.37 | 42.28 | 30.49 |
| Advertisement and Promotion Expense | - | 0.14 | 0.37 | 0.64 |
| Remuneration | 0.47 | 0.93 | 10.78 | 0.72 |
| Fixed Assets Purchase | 1.19 | - | 0.45 | - |
| Fixed Assets Sale | 420.04 | - | 3.78 | - |
| Loan taken | 3,465.32 | 1,619.19 | 1,579.25 | 999.06 |
| Loan Repaid | 2,466.54 | 1,543.39 | 1,960.79 | 891.83 |
| **Absolute Sum of all Related Party Transactions** | **6,604.77** | **4,322.57** | **6,047.68** | **2,814.04** |

For details, see Note 46 to our Restated Consolidated Financial Information included in "*Restated Consolidated Financial Information*" and "*Risk Factors—28. We enter into certain related party transactions in the ordinary course of our business and we cannot assure you that such transactions will not adversely affect our financial condition and results of operations***.**" on pages 78 and 56, respectively.

***Unusual or infrequent events or transactions***

There have been no other events or transactions that, to our knowledge, may be described as "unusual" or "infrequent". For details of the risks applicable to us, see "*Risk Factors*" on page 35.

***Known trends or uncertainties***

Our business has been affected and we expect will continue to be affected by the trends identified *"—Significant factors affecting our results of operations and financial condition*" and the uncertainties described in "*Risk Factors*" on page 332 and 35. To our knowledge, except as described or anticipated in this Draft Red Herring Prospectus, there are no known trends or uncertainties which we expect will have a material adverse impact on our revenues or income from continuing operations.

***Future relationship between cost and income***

Other than as described above and in "*Risk Factors*" and "*Our Business*" beginning on pages 35 and 178, respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

***New products or business segments***

Other than as described elsewhere in this Draft Red Herring Prospectus, there are no new products or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

***Seasonality of business***

Our business is subject to seasonal variation as we also operate on seasonal ports. As the first half of our Fiscal also consists of substantial period of monsoon season, our operations and revenue realisation may impact as compared to second half of our Fiscal year. During monsoon season, operations at such seasonal ports remains closed, which could affect our business operations and financial positions. See "*Risk Factors No. 12– Our business is subject to significant revenue concentration in the second half of a fiscal and we may not be able to forecast our project schedule which could have an adverse effect on our cash flows, business, results of operations and financial condition*" on page 45.

***Significant economic changes***

Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations. Other than as described in *"—Significant factors affecting our results of operations and financial condition*" and the sections "*Risk Factors*" and "*Our Business*", there are no specific economic changes that may impact our operations or are likely to affect income from continuing operations.

***Statutory auditors' qualifications or adverse observations***

The auditor's report to the special purpose consolidated financial statements of our company forming part of basis for preparation of Restatement Consolidated Financial Information does not include any qualifications or adverse observations.

***Supplier or Customer Concentration***

Due to the nature of our business, we are not dependent on a particular supplier or group of suppliers. However, we are dependent on our customers for our business. We have strong customer base of our existing customers. The table below sets forth our revenue from our largest customer, top 3 customers and top 10 customers and their contribution to our revenue from operations for the periods indicated.

| **Particulars** | **For the six months ended September 30, 2024** | | **Fiscal 2024** | | **Fiscal 2023** | | **Fiscal 2022** | |
|---|---|---|---|---|---|---|---|---|
| | **Amount (₹ in millions)** | **% of revenue from operation** | **Amount (₹ in millions)** | **% of revenue from operation** | **Amount (₹ in millions)** | **% of revenue from operation** | **Amount (₹ in millions)** | **% of revenue from operation** |
| Largest Customer | 520.47 | 17.39% | 1,111.23 | 15.20% | 1,391.71 | 16.83% | 1,019.63 | 17.83% |
| Top 3 Customers | 1,132.87 | 37.84% | 2,829.10 | 38.70% | 3,245.06 | 39.24% | 2,233.79 | 39.05% |
| Top 10 Customers | 2,061.99 | 68.88% | 5,028.80 | 68.79% | 6,274.21 | 75.87% | 3,866.57 | 67.60% |

***Notes:***

*(1) The Largest, top three and top ten customers are the Largest, top three and top ten customers, respectively, in terms of revenue for each of the respective years and may not necessarily be the same customers.*
*(2) Further, contribution of each individual customer to the revenue from operations of our Company has not been separately disclosed to preserve confidentiality.*
*(3) Our customers include Adani Enterprises Limited, Ceylon Shipping Corporation Limited, Taranjot Resources Private Limited, Tata International Limited, Torrent Power and Agarwal Coal Corporation Private Limited.*

***Quantitative and qualitative disclosures about financial risk***

We are exposed primarily to, liquidity, credit and market risk, which may adversely impact the fair value of our financial instruments. In order to minimise any adverse effects on our financial performance, a brief description of our risk management policies is set forth below.

*(i) Credit risk*
Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. We are exposed to credit risk from its operating activities (primarily trade receivables) including deposits with banks and other financial assets. Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables, loans receivables, cash and cash equivalents and other bank balances held by us. Our trade receivables, cash and cash equivalents, other bank balances and other financial assets result in material concentration of credit risk. The carrying value of financial assets represents the maximum credit risk. Our maximum exposure to credit risk was ₹ 2,904.80 million as of September 30, 2024, being the total carrying value of trade receivables, balances with bank, bank deposits, loans and other financial assets.

The Company’s exposure to credit risk is influenced mainly by the individual characteristics of each customer, demographics of the customers, default risk of the country in which the customer operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of the customer to which the Company grants credit terms in the normal course of business. Trade receivables are non-interest bearing and generally carry 60 to 90 days credit terms.

Credit risk from balances with banks is managed by the Company's Finance department team in accordance with the Company's policy. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counter party's potential failure to make payments. Credit limits of all authorities are reviewed by the management on regular basis. All balances with banks is subject to low credit risk due to good credit ratings assigned to the Company.

*(ii) Liquidity risk*
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company employee’s prudent liquidity risk management practices which inter alia means maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. Given the nature of the underlying businesses, the corporate finance maintains flexibility in funding by maintaining availability under committed credit lines and this way liquidity risk is mitigated by the availability of funds to cover future commitments. Cash flow forecasts are prepared and the utilized borrowing facilities are monitored on a daily basis and there is adequate focus on good management practices whereby the collections are managed efficiently. The Company while borrowing funds for large capital project, negotiates the repayment schedule in such a manner that these matches with the generation of cash on such investment. Longer term cash flow forecasts are updated from time to time and reviewed by the Senior management of the Company.

*(iii) Market risk*
Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits, and foreign currency receivables and payables.

*Foreign Currency Risk Management*

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue, expense or capital expenditure is denominated in foreign currency). Foreign currency exchange rate exposure is partly balanced by purchasing of goods from the respective countries. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

**Significant Developments after September 30, 2024, that may affect our future results of operations**

Except as stated below and in this Draft Red Herring Prospectus, to our knowledge, no circumstances have arisen since September 30, 2024, that materially and adversely affect or are likely to affect our operations or profitability, or the value of our assets or our ability to pay our material liabilities:

- The Company has acquired 08 (Eight) Barges on October 14, 2024, from one of our group company i.e., Shreeji Shipping Services (India) Limited amounting to ₹ 296.63 million (including GST).

- After September 30, 2024, Kotak Mahindra Bank has sanctioned increased fund based and non-fund based working capital limit amounting to ₹ 1,770.00 million from ₹ 270.00 million as follows:

| Date of Sanctioned letter | Existing Limits (₹ in millions) | Revised Limits (₹ in millions) |
|---|---|---|
| 21st October, 2024 | 270.00 | 770.00 |
| 13th November, 2024 | 770.00 | 1,270.00 |
| 16th November, 2024 | 1,270.00 | 1,770.00 |

- Our Company has received a Letter of Award (LOA) dated January 1, 2025, issued by Eastern Coalfields Limited (ECL) to the consortium of M/s Nuravi Imports and Exports Private Limited, Shreeji Shipping Global Limited (*formerly known as Shree Shipping Global Private Limited*) and M/s GKR Infracon (India) Private Limited ("**NEPL-SSGPL-GKR**") for the development and operation of Chuperbita-Simlong Opencast Project at Godda, Sahibganj & Pakur District, Jharkhand, to which the consortium of NEPL-SSGPL-GKR tendered its acceptance on January 04, 2025.

## CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at September 30, 2024, as derived from our Restated Financial Information. This table should be read in conjunction with the sections titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Information – Restated Financial Statements*" and "*Risk Factors*" on pages 332, 246 and 35, respectively.

| **Particulars** | **Pre-Issue as at September 30, 2024 (₹ in million)** | **Post Issue*** |
|---|---|---|
| **Total Borrowings** | | |
| Current Borrowings (A) | 564.01 | [●] |
| Non-current Borrowings (including current maturity on non-current borrowings) (B) | 2,081.42 | [●] |
| **Total Borrowings (C)=(A)+(B)** | **2,645.43** | [●] |
| | | |
| **Total Equity** | | |
| Equity Share Capital (D) | 1,466.20 | [●] |
| Other Equity (E) | 1,505.57 | [●] |
| **Total Equity (F)=(D)+(E)** | **2,971.78** | [●] |
| | | |
| **Total Borrowings/ Total Equity (C)/(F)** | **0.89** | [●] |
| **Non-Current Borrowing/ Total Equity (B)/(F)** | **0.70** | [●] |

*The above terms carry the meaning as per division II of Schedule III to the Companies Act, 2013 (as amended)*
**Post Issue capitalisation will be determined after finalization of Issue Price*

## FINANCIAL INDEBTEDNESS

Our Company avails loans in the ordinary course of business for purposes such as, *inter alia*, term loans and other fund-based working capital loans. Our Company has obtained the necessary consents required under the relevant loan documentation for undertaking activities in relation to the Issue, such as, inter alia, effecting a change in our shareholding pattern, change in the management of our board and change in our capital structure in connection with or post the Issue. For details regarding the resolution passed by our Shareholders on November 22, 2024 authorizing the borrowing powers of our Board, see "*Our Management – Borrowing Powers of our Board*" and "*Risk Factors – We may be subject to liquidity risks, which may adversely impact our cash flows, financial condition and results of operations.*" on pages 218 and 35.

As on December 15, 2024 the aggregated outstanding borrowings of our Company amounted to ₹ 1920.22 million.

Details of Borrowings Sanctioned to the Company and Outstanding as on December 15, 2024

**Secured Loans**

| Category of borrowing | Sanctioned Amount (Rs. in million) | Outstanding amount (Rs. in million) as on December 15, 2024 |
|---|---|---|
| **Fund Based Borrowings** | | |
| Working Capital Demand loan against FD | 1,500.00 | 1,499.86 |
| Cash Credit | 200.00 | 195.07 |
| Overdraft | 30.00 | 29.38 |
| Overdraft against Vehicles | 70.00 | 56.19 |
| Vehicle Loan | 129.00 | 28.09 |
| **Total** | **1,929.00** | **1,808.59** |

**Unsecured Loans**

| Category of borrowing | Outstanding amount (Rs. in million) as on December 15, 2024 |
|---|---|
| Loan from Directors | 12.56 |
| Loan from Related parties | 5.07 |
| Loan from Others | 60.00 |
| Inter Corporate Deposits | 34.00 |
| **Total** | **111.63** |

**Principal terms of the facilities sanctioned to our Company:**

1. **Interest:** In respect of the facilities sanctioned to our Company, the interest rate ranges from 7% to 12% per annum with monthly resets. The interest rate for the loans sanctioned to our Company is typically tied to a base rate / marginal cost of lending rate, which may vary from lender to lender.

2. **Tenor:** Typically, cash credit facilities sanctioned to our Company are renewable at annual rests and repayable on demand, The tenor for Term Loans is for maximum 48 months as per the terms of the borrowing arrangements.

3. **Security:** The facilities sanctioned are typically secured by way of equitable mortgage on specific property of our Company, hypothecation of our Company's movable fixed assets (both present and future) and current assets and personal guarantee of our Promoters. The nature of securities described herein is indicative and there may be additional requirements for creation of security under the various borrowing arrangements entered into by our Company.

4. **Pre-Payment:** In Case of Prepayment or foreclose of the credit facilities prior notice of 30 days is to be given to bank in writing mentioning the intension to foreclose the credit facilities and seek consent from the bank

5. **Repayment:** The cash credit facilities availed by our Company are repayable on dernand and subject to annual renewal. Our Company may repay all amounts of the facilities on the due dates for payment.

6. **Penal Interest:** The Bank shall be entitled to vary / change the rate of interest (including any change as may be directed by Reserve Bank of India and / or any other regulatory / statutory body) from time to time or method of computation of such rate of interest or to charge an additional or penal rate and send to the Borrower an intimation in that regard. Upon intimation of such change / variation in the interest rates Borrower shall be deemed to have consented to such change / variation. The Borrower agrees / undertakes to pay interest at the rates as may be revised from time to time.

7. **Events of Default:** Borrowing arrangements entered into by our Company contain events of default, including, among others:
   a) No Default case has been registered till date

   The details provided above are indicative and there may be additional terms, conditions, and requirements under the various outstanding borrowing arrangements of our Company

## SECTION VI – LEGAL AND OTHER INFORMATION

## OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings (including any notices received for such criminal proceedings and matters which are at first information report stage, even if no cognizance has been taken by any court). However, with respect to cases involving our Company, under Section 138 of the Negotiable Instruments Act, 1881, which are in the ordinary course of business, the aggregate number of cases and aggregate amount involved in such proceedings shall be disclosed in a generic manner without providing specific details ; (ii) all outstanding actions taken /penalties imposed by statutory and/or regulatory authorities (including all penalties and notices); (iii) Disciplinary action including any penalty imposed and show cause notices issued by SEBI or stock exchanges against the Promoters in the last five financial years including outstanding action preceding the relevant offer documents and to be disclosed in the relevant offer document (iv) all outstanding claims related to direct and indirect taxes in a consolidated manner, giving the number of cases and total amount; In the event any tax matters involve an amount exceeding the threshold proposed in (i) below, in relation to the Company, Promoters, or the Directors, individual disclosures of such tax matters will be included; and (iv) other outstanding litigation involving the Relevant Parties as determined to be material pursuant to the Materiality Policy in accordance with the SEBI ICDR Regulations in each case involving our Company, Promoters, Subsidiaries and Directors (“**Relevant Parties**”).Pursuant to the Materiality Policy adopted by our Board of Directors on December 02, 2024, for the purposes of (iv) above, any pending litigation involving the Relevant Parties, has been considered ‘material’ and accordingly, disclosed in this Draft Red Herring Prospectus where:*

i. *the claim/ dispute amount, to the extent quantifiable, exceeds the lower of (a) 2% of turnover as per the Restated Consolidated Financial Information for Fiscal 2024; or (b) 2% of net worth based on the Restated Consolidated Financial Information as at March 31, 2024, or (c) 5% of the average of absolute value of profit or loss after tax, as per the Restated Consolidated Financial Information of our Company for the last three Fiscals, whichever is lower; or*

ii. *where monetary liability is not quantifiable or does not exceed the threshold mentioned in point (i) above, the outcome of any such pending proceedings may have a material bearing on the financial position, business, operations, prospects or reputation of the Company; or*

iii. *the decision in such a proceeding is likely to affect the decision in similar proceedings, such that the cumulative amount involved in such proceedings exceeds the threshold mentioned in point (i), even though the amount involved in an individual proceeding does not exceed the threshold mentioned in point (i).*

*2% of turnover, as per the Restated Consolidated Financial Information for Fiscal 2024 is ₹ 146.20 million, 2% of net worth, as per the Restated Consolidated Financial Information for Fiscal 2024 is ₹ 63.04 million and 5% of the average of absolute value of profit or loss after tax, as per the Restated Consolidated Financial Information for the last three Fiscals is ₹ 54.48 million. Accordingly, ₹ 54.48 million has been considered as the materiality threshold for the purpose of (i) above.*

*There are no findings/observations of any of the inspections by SEBI or any other regulator involving our Company which are material, and which need to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in the offer document.*

*Further, any outstanding civil litigations/arbitration proceedings involving the Relevant Parties wherein the monetary impact is not quantifiable or does not exceed the Threshold shall be considered ‘material’ and shall be disclosed in the Issue Documents, if the outcome of such litigation could have a material adverse effect on the business, performance, prospects, operations, financial position or reputation of the Company.*

*Pre-litigation notices received by any of the Relevant Parties from third parties (excluding such notices issued by any statutory/ regulatory/ governmental/ tax authorities or notices threatening criminal action) shall, unless otherwise decided by the Board, not to be considered as an outstanding litigation until such time that the Relevant Parties are impleaded as parties in the proceedings before any judicial/ arbitral forum. Pre-litigation notices received by the Relevant Parties from third parties (excluding those notices issued by governmental, statutory, tax or regulatory authorities or notices threatening criminal action) shall, in any event, not be considered as litigation until such time that Relevant Parties are impleaded as defendants/respondents in litigation/arbitration proceedings initiated before any judicial/arbitral forum, court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.*

*Further, pending litigations where the decision in one litigation is likely to affect the decision in similar litigations which could either individually or collectively have a material adverse effect on the business, performance, prospects, operations,* *financial position or reputation of the Company, shall be disclosed in the Issue Documents, even though the amount involved in an individual litigation may not exceed the Threshold.*

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. Further in terms of the Materiality Policy, a creditor shall be considered "material", if the outstanding dues to such creditor is equal to or in excess of 5% of the total consolidated trade payables of our Company, as on the date of the Restated Consolidated Financial Information as disclosed in this Draft Red Herring Prospectus ("**Material Creditors**"). Accordingly, as on September 30, 2024, any outstanding dues exceeding ₹ 22.29 million have been considered as material outstanding dues for the purposes of identification of material creditors and related information in this section. For outstanding dues to any party which is a micro, small or medium enterprise("**MSME**"), the disclosure will be based on information available with the Company regarding the status of the creditor as defined under Micro, Small and Medium Enterprises Development Act, 2006, as amended read with the rules and notifications thereunder. It is clarified that the Company tracks the outstanding dues to micro and small enterprises and disclosures have been made in this section accordingly.*

**Litigation involving our Company**

***Litigation against our Company***

***Criminal litigation***

As on the date of this Draft Red Herring Prospectus, there are no criminal litigations instituted against our Company.

***Material civil litigation***

1. Vedanta Limited (**"Claimant"**) had filed an application dated March 15, 2023 before the High Court of Delhi, seeking compensation of ₹ 110.00 million against our Company **("Respondent")** for breach of its obligations under the purchase order dated June 21, 2021, pursuant to which the Parties executed a Standard Terms and Conditions for Transport Agreement (**"Contract"**) to the Purchase Order. The Claimant alleges that the Respondent breached its obligations under the Contract by failing to transport the contractually mandated quantities of coal, leading to the shortfall in the quantities supplied from Bedi Port to Khambalia Port and from Kandla Port to Bhachau Port. The Claimant issued a mediation notice on August 18, 2022, pursuant to which the representatives of both the parties held negotiations for amicable settlement of the dispute. The Claimant invoked the dispute resolution clause of the Contract and initiated arbitration proceedings as per the Contract, on January 19, 2023. The court allowed the appointment of an arbitrator by an order dated February 08, 2024, which was challenged by the Respondent before the Supreme Court of India in its application dated March 02, 2024. The matter is currently pending.

***Actions taken by regulatory or statutory authorities***

As on the date of this Draft Red Herring Prospectus, there are no actions taken by regulatory or statutory authorities against our Company.

***Litigation by our Company***

***Criminal litigation***

As on the date of this Draft Red Herring Prospectus, the following criminal litigations have been instituted by our Company.

a. Cases filed under Section 138 of Negotiable Instruments Act, 1881

A total of 24 legal proceedings filed by our Company are pending as on date of this Draft Red Herring Prospectus, against accused persons under section 138 of the Negotiable Instruments Act, 1881 and the amount involved in such cases aggregate to a sum of ₹ 24.00 million.

***Material civil litigation***

1. Our Company ("**Applicant**") had filed an application dated June 17, 2022 before the National Company Law Tribunal, Ahmedabad ("**NCLT**") in the capacity of an operational creditor, under Section 9 of the Insolvency and Bankruptcy Code, 2016 seeking repayment of an unpaid amount of ₹ 85.13 million against RCC Limited ("**Respondent**") for availing shipping services such as crane hiring, hatch cleaning, barge unloading and stevedoring. The right of the Respondents to file the reply was closed on October 16, 2023, in the absence of filing a reply or putting an appearance in the matter, the NCLT declared that the Respondent herein be proceeded ex-parte. The NCLT vide order dated February 07, 2024, dismissed the application of the Respondent for want of prosecution, against

which a subsequent application was filed for restoring the main application, which wasdismissed vide order dated February 07, 2024. The applicant thereinafter filed an interlocutory application dated July 18, 2024, before the National Company Law Appellate Tribunal, New Delhi ("**NCLAT**") for restoration of the application, wherein the appeal was allowed. The matter is currently pending.

***Findings/observations of any of the inspections by SEBI or any other regulator involving our Company which are material, and which need to be disclosed or non-disclosure of which may have bearing on the investment decision***

As on the date of this Draft Red Herring Prospectus, there are no findings/observations of any of the inspections by SEBI or any other regulator involving our Company which are material, and which need to be disclosed or non-disclosure of which may have bearing on the investment decision.

**Litigation involving our Promoters**

***Against our Promoters***

***Criminal litigation***

As on the date of this Draft Red Herring Prospectus, there are no material criminal litigations instituted against our Promoters.

***Material civil litigation***

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations instituted against our Promoters.

***Actions taken by regulatory or statutory authorities***

As on the date of this Draft Red Herring Prospectus, there are no actions taken by any regulatory or statutory authorities against our Promoters.

***By our Promoters***

***Criminal litigation***

As on the date of this Draft Red Herring Prospectus, the following criminal litigations have been instituted by our Promoters.

a. Cases filed under Section 138 of Negotiable Instruments Act, 1881

A total of 123 legal proceedings filed by our Company are pending as on date of this Draft Red Herring Prospectus, against accused persons under section 138 of the Negotiable Instruments Act, 1881 and the amount involved in such cases aggregate to a sum of ₹ 97.21 million.

***Material civil litigation***

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations instituted by our Promoters.

**Litigation involving our Directors**

***Against our Directors***

***Criminal litigation***

As on the date of this Draft Red Herring Prospectus, there are no criminal litigations instituted against our Directors.

***Material civil litigation***

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations instituted against our Directors.

***Actions taken by regulatory or statutory authorities***

As on the date of this Draft Red Herring Prospectus, there are no actions taken by any regulatory or statutory authorities against our Directors.

***By our Directors***

***Criminal litigation***

As on the date of this Draft Red Herring Prospectus, there are no criminal litigations instituted by our Directors, except as disclosed in section *"Outstanding Litigation and Material Developments-Criminal Litigation by our Company" on page 378.*

***Material civil litigation***

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations instituted by our Directors.

**Litigation involving our Subsidiaries**

***Against our Subsidiaries***

***Criminal litigation***

As on the date of this Draft Red Herring Prospectus, there are no criminal litigations instituted against our Subsidiaries.

***Material civil litigation***

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations instituted against our Subsidiaries.

***Actions taken by regulatory or statutory authorities***

As on the date of this Draft Red Herring Prospectus, there are no actions taken by any regulatory or statutory authorities against our Subsidiaries.

***By our Subsidiaries***

***Criminal litigation***

As on the date of this Draft Red Herring Prospectus, there are no criminal litigations instituted by our Subsidiaries.

***Material civil litigation***

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations instituted by our Subsidiaries.

**Litigation involving our Group Companies**

Our Group Companies are not party to any litigation which may have material impact on our Company.

**Claims related to direct and indirect taxes**

Except as disclosed, there are no claims related to direct and indirect taxes, involving our Company, Promoters and Directors:

| Nature of case | Number of cases | Amount involved (₹ in million) |
|---|---|---|
| ***Company*** | | |
| Indirect Tax | 06 | 300.95 |
| Direct Tax | 03 | 2.34 |

**Outstanding dues to Creditors**

In terms of the Materiality Policy, creditors of our Company to whom an amount exceeding 5% of our total trade payables as of September 30, 2024, based on the Restated Consolidated Financial Information of our Company was outstanding, were considered 'material' creditors. Our total trade payables as of September 30, 2024, was ₹ 445.75 million and accordingly, creditors to whom outstanding dues as of September 30, 2024, exceed ₹ 22.29 million have been considered as material creditors for the purposes of disclosure in this Draft Red Herring Prospectus. Details of outstanding dues towards our material creditors are available on the website of our Company at www.shreejishipping.in.

Based on the Materiality Policy, details of outstanding dues owed as of September 30, 2024, by our Company, on a consolidated basis are set out below:

| **Types of Creditors*** | **Number of creditors** | **Amount involved (in ₹ million)** |
|---|---|---|
| MSMEs* | - | Nil |
| Other creditors | 386 | 117.62 |
| Material creditors | 3 | 328.13 |
| **Total outstanding dues** | 389 | 445.75 |

**As defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

**Material developments**

Other than as stated in "*Management's Discussion and Analysis of Financial Position and Results Of Operations"* on page 332 there have not arisen, since the date of the Restated Consolidated Summary Financial Information (i.e. September 30, 2024) disclosed in this Draft Red Herring Prospectus, any circumstances which may materially and adversely affect, or are likely to affect, within the next 12 months, our operations, our profitability taken as a whole or the value of our assets or our ability to pay our liabilities.

**Other Confirmations**

There are no findings/ observations of any regulators that are material, and which need to be disclosed or non-disclosure of which may have a bearing on the investment decision. Further, our Company has not received any findings/ observations from SEBI pursuant to the Issue, as on the date of this Draft Red Herring Prospectus.

## GOVERNMENT AND OTHER APPROVALS

Our business requires various approvals, licenses, consents, registrations, and permits issued by relevant regulatory authorities under various rules and regulations. Set out below is an indicative list of all material consents, licenses, registrations, permissions and approvals from various governmental, statutory and regulatory authorities, which are necessary for undertaking our Company's current business activities and operations. Except as disclosed below, no further material approvals are required for carrying on the present business operations of our Company. In the event any of the approvals and licenses that are required for our business operations expire in the ordinary course, we make applications for their renewal from time to time. Unless otherwise stated, these approvals are valid as on the date of this Draft Red Herring Prospectus. For details in connection with the regulatory and legal framework within which our Company operates, see "*Key Regulations and Policies in India*" on page 205.

For issue related approvals, see "*Other Regulatory and Statutory Disclosures*" on page and for incorporation details of our Company, see "*History and Certain Corporate Matters*" on page 387 and 210

**Incorporation details of our Company**

a) Certificate of incorporation dated April 11, 2024 issued by the Registrar of Companies, Central Registration Centre to our Company, in the name of 'Shreeji Shipping Global Private Limited'.

b) Certificate of incorporation dated November 18, 2024 issued by Registrar of Companies, Central Processing Centre to our Company, in the name of 'Shreeji Shipping Global Limited.'

c) The corporate identification number of our Company is U52242GJ2024PLC150537.

d) The legal identification number of our Company is 984500058DD7E6A6CC10.

### I. Material Approvals in relation to the Issue

For the approvals and authorisations obtained by our Company in relation to the Issue, see "*Other Regulatory and Statutory Disclosures – Authority for the Issue*", beginning on page 387.

### II. Material approvals in relation to our Company

Our Company has received the following material approvals, licenses, consents, registrations, and permits pertaining to our business:

#### *A. Tax approval in relation to our Company*

| Sr No. | Particulars | Issuing Authority | Registration/Certificate Number | Date Of Issue |
|---|---|---|---|---|
| 1. | Permanent Account Number | Income Tax Department, Government of India, under the Income Tax Act, 1961 | ABNCS2205C | April 11, 2024 |
| 2. | Tax Deduction and Collection Account number | Income Tax Department under Income Tax Act, 1961 | RKTS22447F | December 28, 2024 |
| 3. | Goods and Services Tax Registration Certificate | Government of India under the Central Goods and Services Act, 201 | 24ABNCS2205C1ZS | December 18, 2024 |
| 4. | Importer-Exporter Code (IEC) number***** | Directorate General of Foreign Trade, Ahmedabad under the Foreign Trade (Development and | ABNCS2205C | May 01, 2024 |

| Sr No. | Particulars | Issuing Authority | Registration/Certificate Number | Date Of Issue |
|---|---|---|---|---|
| | | Regulation) Act, 1992 | | |
| 5. | The Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976^ | Jamnagar Municipal Corporation | PEC060003943 | January 10, 2025 |

**The Approval is currently in the name of Shreeji Shipping Global Private Limited. However, an application has been made to the issuing authority for updating the details for change in the status of the establishment, pursuant to the conversion to a public company.*
*^The Approval is currently in the name of Shreeji Shipping Global Private Limited. However, an application is yet to be made to the issuing authority for updating the details for change in the status of the establishment, pursuant to the conversion to a public company.*

***B. Material approvals in relation to our Company***

| Sr No. | Particulars | Issuing Authority | Registration/Certificate Number | Date Of Issue |
|---|---|---|---|---|
| 1. | Stevedoring License for Bedi port located in the Bedi Group of Ports, Jamnagar, Gujarat***** | Gujarat Maritime Board | GMB/PO/JAM/Bedi/04/2024 | June 07, 2024 |
| 2. | Stevedoring License for New port located in the port of Bhavnagar, Gujarat***** | Gujarat Maritime Board | GMB/BVR/SL/2024/03 | May 22, 2024 |
| 3. | Stevedoring License for Magdalla port located in the port of Magdalla, Surat, Gujarat***** | Gujarat Maritime Board | GMB/POM/SL/2024/10 | May 31, 2024 |
| 4. | Stevedoring License for Navlakhi port located in the port of Navlakhi, Gujarat***** | Gujarat Maritime Board | 09/2024/SSGPL | May 16, 2024 |
| 5. | Stevedoring License for Sikka port located in the Bedi Group of Ports, Jamnagar, Gujarat***** | Gujarat Maritime Board | GMB/PO/JAM/Sikka/02/2024 | June 19, 2024 |
| 6. | Stevedoring License for Veraval port located in the port of Veraval, Gujarat***** | Gujarat Maritime Board | GMB/PO/VER/02/2024 | September 11, 2024 |
| 7. | Stevedoring License for Deen Dayal port located in the port of Kandla, Gujarat***** | Deen Dayal Port Authority | TF/SH/477/Stevedore-19/2023-26 | June 26, 2023 |
| 8. | Stevedoring License for Mandavi Port located in the Mandvi Group of Ports, Kutch, Gujarat. | Gujarat Maritime Board | GMB/POM/SL/2025/06 | January 10, 2025 |

**Note – The Approvals are currently in the name of Shreeji Shipping Global Private Limited. However, applications have been made to the issuing authorities for updating the details for change in the status of the establishment, pursuant to the conversion to a public company.*

***C. Labour and Employment approvals in relation to our Company***

| Sr No. | Particulars | Issuing Authority | Registration/Certificate Number |
|---|---|---|---|
| 1. | Certificate of registration under the Employee State Insurance Corporation Act, 1948. * | Employees State Insurance Corporation, India | 37001097280001099 |
| 2. | Certificate of registration under the Employee Provident Fund and Miscellaneous Provisions Act, 1952. * | Employees' Provident Fund Organisation, India | GJRAJ1575046000 |
| 3. | Certificate of registration under the Under Rule 25(1) of the Contract Labour (Regulation and Abolition) Central Rules, 1971). * | Assistant Labour Commissioner, Rajkot, Gujarat | ALC/RJT/46(16)/2018 |
| 4. | Certificate of registration under Gujarat Shops and Establishment (Regulation of | Jamnagar Municipal Corporation | 20240200174 |

| Sr No. | Particulars | Issuing Authority | Registration/Certificate Number |
|---|---|---|---|
| | Employment and conditions of services) Act, 2019^ | | |

**Note – The Approvals are in the name of Shreeji Shipping Global Private Limited. However, applications have been made to the issuing authorities for updating the details for change in the status of the establishment, pursuant to the conversion to a public company.*
*^The Approval is currently in the name of Shreeji Shipping Global Private Limited. However, an application is yet to be made to the issuing authority for updating the details for change in the status of the establishment, pursuant to the conversion to a public company.*

**III. Material approvals applied for by our Company but not received:**

Nil

**IV. Material approvals that have expired and for which renewal applications have been made:**

Nil

***V.* Intellectual Property related approvals**

As on the date of this Draft Red Herring Prospectus, our Company has the following registered trademarks:

| Sr. No. | Particulars | Details | Registration status | Trademark number | Class | Validity |
|---|---|---|---|---|---|---|
| **1.** | | Transport; Packaging and storage of goods; Travel arrangement | Registered | 6337956 | 39 | March 08, 2034 |
| **2.** | | Services for providing food and drink; Temporary accommodation | Registered | 6337957 | 43 | March 08, 2034 |
| **3.** | | Apparatus and installations for lighting, heating, cooling, steam generating, cooking, drying, ventilating, water supply and sanitary purposes | Objected | 6337986 | 11 | Not Applicable |
| **4.** | | Advertising; Business management, organization and administration; Office functions | Objected | 6337955 | 35 | Not Applicable |
| **5.** | | Industrial oils and greases, wax; Lubricants; Dust absorbing, wetting and binding compositions; Fuels and illuminants; Candles and wicks for lighting | Objected | 6337953 | 4 | Not Applicable |
| **6.** | | Scientific, research, navigation, surveying, photographic, cinematographic, audiovisual, optical, weighing, measuring, signalling, detecting, testing, inspecting, life-saving and teaching apparatus and instruments; Apparatus and instruments for conducting, switching, transforming, accumulating, regulating or controlling the distribution or use of electricity; Apparatus and instruments for recording, transmitting, reproducing or processing sound, images or data; Recorded and downloadable media, computer software, blank digital or analogue recording and storage media; Mechanisms for coin-operated apparatus; Cash registers, calculating devices; Computers and computer peripheral devices; Diving suits, divers' masks, ear plugs for divers, nose clips for divers and swimmers, gloves for divers, breathing | Opposed | 6337954 | 9 | Not Applicable |

| Sr. No. | Particulars | Details | Registration status | Trademark number | Class | Validity |
|---|---|---|---|---|---|---|
| | | apparatus for underwater swimming; Fire-extinguishing apparatus. | | | | |

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

The Issue has been authorised by our Board pursuant to a resolution passed at its meeting held on December 02, 2024, and by our Shareholders pursuant to a special resolution passed at their meeting held on December 02, 2024 in terms of Section 62(1)(c) of the Companies Act.

For details, see "*The Issue*" beginning on page 76.

Our Board have approved this Draft Red Herring Prospectus pursuant to resolutions dated January 24, 2025.

### In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively.

### Prohibition by SEBI or other governmental authorities

Our Company, Promoter, members of our Promoter Group, Directors and the persons in control of our Company and of our Promoter are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoter 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.

Our Company, Promoter 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 issued by the RBI.

Our Directors have not been declared as Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

None of our Company, our Promoter or our Directors have been declared as Fraudulent Borrowers.

### Directors associated with the securities market

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.

### Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoter, and members of our Promoter Group, severally and not jointly, confirm that it is 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 eligible for the Issue in accordance with Regulation 6(1) of the SEBI ICDR Regulations, which states as follows:

- Our Company has net tangible assets of at least ₹30.00 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% were held in monetary assets.

- Our Company has an average profit of at least ₹150.00 million, calculated on a restated and consolidated basis, during the preceding three full years (of 12 months each), with operating profit in each of these preceding three years;
- Our Company has a pre-issue net worth of at least ₹10.00 million in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and

- Except as disclosed in this Draft Red Herring Prospectus, our Company has not changed its name in the last one year.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, restated pre-tax operating profit and Net Worth derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus for the Fiscal 2024, Fiscal 2023 and Fiscal 2022 are set out below:

*Derived from our Restated Consolidated Financial Information*

*(in Rs. million except percentage values)*

| Particulars | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|---|---|---|
| Net tangible assets, as restated(1) | 3,113.08 | 2,531.73 | 1,511.32 |
| Operating Profit, as restated(2) | 1,729.05 | 1,752.48 | 1,287.37 |
| Net Worth, as restated(3) | 3,151.83 | 2,558.07 | 1,529.71 |
| Monetary assets, as restated(4) | 24.49 | 36.43 | 48.60 |
| Monetary assets as a percentage of Net tangible assets (in %), as restated | 0.79% | 1.44% | 3.22% |

*Source: Restated Consolidated Financial Information as included in "Financial Information" beginning on page 78.*

(1) *'Net tangible assets' means the sum of all net assets of the Company, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38 and deferred tax assets as defined in Ind AS 12 and excluding the impact of deferred tax liabilities as defined in Ind AS 12 issued by Institute of Chartered Accountants of India.*

(2) *Operating Profit' means net profit after tax + Finance Cost + Tax Expense - Other Income.*

(3) *'Net worth' means aggregate value of the paid-up share capital and other equity created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, derived from Restated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*

(4) *'Monetary assets' is the aggregate of cash on hand and balance with banks (including other bank balances and interest accrued thereon).*

Our Company has operating profits in each of Fiscal 2024, 2023 and 2022 in terms of our Restated Consolidated Financial Information. Our average operating profit for Fiscals 2024, 2023 and 2022 is ₹ 1,589.63 million. For further details, please see, "*Summary of Financial Information*" beginning on page 78.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. Our Company is in compliance with the conditions specified in Regulations 5 and 7(1), to the extent applicable, of the SEBI ICDR Regulations and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations is as follows:

i) Our Company, our Promoter, members of our Promoter Group and our Directors are not debarred from accessing the capital markets by SEBI;
ii) The companies with which our Promoter or our Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;
iii) Neither our Company, nor our Promoter, or any of our Directors is a Wilful Defaulter or Fraudulent Borrower (as defined in the SEBI ICDR Regulations);
iv) None of our Directors has been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018, and our Promoter is a corporate entity;
v) There are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares as on the date of filing of this Draft Red Herring Prospectus;
vi) Our Company along with Registrar to the Issue has entered into tripartite agreements dated November 11, 2024 and December 05, 2024 with NSDL and CDSL, respectively, for dematerialisation of the Equity Shares;

vii) The Equity Shares held by our Promoter are in the dematerialised form;

viii) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus; and

ix) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable accruals.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Issue to whom the Equity Shares will be Allotted will be not less than 1,000 and should our Company fail to do so, the Bid Amounts received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and applicable law.

**DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS 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 THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING BEELINE CAPITAL ADVISORS PRIVATE LIMITED AND ELARA CAPITAL (INDIA) PRIVATE LIMITED ("BRLMS"), HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BRLMS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMs HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JANUARY 24, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.**

**THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLMS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.**

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus with the Registrar of Companies in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Issue will be complied with at the time of filing of the Prospectus with the Registrar of Companies in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act, 2013.

**Disclaimer from our Company, our Directors and BRLMs**

Our Company, our Directors and the BRLMs 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 instance and anyone placing reliance on any other source of information, including our Company's website www.shreejishipping.in, or the respective websites of any affiliate of our Company would be doing so at his or her own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Issue Agreement, and as will be provided for in the Underwriting Agreement to be entered into between the Underwriters and our Company.

All information, to the extent required in relation to the Issue shall be made available by our Company and the BRLMs to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective investment managers, directors, partners, designated partners, officers, agents, affiliates, employees and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, allot, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters and their respective directors, partners, designated partners, officers, agents, affiliates, employees and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, our Subsidiary, our Promoter, members of the Promoter Group and their respective group companies, their respective affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, our Subsidiary, the Promoter, members of the Promoter Group and their respective group companies, their respective affiliates or associates or third parties, for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

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 in respect of jurisdiction**

The Issue is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies, scientific institutions and Societies registered under the applicable laws in India and authorised to invest in equity shares, Mutual Funds, VCFs, FVCIs, AIFs, Indian financial institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their respective constitution to hold and invest in equity shares, multilateral and bilateral development finance institutions, state industrial development corporations, insurance companies registered with IRDAI, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, provident funds (subject to applicable law) with minimum corpus of ₹ 250,000 and pension funds registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of Section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI through resolution F. No.2/3/2005-DD-II dated November 23, 2005, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Resident Indians including Eligible FPIs registered with SEBI and Eligible NRIs, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Draft Red Herring Prospectus does not constitute an Issue to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of the Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only. This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Issue in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Issue will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Issue, which comprises the Red Herring Prospectus and the preliminary international wrap for the Issue, if the recipient is outside India. 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.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any Issue or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**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 of 1933, as amended, or any state securities laws in the United States, and unless so registered 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 applicable state securities laws. Accordingly, such Equity Shares are being offered and sold outside of 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 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.

**Disclaimer Clause of BSE**

As required, a copy of this Draft Red Herring Prospectus will be submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the filing with the RoC.

**Disclaimer Clause of NSE**

As required, a copy of this Draft Red Herring Prospectus will be submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the filing with the RoC.

**Listing**

The Equity Shares Allotted through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE.

[●] shall be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from 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 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% per annum for the delayed period or such other rate prescribed by SEBI.

**Consents**

Consents in writing of each of our Directors, our Company Secretary and Compliance Officer, Legal advisor to the Company as to Indian Law, Banker(s) to our Company, the BRLMs, the Registrar to the Issue, statutory auditor have been obtained and are not withdrawn as on the date of this Draft Red Herring Prospectus; and consents in writing of the Syndicate Members, Monitoring Agency, Escrow Collection Bank(s)/Refund Bank(s)/ Public Issue Account/ Sponsor Banks, to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under Section 26 and 32 of the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for filing with the RoC.

**Experts to the Issue**

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

Our Company has received a written consent dated January 24, 2025 from Sarda & Sarda, Chartered Accountants, to include their names as required under Section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (a) examination report dated January 07, 2025 on the Restated Consolidated Summary Statements, and (b) report dated January 24, 2025 on statement of special tax benefits in this Draft Red Herring Prospectus, and such consents have 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.

**Particulars regarding capital issues by our Company and listed group companies and subsidiaries during the last three years**

Other than as disclosed in *"Capital Structure*" beginning on page 92, our Company and listed group companies and subsidiaries, has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

**Commission and Brokerage paid on previous issues of the Equity Shares in the last five years**

Since this is the initial public Issue of the Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares for the five years preceding the date of this Draft Red Herring Prospectus by our Company.

**Performance vis-à-vis objects –public/ rights issue of our Company**

Our Company has not undertaken any public issue or rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects –last public/ rights issue of the listed subsidiaries/listed Promoter of our Company.

Our Company does not have any listed subsidiaries.

**Observations by regulatory authorities**

There are no findings or observations pursuant to any inspections by SEBI or any other regulatory authority in India which are material and are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Issue.

**Price information of past issues handled by the BRLMs**

For details regarding the price information and track record of the past issue handled by Beeline Capital Advisors Private Limited and Elara Capital (India) Private Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI is as follows:

**BEELINE CAPITAL ADVISORS PRIVATE LIMITED**

**SME IPO**

| Sr. No. | Issuer Name | Issue Size (₹ in Cr.) | Issue Price (₹) | Listing Date | Opening Price on Listing Date (₹) | +/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30thCalendar Days from Listing | +/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90thCalendar Days from Listing | +/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180thCalendar Days from Listing |
|---|---|---|---|---|---|---|---|---|
| 1. | Sati Poly Plast Limited | 17.36 | 130.00 | July 22, 2024 | 247.00 | 62.00% (+0.77%) | 50.00% (+0.98%) | 46.92% (-5.33%) |
| 2. | V.L.Infraprojects Limited | 18.52 | 42.00 | July 30, 2024 | 79.80 | 148.81% (+0.78%) | 32.38% (-2.72%) | N.A |
| 3. | Ashapura Logistics Limited | 52.66 | 144.00 | August 06, 2024 | 185.00 | (3.16%) (+5.03%) | (29.17%) (+1.30%) | N.A |
| 4. | Positron Energy Limited | 51.21 | 250.00 | August 20, 2024 | 475.00 | 75.04% (+2.75%) | 33.62% (-4.72%) | N.A |
| 5. | Indian Phosphate Limited | 67.36 | 99.00 | September 03, 2024 | 188.10 | 14.80% (+2.05%) | (15.35%) (-4.54%) | N.A |
| 6. | Mach Conferences and Events Limited | 125.28 | 225.00 | September 11, 2024 | 300.00 | 6.36% (+0.11%) | (0.11%) (-0.02%) | N.A |
| 7. | S D Retail Limited | 64.98 | 131.00 | September 27, 2024 | 145.00 | 2.33% (-8.04%) | 34.66% (-9.36%) | N.A |
| 8. | C2C Advanced Systems Limited | 99.07 | 226.00 | December 03, 2024 | 429.00 | 279.27% (-1.10%) | N.A. | N.A |
| 9. | Nisus Finance Services Co Limited | 114.24 | 180.00 | December 11, 2024 | 225.00 | 174.47% (-4.79%) | N.A. | N.A |
| 10. | Toss the Coin Limited | 9.17 | 182.00 | December 17, 2024 | 345.80 | 348.79% (-4.91%) | N.A. | N.A |
| 11. | Anya Polytech & Fertilizers Limited | 44.80 | 14.00 | January 02, 2025 | 17.10 | N.A | N.A | N.A |
| 12. | Parmeshwar Metal Limited | 24.74 | 61.00 | January 09, 2025 | 84.50 | N.A. | N.A. | N.A. |
| 13. | B.R Goyal Infrastructure Limited | 85.21 | 135.00 | January 14, 2025 | 135.75 | N.A. | N.A. | N.A. |

*Source: Price Information www.bseindia.com and www.nseindia.com, Issue Information from respective Prospectus.*

**MAIN BOARD IPO**

| Sr. No. | Issuer Name | Issue Size (₹ in Cr.) | Issue Price (₹) | Listing Date | Opening Price on Listing Date (₹) | +/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30thCalendar Days from Listing | +/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90thCalendar Days from Listing | +/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180thCalendar Days from Listing |
|---|---|---|---|---|---|---|---|---|
| 1. | Mamata Machinery Limited | 179.35 | 243.00(1) | December 27, 2024 | 600.00 | N.A. | N.A. | N.A. |

*Source: Price Information www.bseindia.com and www.nseindia.com, Issue Information from respective Prospectus.*
*(1) A discount of ₹12 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Mamta Machinery Limited IPO.*

**ELARA CAPITAL (INDIA) PRIVATE LIMITED**

| Sr. No. | Issuer Name | Issue Size (₹ in Cr.) | Issue Price (₹) | Listing Date | Opening Price on Listing Date (₹) | +/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30thCalendar Days from Listing | +/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90thCalendar Days from Listing | +/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180thCalendar Days from Listing |
|---|---|---|---|---|---|---|---|---|
| 1. | Orient Technologies Limited | 214.76 | 206.00 | August 28, 2024 | 290.00 | 35.36% [4.95%] | 92.06% [-2.05%] | - |
| 2. | Manoj Vaibhav Gems 'N'Jewellers Limited | 270.20 | 215.00 | October 03, 2023 | 215.00 | 20.67% [-2.93%] | 48.12% [10.27%] | 17.14% [12.42%] |
| 3. | Dharmaj Crop Guard Limited | 251.09 | 237.00 | December 08, 2022 | 266.05 | -19.30% [-4.03%] | -27.83% [-4.82%] | -26.20% [-0.08%] |

***As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Issues) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.***

***Note:***

1. *The S&P BSE Sensex and NSE Nifty are considered as the Benchmark.*
2. *"Issue Price" is taken as "Base Price" for calculating % Change in Closing Price of the respective Issues on 30th / 90th/180th Calendar days from listing.*
3. *"Closing Benchmark" on the listing day of respective scripts is taken as "Base Benchmark" for calculating % Change in Closing Benchmark on 30th / 90th/180th Calendar days from listing. Although it shall be noted that for comparing the scripts with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that of calculated for respective script in the manner provided in Note No. 4 below.*
4. *In case 30th/ 90th/180th day is not a trading day, closing price on BSE/NSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day then last trading price has been considered.*

**Summary statement of price information of past issues**

Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by BRLMs

**BEELINE CAPITAL ADVISORS PRIVATE LIMITED:**

**SME IPO**

| Financial Year | Total No. of IPOs | Total Funds Raised (₹ in Cr.) | Nos. of IPO trading at discount as on 30th calendar day from listing date | | | Nos. of IPO trading at premium as on 30th calendar day from listing date | | | Nos. of IPO trading at discount as on 180th calendar day from listing date | | | Nos. of IPO trading at premium as on 180th calendar day from listing date | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2024-25 | 22 | 1,032.66 | - | - | 3 | 13 | - | 3 | - | 2 | - | 5 | 1 | 2 |
| 2023-24 | 21 | 770.18 | - | - | 3 | 13 | 3 | 2 | - | 2 | 2 | 15 | 1 | 1 |
| 2022-23 | 12 | 232.94 | - | 1 | 2 | 3 | 2 | 4 | - | 1 | 1 | 3 | 2 | 5 |

**MAIN BOARD IPO**

| Financial Year | Total No. of IPOs | Total Funds Raised (₹ in Cr.) | Nos. of IPO trading at discount as on 30th calendar day from listing date | | | Nos. of IPO trading at premium as on 30th calendar day from listing date | | | Nos. of IPO trading at discount as on 180th calendar day from listing date | | | Nos. of IPO trading at premium as on 180th calendar day from listing date | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2024-25 | 1 | 179.35 | - | - | - | - | - | - | - | - | - | - | - | - |
| 2023-24 | NIL | | | | | | | | | | | | | |
| 2022-23 | NIL | | | | | | | | | | | | | |

***Notes:***

1. *Listing date is considered for calculation of total number of IPOs in the respective financial year.*
2. *In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. If the stock was not traded on the said calender days from the date of listing, the share price is taken of the immediately preceding trading days.*

*Source: www.bseindia.com and www.nseindia.com*

**ELARA CAPITAL (INDIA) PRIVATE LIMITED:**

| Financial Year | Total No. of IPOs | Total Funds Raised (₹ in Cr.) | Nos. of IPO trading at discount as on 30th calendar day from listing date | | | Nos. of IPO trading at premium as on 30th calendar day from listing date | | | Nos. of IPO trading at discount as on 180th calendar day from listing date | | | Nos. of IPO trading at premium as on 180th calendar day from listing date | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2024-25 | 1 | 214.76 | - | - | - | - | 1 | - | - | - | - | - | - | - |
| 2023-24 | 1 | 270.20 | - | - | - | - | - | 1 | - | - | - | - | - | 1 |
| 2022-23 | 1 | 251.09 | - | - | 1 | - | - | - | - | 1 | - | - | - | - |
| 2021-2022 | NIL | | | | | | | | | | | | | |

***Notes:***

1. *Issue opening date is considered for calculation of total number of IPO's in the respective financial year.*
2. *In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.*

*Source: www.bseindia.com and www.nseindia.com*

**Track record of past issues handled by the BRLMs**

For details regarding the track record of the BRLMs, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website of the BRLMs as set forth in the table below:

| Sr. No. | Name of the BRLMs | Website |
|---|---|---|
| 1. | Beeline Capital Advisors Private Limited | www.beelinemb.com |
| 2. | Elara Capital (India) Private Limited | www.elaracapital.com |

**Stock market data of the Equity Shares**

As the Issue is the initial public offering of the Equity Shares, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, 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 minimum period of eight years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

SEBI, by way of its circular dated March 16, 2021 ("**March 2021 Circular**"), has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism inter alia in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. Per the March 2021 Circular, for initial public offerings opening for subscription on or after May 1, 2021, SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) hosting of a web portal by the Sponsor Bank containing statistical details of mandate blocks/unblocks; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for non-allotted/partially allotted applications is completed by the closing hours of one Working Day subsequent to the finalization of the Basis of Allotment.

Separately, pursuant to the March 2021 Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

| Scenario | Compensation amount | Compensation period |
|---|---|---|
| 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 Exchanges till the date of actual unblock |
| Blocking of multiple amounts for the same Bid made through the UPI Mechanism | 1. Instantly revoke the blocked funds other than the original application amount; and<br><br>2. ₹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 | 1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and<br><br>2. ₹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 post-Issue BRLMs 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.

The agreement between the Registrar to the Issue and our Company provide for retention of records with the Registrar to the Issue for a period of at least eight years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

**Bidders can contact the Company Secretary and Compliance Officer and/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 orders or non-receipt of funds by electronic mode, etc. For all Issue related queries and for redressal of complaints, Bidders may also write to the BRLMs or the Registrar to the Issue, in the manner provided below.**

All grievances, other than by Anchor Investors, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, where the Bid cum Application Form was submitted, quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of the Bidder, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number (for Bidders other than RIIs bidding through the UPI mechanism) in which the amount equivalent to the Bid Amount was blocked or UPI ID in case of RIIs applying through the UPI mechanism in which the amount equivalent to the Bid Amount is blocked. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. 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 BRLMs where the Bid cum Application Form was submitted by the Anchor Investor.

The Company will obtain authentication on the SCORES and shall comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 and SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021, in relation to redressal of investor grievances through SCORES.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, 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 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 non-allotted/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 Book Running Lead Manager shall compensate the investors at the rate higher of ₹ 100 or 15% per annum of the application amount for the period of such delay in such other manner as may be specified under applicable law.

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. Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove. Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus. There are no investor complaint in relation to our Company pending as on the date of this Draft Red Herring Prospectus. Our Group Companies are not listed on any stock exchange.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLMs and the Registrar to the Issue accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations. Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre - Issue or post - Issue related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

**Disposal of investor grievances by our Company**

Our Company has constituted a Stakeholders Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer, and issue of duplicate shares. For further information, please see the section entitled *"Our Management – Corporate Governance"* on page 224.

Our Company estimates that the average time required by our Company and/or the Registrar to the Issue for the redressal of routine investor grievances shall be 15 Working 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 as expeditiously as possible.

Our Company has appointed Archanaba Krunalsinh Gohil, our Company Secretary, as our Compliance Officer. For details, please see the section entitled "*General Information*" on page 84.

**Disposal of investor grievances by listed Group Companies and Subsidiary**

As on the date of this Draft Red Herring Prospectus, our Group Companies are not listed on any stock exchange, and therefore there are no investor complaints pending against them. Further, as on the date of this Draft Red Herring Prospectus, our Company does not have a listed subsidiary.

**Exemption from complying with any provisions of securities laws, if any, granted by SEBI**

Our Company made an application dated January 04, 2025 and filed with SEBI on January 07, 2025 under Regulation 300(1)(c) of the SEBI ICDR Regulations, requesting for relaxation of the strict enforcement of the provisions of the SEBI ICDR Regulations with respect to identifying and disclosing, Darshan Jagdishchandra Thakkar, Raghuvir Jagdish Thakkar and Yashraj J Thakkar the brothers of Kamalben Jitendrakumar Lal, who is the spouse of Jitendra Haridas Lal, one of the Promoters of our Company, Prarthana Jitesh Kanabar and Smita Kiritbhai Gadhiya, sisters of Kamalben Jitendrakumar Lal, who is the spouse of Jitendra Haridas Lal, one of the Promoters of our Company and Kokilaben J Thakkar the mother of Kamalben Jitendrakumar Lal, who is the spouse of Jitendra Haridas Lal, one of the Promoters of our Company, as members of Promoter Group, and from disclosing information and confirmations regarding, and from, such natural person(s) and entities, as required under the SEBI ICDR Regulations.

In furtherance of the Exemption Application, we had received a queries from SEBI dated January 08, 2025 and January 15, 2025 seeking certain clarifications, to which a replies have been filed dated January 15, 2025 and January 20, 2025 as a response to the clarifications sought.

The Exemption Application is pending as on date of filing of this Draft Red Herring Prospectus with SEBI. Since our Company has not been able to procure relevant information, from, and in relation to, the Related Individual and Connected Persons, and to comply with the provisions of the SEBI ICDR Regulations, the disclosures in relation to the Related Individual in this Draft Red Herring Prospectus have been included to the best of our Company's knowledge and to the extent the information was available and accessible in the public domain published on the websites of (i) Watchout Investors (accessible at https://www.watchoutinvestors.com/); (ii) CIBIL (accessible at https://suit.cibil.com/), (iii) BSE Limited (list ofdebarredentitiesaccessibleathttps://www.bseindia.com/investors/debent.aspx);and(iv)NationalStock Exchange of India Limited (accessible at https://www.nseindia.com/regulations/member-sebi-debarred-entities), on a 'name search' and "PAN search" basis.

**Other confirmations**

No person connected with the Issue, including but not limited to our Company, the BRLMs, the Syndicate Members, the Promoters, our Directors or the members of the Promoter Group shall offer in any manner whatsoever any incentive, whether direct or indirect, in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.

## SECTION VII – ISSUE RELATED INFORMATION
## TERMS OF THE ISSUE

The Equity Shares being issued and Allotted pursuant to the Issue shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the abridged prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in Allotment Advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Issue.

**Ranking of the Equity Shares**

The Equity Shares being Allotted pursuant to the Issue shall be subject to the provisions of the Companies Act, 2013, our Memorandum of Association and our Articles of Association and shall rank pari passu in all respects with the existing Equity Shares, including in respect of the right to receive dividend and voting. The Allottees, upon Allotment of Equity Shares under the Issue, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see "*Description of Equity Shares and Terms of the Articles of Association*" beginning on page 429.

**Mode of Payment of Dividend**

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable laws. For details, in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of Articles of Association*" beginning on pages 245 and 429, respectively.

**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 Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot for the Issue will be decided by our Company in consultation with the BRLMS, as per applicable law and advertised in all editions of English national daily newspaper, [●] and all editions of Hindi national daily newspaper, [●], and all editions of [●] Gujarati regional daily newspaper [●], (Gujarati being the regional language of Gujarat, 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 Exchanges for the purpose of uploading the same 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 respective websites of the Stock Exchanges. The Issue Price shall be determined by our Company (acting through the IPO Committee), in consultation with the BRLMS after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares issued by way of Book Building Process.

At any given point of time, there shall be only one denomination for the Equity Shares.

**Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;

- Right to vote on a poll either in person or by proxy, or 'e-voting' in accordance with the provisions of the Companies Act, 2013;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation, subject to any statutory and other preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations and foreign exchange regulations; and
- Such other rights, as may be available to a Shareholder of a listed public company under the Companies Act 2013, the terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our 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/splitting, see "*Description of Equity Shares and Terms of Articles of Association*" on page 429.

**Allotment only in dematerialised form**

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be allotted only in dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges.

In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Issue:

- Tripartite Agreement dated December 05, 2024 among CDSL, our Company and the Registrar to the Issue
- Tripartite Agreement dated November 11, 2024 among NSDL, our Company and the Registrar to the Issue

**Market Lot and Trading Lot**

Since trading of the Equity Shares on the Stock Exchanges shall only be in dematerialized/electronic form, the tradable lot is one Equity Share. Allotment in this Issue will be only in dematerialized/electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares. For further details, see "*Issue Procedure*" beginning on page 409.

**Compliance with disclosure and accounting norms**

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

**Joint Holders**

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

**Jurisdiction**

The courts of Gujarat at Ahmedabad, India will have exclusive jurisdiction in relation to this Issue.

**Period of operation of subscription list**

See "*Bid/Issue Programme*" on page 400.

**Nomination facility to Investors**

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. 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 such person would be entitled if they were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. 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 and Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a. to register himself or herself as the holder of the Equity Shares; or
b. 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 90 days, the Board may thereafter withhold payment of all dividends, interests, 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 mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

**Withdrawal of the Issue**

Our Company, in consultation with the BRLMS, reserve the right to not proceed with the Issue, in whole or part thereof, to the extent of their respective portion of Issued Shares after the Bid/Issue Opening Date but before the Allotment. In the event that our Company, in consultation with the BRLMS, decide not to proceed with the Issue, our Company shall issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Issue. In such event, the BRLMS through the Registrar to the Issue shall notify the SCSBs and the Sponsor Bank, 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. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company, in consultation with the Book Running Lead Managers withdraw the Issue after the Bid/Issue Closing Date and thereafter determines that it will proceed with a public offering of Equity Shares, our Company shall file a fresh draft red herring prospectus with the SEBI and Stock Exchanges.

**Bid/Issue Programme**

| | |
|---|---|
| BID/ISSUE OPENS ON | [●][(1)] |
| BID/ISSUE CLOSES ON | [●][(2)#] |

1. *Our Company, in consultation with the BRLMS, may consider participation by Anchor Investors in accordance with SEBI ICDR Regulations. 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 BRLMS, 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*.

*# UPI mandate end time and date shall be at 5:00pm on Bid/Issue Closing Date, i.e., on [●]*

***An indicative timeline in respect of the Issue is set out below:***

| Event | Indicative Date |
|---|---|
| Finalisation of Basis of Allotment with the Designated Stock Exchange | On or about [●] |
| Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account* | On or about [●] |
| Credit of Equity Shares to demat accounts of Allottees | On or about [●] |
| Commencement of trading of the Equity Shares on the Stock Exchanges | On or about [●] |

** In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Issue 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 from the date on which the request for cancellation/ withdrawal/deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Issue Closing Date, 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/Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs 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 in the manner specified in the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, and the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and 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, which for 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 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, 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.*

**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 BRLMS.**

**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 the time prescribed under applicable law, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.**

**SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above mentioned timelines. Further, the issue procedure is subject to change basis any revised SEBI circulars to this effect.**

In terms of the UPI Circulars, in relation to the Issue, the Book Running Lead Managers will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/ Issue Closing Date, 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):**

| Bid/Issue Period (except the Bid/Issue Closing Date) | |
|---|---|
| Submission and Revision in Bids | Only between 10.00 a.m. and 5.00 p.m. Indian Standard Time ("**IST**") |
| **Bid/Issue Closing Date*** | |
| Submission and Revision in Bids | Only between 10.00 a.m. and 3.00 p.m. IST |
| Submission of Electronic Applications (Online ASBA through 3-in-1 accounts)–For Retail Individual Bidders | 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 ₹ 0.50 million) | 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 of QIBs and NIIs where Bid Amount is more than ₹ 0.50 million) | Only between 10.00 a.m. and up to 12.00 p.m. IST |
| **Modification/ Revision/cancellation of Bids** | |
| Upward Revision of Bids by QIBs and Non-Institutional Investors categories[#] | Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Issue Closing Date |
| Upward or downward Revision of Bids or cancellation of Bids by RIIs | Only between 10.00 a.m. and up to 5.00 p.m. on Bid/ Issue Closing Date |

***UPI mandate end time and date shall be at 5:00 p.m. on Bid/ Issue Closing Date.*

*[#]QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.*

**On the Bid/Issue Closing Date, Bids shall be uploaded until:**

a) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

b) 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On Bid/Issue Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

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 and submit a confirmation in respect thereof to the BRLMs and the Registrar to the Issue on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

**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 limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to 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 Bids are received on the Bid/Issue Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation under this Issue. Bids and any revision in Bids will be accepted only during Working Days during the Bid / Issue Period.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids and revisions by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.
Our Company, in consultation with the BRLMs, reserves the right to revise the Price Band during the Bid/Issue Period. 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. Provided that Cap Price shall remain minimum 105% of the Floor Price and shall not exceed 120% of the Floor Price

**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, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the 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.**

None among our Company or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/ hardware system or the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank(s) on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of discrepancy in data entered in the electronic book *vis-a-vis* data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

**Minimum Subscription**

If (i) our Company does not make the minimum Allotment in the Issue as specified under Rule 19(2)(b) of the SCRR or does not achieve the minimum subscription of 90% of the Fresh Issue on the Bid/ Issue Closing Date; or (ii) subscription level falls below the aforesaid minimum subscription after the Bid/ Issue Closing Date due to withdrawal of Bids, or after technical rejections, or any other reason; or (iii) in case of devolvement of Underwriting, aforesaid minimum subscription is not received within 60 days from the date of Bid/ Issue Closing Date; or on account of withdrawal of applications; or after technical rejections; or if the listing or trading permission is not obtained from the Stock Exchanges for the securities so issued under the issue document, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the including the SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 (to the extent applicable). If there is a delay beyond the prescribed time, our Company and every Director of our Company, who are officers in default, shall pay interest at the rate of 15% per annum.

Further our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be allotted shall not be less than 1,000 in compliance with Regulation 49(1) of the SEBI ICDR Regulations, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

**Arrangements for Disposal of Odd Lots**

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

**New Financial Instruments**

Our Company is not issuing any new financial instruments through this Issue.

**Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for lock-in of the pre-Issue capital of our Company, lock-in of the Promoters' minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 92 and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see "*Description of Equity Shares and Terms of Articles of Association*" beginning page 429.

## ISSUE STRUCTURE

Initial public Offer of up to 20,000,000 Equity Shares for cash at a price of ₹ [●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating up to ₹ [●] million.

The face value of the Equity Shares is ₹ 10 each.

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

In terms of Rule 19(2)(b) of the SCRR, the Issue is being made through the Book Building Process, in compliance with Regulation 6(1) and Regulation 31 of the SEBI ICDR Regulations:

| Particulars | QIBs | Non-Institutional Bidders | Retail Individual Bidders |
|---|---|---|---|
| Number of Equity Shares available for Allotment/allocation(2) | Not more than [●] Equity Shares | Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Retail Individual Bidders | Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Bidders |
| Percentage of Issue size available for Allotment/allocation | Not more than 50% of the Issue shall be available for allocation to QIBs.<br><br>However, upto 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs | Not less than 15% of the Issue or the Issue less allocation to QIBs and Retail Individual Bidders will be available for allocation | Not less than 35% of the Issue or the Issue less allocation to QIBs and Non-Institutional Bidders will be available for allocation |
| Basis of Allotment/allocation if respective category is oversubscribed* | 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 (b) [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.<br>Up to 60% of the QIB Portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the | The allotment to each Non-Institutional Bidders shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis, in accordance with the conditions specified in the SEBI ICDR Regulations subject to:<br><br>a. one third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bidders Biddings more than ₹ 0.20 | Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, "*Issue Procedure*" on page 409. |

| Particulars | QIBs | Non-Institutional Bidders | Retail Individual Bidders |
|---|---|---|---|
| | Anchor Investor Allocation Price | million and up to ₹1.00 million;<br>b. two third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bidders Bidding more than ₹1.00 million.<br><br>Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other category. | |
| Minimum Bid | Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹0.20 million | Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹0.20 million | [●] Equity Shares and in multiples of [●] Equity Shares |
| Maximum Bid | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Issue (excluding the Anchor portion), subject to applicable limits. | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Issue (excluding the QIB Portion), subject to applicable limits | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹0.20 million |
| Mode of Allotment | Compulsorily in dematerialised form | | |
| Bid Lot | [●] Equity Shares and in multiples of [●] Equity Shares thereafter | | |
| Allotment Lot | A minimum of [●] Equity Shares and thereafter in multiples of [●] Equity Share | | |
| Trading Lot | One Equity Share | | |
| Who can apply(3)(4) | Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, mutual funds registered with SEBI, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million National Investment Fund set up by the Government, 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 | Resident Indian individuals, Eligible NRIs on a non-repatriable basis, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies and family offices which are recategorized as category II FPIs and registered with SEBI | Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta) applying for Equity Shares such that the Bid amount does not exceed ₹ 0.20 million in value. |
| Terms of Payment | **In case of Anchor Investors:** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids. | | |

| Particulars | QIBs | Non-Institutional Bidders | Retail Individual Bidders |
|---|---|---|---|
| | **In case of all other Bidders:** 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 Banks through the UPI Mechanism (for UPI Bidders using the UPI Mechanism) that is specified in the ASBA Form at the time of submission of the ASBA Form. | | |
| Mode of Bidding | Through ASBA process only (except Anchor Investors). In case of UPI Bidders, ASBA process will include the UPI Mechanism. | | |

**Assuming full subscription in the Issue*

1. *Our Company, in consultation with the BRLMs, may 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 price Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For details, see "Issue Procedure" on page 409.*
2. *Subject to valid Bids being received at or above the Issue Price. This is an Issue in terms of Rule 19(2)(b) of the SCRR in compliance with Regulation 6(1)) of the SEBI ICDR Regulations.*
   *Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company , 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, please see "Terms of the Issue" on page 400.*
3. *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories.*
4. *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN. Bidders will be required to confirm and will be deemed to have represented to our Company, the 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.The Bids by FPIs with certain structures as described under "Issue Procedure - Bids by FPIs" on page 409 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.*

## ISSUE PROCEDURE

*All Bidders should read the General Information Document for investing in public issues prepared and issued in accordance with the circular number SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and UPI Circulars (“**General Information Document**”)which highlights the key rules, processes, and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

*Additionally, Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications and electronic registration of bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) 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 RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, however, SEBI vide its Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had extended the timeline for implementation of 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 has been notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023(“T+3 Circular”)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 on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9,2023, had introduced certain additional measures for streamlining the process of initial public issues and redressing investor grievances. Subsequently, the SEBI RTA Master Circular consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) and rescinded these circulars to the extent relevant for the RTAs, and SEBI ICDR Master Circular consolidated the aforementioned circulars and rescinded these circulars to the extent they relate to the SEBI ICDR Regulations. Pursuant to SEBI ICDR Master Circular and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022(to the extent not rescinded by the SEBI ICDR Master Circular), 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 terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in T+3 Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and book running 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 ₹500,000 shall use the UPI Mechanism. Subsequently, 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 (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).The aforementioned circular should be read together with the SEBI ICDR Master Circular.*

*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/Issue Closing Date, the Bidder shall be compensated in accordance with applicable law. The BRLMs 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 SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 202 as amended by the T+3 Circular and as superseded by the SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.*

*In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Circular. No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, 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.*

*Our Company and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section 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 Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.*

*The BRLMs shall be the nodal entity for any issues arising out of public issuance process.*

*Further, our Company and the BRLMs are not liable for any adverse occurrence consequent to the implementation of the UPI Mechanism for application in this Issue.*

*Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023, issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL, our Company may request the Depositories to suspend/ freeze the ISIN in depository system till listing/ trading effective date. Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of this Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Issue shares may request our Company and/or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/or the Registrar. Our Company and/or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid / Issue Opening Date.*

**Book Building Procedure**

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors and not less than 35% of the Net 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.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

**Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification by the Central Board of Direct Taxes dated February 13, 2020, read with press releases dated June 25, 2021, and September 17, 2021, March 30, 2022, and March 28, 2023.**

**Bidders 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 the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders Bidding through 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.**

**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 RIBs 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 01, 2019, until March 31, 2019, or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from June 01, 2019, and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

**Phase III:** This phase has become applicable on a voluntary basis for all Issues opening on or after September 01, 2023 and on a mandatory basis for all Issues opening on or after December 01, 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 is made under UPI Phase III of the UPI Circular on mandatory basis. The same shall be advertised in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper, [●] and regional editions of the Gujarati daily newspaper, [●] (Gujarati being the regional language of Gujarat, where our Registered Office is located), each with wide circulation on or prior to the Bid/Issue Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 0.50 million, shall use UPI.

All SCSBs issuing the 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 a sponsor bank 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 using the UPI.

Pursuant to 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 BRLMs will be required to compensate the concerned investor.

The processing fees for application made by UPI Bidders using the UPI mechanism may be released to the remitter banks (SCSBs) only after such banks make an application to the BRLMs with a copy to the Registrar, and such application shall be made only after (i) unblocking of application amounts in the bank accounts 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 in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/51) dated April 20, 2022.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

**Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centers, and our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the office of with the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process.

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 Form that does not contain the UPI ID are liable to be rejected.

Anchor Investors are not permitted to participate in the Issue through the ASBA process. The RIBs can additionally Bid through the UPI Mechanism. RIBs 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 Form that does not contain the UPI ID are liable to be rejected. Retail Individual Investors Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI ASBA Bidders (other than Retail Individual Investors using 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 or the UPI ID, as applicable, in the relevant space provided in the ASBA Form.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centers only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs 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. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account. RIBs may also submit their ASBA Forms with the SCSBs (except RIBs using the UPI Mechanism). 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 Bank, as applicable at the time of submitting the Bid. In order to ensure timely information to Bidders, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Issue Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Issue Bidding process. 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 resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis | [●] |
| Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FVCIs, FPIs and registered bilateral and multilateral development financial institutions applying on a non-repatriation basis | [●] |
| Anchor Investors | [●] |

**Excluding electronic Bid cum Application Forms*

*Notes:*

*(1) Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com)*

*(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs*

*(3) Bid cum Application Forms for Eligible Employees shall be available at the Registered and Corporate Office of our Company*

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges. For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate

Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Bidders using UPI Mechanism) 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. 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.

The Sponsor Bank 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 Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the issuer bank. The Sponsor Banks and the Bankers to the Issue shall provide the audit trail to the BRLMs for analysing the same and fixing liability. 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. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Issue Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Bank 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 Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank 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 UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

Pursuant to NSE circular dated August 3, 2022 with reference no. 25/2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

a. Cut-off time for acceptance of UPI mandate shall be up to 5:00 p.m. on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the issue and Depository Participants shall continue till further notice;

b. There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued;

c. Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 4.00 p.m. for QIBs and Non-Institutional Bidders categories and up to 5.00 p.m. for Retail Individual Bidders and Eligible Employee Bidders categories on the initial public offer closure day;

d. QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids;

e. The Stock Exchanges shall display Issue demand details on its website and for UPI bids the demand shall include/consider UPI bids only with latest status as RC 100–black request accepted by Investor/ client, based on responses/status received from the Sponsor Bank(s).

**ELECTRONIC REGISTRATION OF BIDS**

a) 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.

b) 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 this Draft Red Herring Prospectus.

c) The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period till 5.00 pm on the Bid/Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

**The Equity Shares issue in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be issue or sold in 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 applicable state securities laws. The Equity Shares are being issue and sold only outside the United States in reliance on Regulation S and the applicable laws of the jurisdictions where such issues and sales occurs.**

**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 issue or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**Participation by Promoters and members of the Promoter Group of the Company, the BRLMs and the Syndicate Members and the persons related to Promoter, Promoter Group, BRLMs and the Syndicate Members**

The BRLMs 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 BRLMs 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 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 BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLMs, Pension funds sponsored by entities which are associate of BRLMs) nor (ii) any "person related to the Promoters/ Promoter Group" shall apply in the Issue under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoters/ Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoters or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

The Promoters and members of the Promoter Group will not participate in the Issue.

**Bids by Mutual Funds**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made. In case of a Mutual Fund, a separate Bid 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 the 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 NRIs**

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs bidding on a repatriation basis by using the Non-Resident forms should authorise their SCSB to block their Non-Resident External ("**NRE**") accounts (including UPI ID, if activated), or Foreign Currency Non- Resident ("**FCNR**") accounts, and Eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSB to block their Non-Resident Ordinary ("**NRO**") accounts or accept the UPI mandate request (in case of UPI Bidders using the UPI Mechanism) for the full Bid Amount, at the time of the submission of the Bid cum Application Form. NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form. Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules.

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 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. 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.

Eligible NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Issue, provided the UPI facility is enabled for their NRE/ NRO accounts.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour).

For details of investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 409. Participation of Eligible NRIs shall be subject to the FEMA Non-debt Rules.

**Bids by Hindu Undivided Families ("HUFs")**

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

**Bids by Foreign Portfolio Investors ("FPIs")**

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 in consultation with BRLMs, reserves the right to reject any Bid without assigning any reason.

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 Issue to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital on a fully diluted basis. Further, in terms of the FEMA Non-debt Rules, the total holding by each FPI, or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company and 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 Non-Debt Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognized stock exchange in India, and/ or may purchase or sell securities other than equity instruments. FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Non-debt Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (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 as specified by SEBI; and (iv) such other conditions as may be specified by SEBI from time to time. In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI 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.

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of derivative instrument is made by, or on behalf of it subject to, inter alia, the following conditions:

a) each offshore derivative instruments are transferred to persons subject to fulfilment of 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.

The FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for non-residents. ([●] in colour). Further, Bids received from FPIs bearing the same PAN will be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI (Foreign Portfolio Investors) Regulations, 2019 (such structure "**MIM Structure**") provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the names of their respective investment manager in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids will be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids involving (i) the MIM Structure and indicating the name of their respective investment manager in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) 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; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category I FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

**Bids by SEBI registered VCFs, AIFs and FVCIs**

The SEBI FVCI Regulations and the SEBI AIF Regulations, inter-alia, prescribe the respective investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI.

Accordingly, the holding in any company by any individual VCF or FVCIs (under Schedule I of the FEMA Non- Debt Rules) registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public issue.

Category I and 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 whose shares are proposed to be listed. Additionally, post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 ("**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 funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding equity shares of a company prior to an initial public offering being undertaken by such company, shall be exempt from lock-in requirements, provided that such equity shares shall be locked in for a period of at least one year from the date of purchase by the venture capital fund or alternative investment fund or foreign venture capital investor.

**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.**

**All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.**

Our Company or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

**Bids by limited liability partnerships**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason thereof.

**Bids by banking companies**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "**Banking Regulation Act**"), and the Master Directions – RBI (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 investment 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 RBI (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 SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013. 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 BRLMs reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended, are broadly set forth below:

a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;

b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹* 2,50,000 *crore or more or the above limit of* 10% *shall stand substituted as 12% of outstanding equity shares (face value) for insurers with investment assets of ₹50,000 crore or more but less than ₹* 2,50,000 *crore.*

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

**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 allotees as per process mentioned below:

Process for generating list of allotees: -

•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 drawal 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 allotees, partial allotees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.**

**Bids by provident funds/pension funds**

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, 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 BRLMs reserves the right to reject any Bid, without assigning any reason thereof.

**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, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLMs 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 subject to the terms and conditions that our Company in consultation with the BRLMs may deem fit.

**Bids by Systemically Important Non-Banking Financial Companies**

In case of Bids made by Systemically Important NBFCs 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 and a net worth certificate from its statutory auditors, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof. 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 Investor Portion at the offices of the Book Running Lead Managers.
2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. 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 ₹100 million.
3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds subject to valid Bids being received from domestic Mutual Funds at or above Anchor Investor Allocation Price.
4) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and will be completed on the same day.
5) Our Company in consultation with the Book Running Lead Managers will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹ 2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and (c) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million 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 Managers before the Bid/ Issue Opening Date, through intimation to the Stock Exchanges.
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 on the Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
9) 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 and the remaining 50% of the Equity Shares Allotted to Anchor Investors will be locked in for a period of 30 days from the date of Allotment.
10) Neither the Book Running Lead Managers or any associate of the Book Running Lead Managers (other than Mutual Funds sponsored by entities which are associates of the BRLMs or AIFs sponsored by entities which are associates of the BRLMs or FPIs (other than individuals, corporate bodies and family offices) which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs or pension funds sponsored by entities which are associates of the BRLMs) shall apply in the Issue under the Anchor Investors Portion. For details, see "*Issue Procedure"* on page 409. Further, no person related to the Promoters or Promoter Group shall apply under the Anchor Investors category.
11) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

If the aggregate demand in this portion is greater than [●] Equity Shares of face value of ₹ 1 each at or above the Issue Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see "*Issue Procedure*" on page 409.

For the method of proportionate basis of Allotment, see "*Issue Procedure*" beginning on page 409.

**In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Issue.**

**The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus, Red Herring Prospectus and the 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 Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the 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 Exchanges.

**General Instructions**

***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. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Do not Bid for a Bid Amount exceeding ₹ 0.20 million (for Bids by RIIs).
4. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
5. 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 an UPI Bidder bidding using the UPI Mechanism in the Bid cum Application Form and if you are an UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle) in the Bid cum Application Form;
6. UPI Bidders using UPI Mechanism shall make Bids only through the SCSBs, mobile applications and UPI handles 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. UPI Bidders 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. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;
7. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;
8. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
9. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
10. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms;
11. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
12. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

13. UPI Bidders Bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;

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. 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 Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, 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 raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

16. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary 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;

17. Ensure that the Demographic Details are updated, true and correct in all respects;

18. 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;

19. Ensure that the category and the investor status is indicated in the Bid cum Application Form;

20. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

21. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

22. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, 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, PAN and UPI ID, if applicable, available in the Depository database;

23. 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 Investor.

24. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

25. In case of QIBs and NII bidders, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

26. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 5:00 p.m. of the Bid/ Issue Closing Date;

27. 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 manager 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;

28. UPI Bidders 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, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form; and

29. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.

30. Bids by Eligible NRIs for a Bid Amount of less than ₹0.20 million would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹0.20 million would be considered under the Non- Institutional Category for allocation in the Issue.

31. The ASBA bidders shall ensure that bids above ₹ 500,000 are uploaded only by the SCSBs.

32. Investors 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, September 17, 2021, March 30, 2022 and March 28, 2023.

    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 size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid for a Bid Amount exceeding ₹0.20 million (for Bids by Retail Individual Bidders);
4. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
7. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
8. Do not submit the Bid for an amount more than funds available in your ASBA account.
9. 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 a Bidder;
10. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
11. If you are a UPI Bidders and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
12. Anchor Investors should not Bid through the ASBA process;
13. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
14. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
15. Do not submit the General Index Register (GIR) number instead of the PAN;
16. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
17. 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;
18. 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);
19. Do not submit a Bid using UPI ID, if you are not a RIB;
20. Do not Bid on another ASBA Form or 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 Bid for Equity Shares in excess of what is specified for each category;

22. 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 applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
23. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/Issue Closing Date;
24. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centers;
25. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;
26. 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 RIBs using the UPI Mechanism;
27. If you are a QIB, do not submit your Bid after 12:00 p.m. on the Bid/ Issue Closing Date (for Physical Applications) and after 3 p.m. on the QIB Bid / Issue Closing Date (for online applications);
28. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned in the list provided on the SEBI website is liable to be rejected; and
29. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Grounds for Technical Rejection**

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders were requested to note that Bids could 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 Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the first Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. ASBA Form by the RIBs 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 RIBs with Bid Amount of a value of more than ₹0.20 million;
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 RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by 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 our Company Secretary and Compliance Officer, see "*General Information*" on page 409.

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/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 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, Investors 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 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.

For helpline details of the BRLMs pursuant to the SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see "*General Information – Book Running Lead Managers*" on page 85.

**Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorised employees of the Designated Stock Exchange, along with the BRLMs 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.

**Method of allotment as may be prescribed by SEBI from time to time**

Our Company will not make any allotment in excess of the Equity Shares through the Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one per cent of the Issue may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Bidders, Non Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to 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. Not less than 15% of the Net Issue shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to Non-Institutional Bidder shall not be less than the minimum NII Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares.

**Payment into Escrow Account(s) for Anchor Investors**

Our Company, in consultation with the BRLMs, in their absolute discretion, 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 Escrow Account(s) should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of Non-Resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company and the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

**Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre- Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (i) , all editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Gujarati daily newspaper, Gujarati being the regional language of Gujarat, 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, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

The above information is given for the benefit of the Bidders/applicants. Our Company and the members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants 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.

**Signing of the Underwriting Agreement and the RoC Filing**

a) Our Company and the Underwriters intend to enter into an Underwriting Agreement on or immediately after the finalisation of the Issue Price but prior to the filing of Prospectus.

b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

**Allotment Advertisement**

Our Company, the Book Running Lead Managers and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of [●] an English national daily newspaper, [●] and all editions of Hindi national daily newspaper and [●] editions of [●] Gujarati regional daily newspaper (Gujarati being the regional language of Gujarat, 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, and the Book Running Lead Managers 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.**

**Undertakings by our Company**

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;
- 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 all 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 by the SEBI;
- 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, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds to unsuccessful Bidders 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 applicant within the time 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;
- No further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc
- Promoter's 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 the Issue is withdrawn after the Bid/Issue Closing Date, our Company shall be required to file an Issue Document with SEBI, in the event a decision is taken to proceed with the Issue subsequently.
- that our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

- It shall not issue any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Issue, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Issue.

The decisions with respect to the Price Band, the minimum Bid lot, revision of Price Band, and Issue Price, will be taken by our Company in consultation with the BRLMs, in accordance with applicable law.

**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). In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated December 05, 2024, among CDSL, our Company and the Registrar to the Issue
- Tripartite Agreement dated November 11, 2024, among NSDL, our Company and the Registrar to the Issue.

**Impersonation**

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

*"Any person who—*

*a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

*b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

*c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name*

*d) 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 ₹ 0.1 crore 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 ₹ 0.1 crore 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 ₹0.5 crore or with both.

**Utilisation of Issue Proceeds**

- The Company specifically confirms and declares that all monies received out of the Issue shall be transferred to a separate bank account other than the bank account referred to in sub-section 3 of Section 40 of the Companies Act, 2013.
- Details of all monies utilized shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
- Details of all unutilized monies, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion) ("**DPIIT**"), issued the FDI Policy Circular of 2020 ("**FDI Policy**") by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy, which, with effect from October 15, 2020 consolidated, subsumed and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions. The FDI Policy will be valid and remain in force until superseded in totality or in part thereof.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (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 Takeover Regulations; (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.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. For details, see "*Issue Procedure*" on page 409.

Further, 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 of India, as prescribed in the FDI Policy and the FEMA Non-Debt Rules. 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 of India. 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 Issue Period.

### Foreign Exchange Laws

The foreign investment in our Company is governed by, *inter-alia*, the FEMA, as amended, the FEMA Non-debt Rules, the FDI Policy issued and amended by way of press notes.

Pursuant to the FDI Policy, FDI of up to 100% is permitted under the automatic route in our Company.

In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. The aggregate limit for FPI investments shall be the sectoral cap applicable to our Company. In accordance with the FEMA Non-debt 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 general body of the Indian company. For details of the aggregate limit of investments by NRIs and FPIs in our Company, see "*Issue Procedure – Bids by Eligible NRIs*" and "*Issue Procedure – Bids by FPIs*" on pages 409.

**The Equity Shares 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 applicable U.S. state securities laws. Accordingly, the**

**Equity Shares are only being offered and sold outside the United States in offshore transactions in reliance on Regulation S 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.**

The above information is given for the benefit of the Bidders. Our Company, our Promoters, our Directors, and the BRLMs 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 applicable limits under laws or regulations.

## SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

## THE COMPANIES ACT, 2013

## COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION

## OF

## SHREEJI SHIPPING GLOBAL LIMITED

This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at the Extraordinary General Meeting of Shreeji Shipping Global Limited (the "Company") held on October 17, 2024. These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof. There are no material clauses of our Articles of Association that have been left out from disclosures having bearing on the Offer or this Red Herring Prospectus.

No regulation contained in Table "F" in the First Schedule to Companies Act, 2013 shall apply to this Company unless expressly made applicable in these Articles or by the said Act but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.

| **Interpretation Clause** | | |
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| 1. | The marginal notes hereto shall not affect the construction hereof. In these presents, the following words and expressions shall have the following meanings unless excluded by the subject or context: | |
| | a) 'The Act' or 'The Companies Act' shall mean 'The Companies Act, 2013, its rules and any statutory modifications or reenactments thereof.' | **'Act'** |
| | b) 'The Board' or 'The Board of Directors' means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles. | **'The Board' or 'The Board of Directors'** |
| | c) 'The Company' or 'This Company' means SHREEJI SHIPPING GLOBAL LIMITED | **'The Company' or 'This Company'** |
| | d) 'Directors' means the Directors for the time being of the Company. | **'Directors'** |
| | e) 'Writing' includes printing, lithograph, typewriting and any other usual substitutes for writing. | **'Writing'** |
| | f) 'Members' means members of the Company holding a share or shares of any class. | **'Members'** |
| | g) 'Month' shall mean a calendar month. | **'Month'** |
| | h) 'Paid-up' shall include 'credited as fully paid-up'. | **'Paid-up'** |
| | i) 'Person' shall include any corporation as well as individual. | **'Person'** |
| | j) 'These presents' or 'Regulations' shall mean these Articles of Association as now framed or altered from time to time and shall include the Memorandum where the context so requires. | **'These presents' or 'Regulations'** |
| | k) 'Section' or 'Sec.' means Section of the Act. | **'Section' or 'Sec.'** |
| | l) Words importing the masculine gender shall include the feminine gender. | |
| | m) Except where the context otherwise requires, words importing the singular shall include the plural and the words importing the plural shall include the singular. | |
| | n) 'Special Resolution' means special resolution as defined by Section 114 in the Act. | **'Special Resolution'** |
| | o) 'The Office' means the Registered Office for the time being of the Company. | **'The Office'** |

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| | p) 'The Register' means the Register of Members to be kept pursuant to Section 88 of the Companies Act, 2013. | **'The Register'** |
| | q) 'Proxy' includes Attorney duly constituted under a Power of Attorney. | **'Proxy'** |
| 2. | Except as provided by Section 67, no part of funds of the Company shall be employed in the purchase of the shares of the Company, and the Company shall not directly or indirectly and whether by shares, or loans, give, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company. | |
| 3. | The Authorized Share Capital of the Company shall be as prescribed in Clause 5 of the Memorandum of Association of the Company. | |
| 4. | Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board who may allot the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of the Act) and at such terms as they may, from time to time, think fit and proper and with the sanction of the Company in General Meeting by a Special Resolution give to any person the option to call for or be allotted shares of any class of the Company, either at par, at a premium or subject as aforesaid at a discount, such option being exercisable at such times and for such consideration as the Board thinks fit unless the Company in General Meeting, by a Special Resolution, otherwise decides. Any offer of further shares shall be deemed to include a right, exercisable by the person to whom the shares are offered, to renounce the shares offered to him in favour of any other person.<br><br>Subject to the provisions of the Act, any redeemable Preference Share, including Cumulative Convertible Preference Share may, with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the Company are liable to be redeemed or converted on such terms and in such manner as the Company, before the issue of the shares may, by special resolution, determine. | |
| 5. | The Company in General Meeting, by a Special Resolution, may determine that any share (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or holders of debentures of the Company or not), giving them the option to call or be allotted shares of any class of the Company either at a premium or at par or at a discount, (subject to compliance with the provisions of Section 53) such option being exercisable at such times and for such consideration as may be directed by a Special Resolution at a General Meeting of the Company or in General Meeting and may take any other provisions whatsoever for the issue, allotment or disposal of any shares. | |
| 6. | The Board may at any time increase the subscribed capital of the Company by issue of new shares out of the unissued part of the Share Capital in the original or subsequently created capital, but subject to Section 62 of the Act, and subject to the following conditions namely: | |
| | I.<br>a) Such further shares shall be offered to the persons who, at the date of the offer, are holder of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date. | |

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| | b) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than twenty-one days, from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.<br>c) 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 clause (b) shall contain a statement of this right.<br>d) After the expiry of the time specified in the notice aforesaid, or in respect of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as it thinks most beneficial to the Company. | |
| | II. The Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any. | |
| | III. Nothing in this Article shall apply to the increase in the subscribed capital of the Company which has been approved by:<br>a) A Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans, and<br>b) The Central Government before the issue of the debentures or raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf. | |
| 7. | (1) The rights attached to each class of shares (unless otherwise provided by the terms of the issue of the shares of the class) may, subject to the provisions of Section 48 of the Act, be varied with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a General Meeting of the holders of the shares of that class. | |
| | (2) To every such separate General Meeting, the provisions of these Articles relating to General Meeting shall Mutatis Mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of that class. | |
| 8. | Subject to the provisions of the Act, the rights conferred upon the holders of the shares of any class issued with preferred or other rights or not, unless otherwise expressly provided for by the terms of the issue of shares of that class, be deemed to be varied by the creation of further shares ranking pari passu therewith. | **Issue of further shares with disproportionate rights** |
| 9. | The Company shall not issue any shares (not being Preference Shares) which carry voting rights or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares not being Preference Shares. | **Not to issue shares with disproportionate rights** |
| 10. | The Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any share, debenture or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, such commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed five percent of the price at which the shares are issued and in the case of debentures, the rate of commission shall not exceed, two and half percent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any issue of shares, pay such brokerage as may be lawful. | **Power to pay commission** |

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| 11. | The joint holders of a share or shares shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share or shares. | **Liability of joint holders of shares** |
| 12. | Save as otherwise provided by these Articles, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by a statute required, be bound to recognised any equitable, contingent, future or partial interest lien, pledge or charge in any share or (except only by these presents otherwise provided for) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder. | **Trust not recognised** |
| 13. | a) The Board may issue and allot shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and shares may be so allotted as fully paid-up shares, and if so issued, shall be deemed to be fully paid-up shares. | **Issue other than for cash** |
| | b) As regards all allotments, from time to time made, the Board shall duly comply with Section 39 of the Act. | |
| 14. | An application signed by or on behalf of the applicant for shares in the Company, followed by an allotment of any share therein, shall be acceptance of the shares within the meaning of these Articles; and every person who thus or otherwise accepts any share and whose name is on the Register shall, for the purpose of these Articles, be a shareholder. | **Acceptance of shares** |
| 15. | 1. Every person whose name is entered as a member in the Register shall be entitled to receive without payment:<br>a. One certificate for all his shares; or<br>b. Share certificate shall be issued in marketable lots, where the share certificates are issued either for more or less than the marketable lots, sub-division/consolidation into marketable lots shall be done free of charge. | **Member' right to share Certificates** |
| | 2. The Company shall, within two months after the allotment and within fifteen days after application for registration of the transfer of any share or debenture, complete and have it ready for delivery; the share certificates for all the shares and debentures so allotted or transferred unless the conditions of issue of the said shares otherwise provide. | |
| | 3. Every certificate shall be under the signature of two Directors and/or the Company Secretary of the Company and shall specify the shares to which it relates and the amount paid-up thereon. | |
| | 4. The certificate of title to shares and duplicates thereof when necessary shall be issued under the signature of two Directors and/or the Company Secretary of the Company or authorized official(s) of the Company. | |
| 16. | In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate for the same share or shares and the delivery of a certificate for the share or shares to one of several joint holders shall be sufficient delivery to all such holders. Subject as aforesaid, where more than one share is so held, the joint holders shall be entitled to apply jointly for the issue of several certificates in accordance with Article 20 below. | **One Certificate for joint holders** |
| 17. | If a certificate be worn out, defaced, destroyed, or lost or if there is no further space on the back thereof for endorsement of transfer, it shall, if requested, be replaced by a new certificate without any fee, provided however that such new certificate shall not be given except upon delivery of the worn out or defaced or used up certificate, for the purpose of cancellation, or upon proof of destruction or loss, on such terms as to evidence, advertisement and indemnity and the payment of out of pocket expenses as the Board may require in the case of the certificate having | **Renewal of Certificate** |

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| | been destroyed or lost. Any renewed certificate shall be marked as such in accordance with the provisions of the act in force.<br><br>For every certificate issued under the last preceding Article, no fee shall be charged by the Company. | |
| 18. | The shares of the Company will be split up/consolidated in the following circumstances:<br>i. At the request of the member/s for split up of shares in marketable lot.<br>i. At the request of the member/s for consolidation of fraction shares into marketable lot. | **Splitting and consolidation of Share Certificate** |
| 19. | Where any share under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they think fit from the certificate not so delivered up. | **Directors may issue new Certificate(s)** |
| 20. | If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment, shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative or representatives, if any. | **Person by whom instalments are payable** |
| **LIEN** | | |
| 21. | The Company shall have first and paramount lien upon all shares other than fully paid-up shares registered in the name of any member, either or jointly with any other person, and upon the proceeds or sale thereof for all moneys called or payable at a fixed time in respect of such shares and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors, at any time, may declare any share to be exempt, wholly or partially from the provisions of this Article. Unless otherwise agreed, the registration of transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. | **Company's lien on shares** |
| 22. | For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as it thinks fit, but no sale shall be made until the expiration of 14 days after a notice in writing stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holders of the shares for the time being or to the person entitled to the shares by reason of the death of insolvency of the register holder. | **As to enforcing lien by sale** |
| 23. | a. To give effect to such sale, the Board of Directors may authorise any person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer. | **Authority to transfer** |
| | b. The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. | |
| 24. | The net proceeds of any such sale shall be applied in or towards satisfaction of the said moneys due from the member and the balance, if any, shall be paid to him or the person, if any, entitled by transmission to the shares on the date of sale. | **Application of proceeds of sale** |
| **CALLS ON SHARES** | | |
| 25. | Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Board of Directors. | **Calls** |
| 26. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. The Board of Directors making a call may by resolution determine that the call shall be deemed | **When call deemed to have been made** |

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| | to be made on a date subsequent to the date of the resolution, and in the absence of such a provision, a call shall be deemed to have been made on the same date as that of the resolution of the Board of Directors making such calls. | |
| 27. | Not less than thirty days' notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may, by notice in writing to the members, extend the time for payment thereof. | **Length of Notice of call** |
| 28. | If by the terms of issue of any share or otherwise, any amount is made payable at any fixed times, or by instalments at fixed time, whether on account of the share or by way of premium, every such amount or instalment shall be payable as if it were a call duly made by the Directors, on which due notice had been given, and all the provisions herein contained in respect of calls shall relate and apply to such amount or instalment accordingly. | **Sum payable in fixed instalments to be deemed calls** |
| 29. | If the sum payable in respect of any call or, instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the instalment shall fall due, shall pay interest for the same at the rate of 12 percent per annum, from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board of Directors shall also be at liberty to waive payment of that interest wholly or in part. | **When interest on call or instalment payable** |
| 30. | The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had become payable by virtue of a call duly made and notified. | **Sums payable at fixed times to be treated as calls** |
| 31. | The Board of Directors, may, if it thinks fit, receive from any member willing to advance all of or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any part of the moneys so advance may (until the same would, but for such advance become presently payable) pay interest at such rate as the Board of Directors may decide but shall not in respect of such advances confer a right to the dividend or participate in profits. | **Payment of call in advance** |
| 32. | Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from, time to time, be due from any member in respect of any share, either by way of principal or interest nor any indulgency 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 herein after provided. | **Partial payment not to preclude forfeiture** |
| **FORFEITURE OF SHARES** | | |
| 33. | If a member fails to pay any call or instalment of a call on the day appointed for the payment not paid thereof, the Board of Directors may during such time as any part of such call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest, which may have accrued. The Board may accept in the name and for the benefit of the Company and upon such terms and conditions as may be agreed upon, the surrender of any share liable to forfeiture and so far as the law permits of any other share. | **If call or instalment not paid, notice may be given** |
| 34. | On the trial or hearing of any action or suit brought by the Company against any shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of shareholders of the Company as a holder, or one of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the | **Evidence action by Company against shareholders** |

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| | books of the Company and it shall not be necessary to prove the appointment of the Directors who made any 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 was duly convened or constituted nor any other matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt. | |
| 35. | The notice shall name a further day (not earlier than the expiration 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, and shall state that, in the event of non-payment on or before the day appointed, the shares in respect of which the call was made will be liable to be forfeited. | **Form of Notice** |
| 36. | If the requirements of any such notice as, aforementioned are not complied with, any share in respect of which the notice has been given May at any time thereafter, before the payment required by the notice has been made, 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. | **If notice not complied with, shares may be forfeited** |
| 37. | When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture shall not be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid. | **Notice after forfeiture** |
| 38. | A forfeited or surrendered share may be sold or otherwise disposed off on such terms and in such manner as the Board may think fit, and at any time before such a sale or disposal, the forfeiture may be cancelled on such terms as the Board may think fit. | **Boards' right to dispose of forfeited shares or cancellation of forfeiture** |
| 39. | A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding such forfeiture, remain liable to pay and shall forthwith pay the Company all moneys, which at the date of forfeiture is payable by him to the Company in respect of the share, whether such claim be barred by limitation on the date of the forfeiture or not, but his liability shall cease if and when the Company received payment in full of all such moneys due in respect of the shares. | **Liability after forfeiture** |
| 40. | The forfeiture of a share shall involve in the extinction of all interest in and also of all claims and demands against the Company in respect of the shares and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved. | **Effect of forfeiture** |
| 41. | A duly verified declaration in writing that the declarant is a Director of the Company and that a share in the Company has 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 share, and that declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposal thereof, shall constitute a good title to the share and the person to whom the share is sold or disposed of shall be registered as the holder of the share and 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. | **Evidence of forfeiture** |
| 42. | The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share, becomes payable at a fixed time, whether, on account of the amount of the share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified. | **Non-payment of sums payable at fixed times** |
| 43. | Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold and may issue fresh certificate in the name of such a purchaser. The | **Validity of such sales** |

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| | purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively. | |
| **TRANSFER AND TRANSMISSION OF SHARES** | | |
| 44. | a. The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the register of members in respect thereof. | **Transfer** |
| | b. The Board shall not register any transfer of shares unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company along with the certificate and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.<br><br>Provided that where it is proved to the satisfaction of the Board that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Board thinks fit, on an application on such terms in writing made by the transferee and bearing the stamp required for an instrument of transfer, register the transfer on such terms as to indemnity as the Board may think fit. | |
| | c. An application for the registration of the transfer of any share or shares may be made either by the transferor or the transferee, provided that where such application is made by the transferor, no registration shall, in the case of partly paid shares, be effected unless the Company gives notice of the application to the transferee. 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 the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee. | |
| | d. For the purpose of Sub-clause (c), notice to the transferee shall be deemed to have been duly given if dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be delivered in the ordinary course of post. | |
| | e. Nothing in Sub-clause (d) shall prejudice any power of the Board to register as a shareholder any person to whom the right to any share has been transmitted by operation of law. | |
| 45. | Shares in the Company shall be transferred by an instrument in writing in such common form as specified in Section 56 of the Companies Act. | **Form of transfer** |
| 46. | The Board, May, at its absolute discretion and without assigning any reason, decline to register; | **Board's right to refuse to register** |
| | 1. The transfer of any share, whether fully paid or not, to a person of whom it do not approve or | |
| | 2. Any transfer or transmission of shares on which the Company has a lien<br>a. Provided that registration of any 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 a lien on the shares.<br>b. If the Board refuses to register any transfer or transmission of right, it shall, within fifteen days from the date of which the instrument or transfer of the intimation of such transmission was delivered to the Company, send notice of the refusal to the transferee and the | |

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| | transferor or to the person giving intimation of such transmission as the case may be.<br>c. In case of such refusal by the Board, the decision of the Board shall be subject to the right of appeal conferred by Section 58.<br>d. The provisions of this clause shall apply to transfers of stock also. | |
| 47. | a. The Board may, at its discretion, decline to recognize or accept instrument of transfer of shares unless the instrument of transfer is in respect of only one class of shares. | **Further right of Board of Directors to refuse to register** |
| | b. No fee shall be charged by the Company for registration of transfers or for effecting transmission on shares on the death of any member or for registering any letters of probate, letters of administration and similar other documents. | |
| | c. Notwithstanding anything contained in Sub-articles (b) and (c) of Article 46, the Board may not accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such a sub-division or consolidation is required to be made to comply with a statutory order or an order of a competent Court of Law or a request from a member to convert his holding of odd lots, subject however, to verification by the Company. | |
| | d. The Directors may not accept applications for transfer of less than 100 equity shares of the Company, provided however, that these restrictions shall not apply to:<br>i. Transfer of equity shares made in pursuance of a statutory order or an order of competent court of law.<br>ii. Transfer of the entire equity shares by an existing equity shareholder of the Company holding less than hundred (100) equity shares by a single transfer to joint names.<br>iii. Transfer of more than hundred (100) equity shares in favour of the same transferee under one or more transfer deeds, one or more of them relating to transfer of less than hundred (100) equity shares.<br>iv. Transfer of equity shares held by a member which are less than hundred (100) but which have been allotted to him by the Company as a result of Bonus and/or Rights shares or any shares resulting from Conversion of Debentures.<br>v. The Board of Directors be authorised not to accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such sub-division or consolidation is required to be made to comply with a statutory order of a Court of Law or a request from a member to convert his holding of odd lots of shares into transferable/marketable lots, subject, however, to verification by the Company.<br><br>Provided that where a member is holding shares in lots higher than the transferable limit of trading and transfers in lots of transferable unit, the residual shares shall be permitted to stand in the name of such transferor not withstanding that the residual holding shall be below hundred (100). | |
| 48. | a. In the event of death of any one or more of several joint holders, the survivor, or survivors, alone shall be entitled to be recognised as having title to the shares. | **Rights to shares on death of a member for transmission** |
| | b. In the event of death of any sole holder or of the death of last surviving holder, the executors or administrators of such holder or other person legally entitled to the shares shall be entitled to be recognised by the Company as having title to the shares of the deceased. | |
| | Provided that on production of such evidence as to title and on such indemnity or other terms as the Board may deem sufficient, any person may be recognised as having title to the shares as heir or legal representative of the deceased shareholder. | |

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| | Provided further that if the deceased shareholder was a member of a Hindu Joint Family, the Board, on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family, may recognise the survivors of Karta thereof as having titles to the shares registered in the name of such member.<br><br>Provided further that in any case, it shall be lawful for the Board in its absolute discretion, to dispense with the production of probate or letters of administration or other legal representation upon such evidence and such terms as to indemnity or otherwise as the Board may deem just. | |
| 49. | 1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time be required by the Board and subject as herein, after provided elect either<br>a. to be registered himself as a holder of the share or<br>b. to make such transfer of the share as the deceased or insolvent member could have made. | **Rights and liabilities of person** |
| | 2) 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. | |
| 50. | a. If the person so becoming entitled shall elect to be registered as holder of the shares himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. | **Notice by such a person of his election** |
| | b. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. | |
| | c. 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 of transfer had been signed by that member. | |
| 51. | No transfer shall be made to an infant or a person of unsound mind. | **No transfer to infant, etc** |
| 52. | Every endorsement upon the certificate of any share in favour of any transferee shall be signed by the Secretary or by some person for the time being duly authorised by the Board in that behalf. | **Endorsement of transfer and issue of certificate** |
| 53. | The instrument of transfer shall, after registration, remain in the custody of the Company. The Board may cause to be destroyed all transfer deeds lying with the Company for a period of ten years or more. | **Custody of transfer** |
| 54. | a. The Company shall keep a book to be called the Register of Members, and therein shall be entered the particulars of every transfer or transmission of any share and all other particulars of shares required by the Act to be entered in such Register. | **Register of members** |
| | b. The Board may, after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of the Company is situated, close the Register of Members or the Register of Debenture Holders for any period or periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time. | **Closure of Register of members** |
| | c. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same. | **When instruments of transfer to be retained** |
| 55. | The Company shall incur no liability or responsibility whatever in consequence of their 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 same shares not withstanding that the Company may have had notice | **Company's right to register transfer by apparent legal owner** |

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| | of such equitable right or title or interest prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound by or required to regard or attend to 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 the books of the Company; but the Company shall nevertheless be at liberty to have regard and to attend to any such notice and give effect thereto, if the Board shall so think fit. | |
| **ALTERATION OF CAPITAL** | | |
| 56. | The Company may, from time to time, in accordance with the provisions of the Act, alter by Ordinary Resolution, the conditions of the Memorandum of Association as follows: | **Alteration and consolidation, sub-division and cancellation of shares** |
| | 1. Increase its share capital by such amount as it thinks expedient by issuing new shares; | |
| | 2. Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; | |
| | 3. Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of the denomination; | |
| | 4. sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division on the proportion between the amount paid and the amount, if any, unpaid, on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived. | |
| | 5. (a). Cancel shares which, at the date of passing of the resolution in that behalf, 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.<br>(b). The resolution whereby any share is sub-divided may determined that, as between the holder of the shares resulting from such sub-division, one or more such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others. | |
| | 6. Classify and reclassify its share capital from the shares on one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may for the time being be permitted under legislative provisions for the time being in force in that behalf. | |
| 57. | The Company may, by Special Resolution, reduce in any manner with and subject to any incident authorised and consent as required by law:<br>a. its share capital;<br>b. any capital redemption reserve account; or<br>c. any share premium account. | **Reduction of capital, etc. by Company** |
| **SURRENDER OF SHARES** | | |
| 58. | The Directors may, subject to the provisions of the Act, accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof. | **Surrender of shares** |
| **MODIFICATION OF RIGHTS** | | |
| 59. | The rights and privileges attached to each class of shares may be modified, commuted, affected, and abrogated in the manner provided in Section 48 of the Act. | **Power of modify shares** |
| **SET OFF OF MONEY DUE TO SHAREHOLDERS** | | |
| 60. | Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him, either alone or jointly with any other person, to the Company in respect of calls. | **Set-off moneys due to shareholders** |

| CONVERSION OF SHARES INTO STOCK | | |
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| 61. | The Company may, by Ordinary Resolution, convert all or any fully paid share(s) of any denomination into stock and vice versa. | **Conversion of shares** |
| 62. | The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations, under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose. | **Transfer of stock** |
| 63. | The holders of the stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and its assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage. | **Right of stockholders** |
| 64. | Such of the regulations contained in these presents, other than those relating to share warrants as are applicable to paid-up shares shall apply to stock and the words shares and shareholder in these presents shall include stock and stockholder respectively. | **Applicability of regulations to stock and stockholders** |
| 65. | a. For the purpose of this Article:<br>'Beneficial Owner' means a person or persons whose name is recorded as such with a depository;<br><br>'SEBI' means the Securities and Exchange Board of India;<br><br>'Depository' means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992, and<br><br>'Security' means such security as may be specified by SEBI from time to time. | **Definitions** |
| | b. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialize its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any. | **Dematerialisation of securities** |
| | c. Every person subscribing to securities offered by the Company shall have the option to receive security certificates 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 security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security. | **Options for investors** |
| | d. All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners. | **Securities on depositories to be in fungible form** |
| | e.<br>i. Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner. | **Rights of depositories and beneficial owners:** |

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| | ii. Save as otherwise provided in (a) 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.<br>iii. Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository. | |
| | f. Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs. | **Service of documents** |
| | g. Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository. | **Transfer of securities** |
| | h. Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities. | **Allotment of securities dealt with in a depository** |
| | i. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository. | **Distinctive numbers of securities held in a depository** |
| | j. The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles. | **Register and Index of Beneficial owners** |
| | k. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the beneficial owner of the shares in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognize any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof. | **Company to recognize the rights of registered holders as also the beneficial owners in the records of the depository** |
| **GENERAL MEETINGS** | | |
| 66. | The Company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions of Section 96 of the Act. | **Annual General Meeting** |
| 67. | 1. Extraordinary General Meetings may be held either at the Registered Office of the Company or at such convenient place as the Board or the Managing Director (subject to any directions of the Board) may deem fit. | **Extraordinary General Meeting** |
| 68. | 2. The Chairman or Vice Chairman may, whenever they think fit, and shall if so directed by the Board, convene an Extraordinary General Meeting at such time and place as may be determined. | |
| | a. The Board shall, on the requisition of such number of members of the Company as is specified below, proceed duly to call an Extraordinary General Meeting of the Company and comply with the provisions of the Act in regard to meetings on requisition. | **Right to summon Extraordinary General Meeting** |
| | b. The requisition shall set our matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company or sent to the Company by Registered Post addressed to the Company at its Registered Office. | |

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| | c. The requisition may consist of several documents in like forms, each signed by one or more requisitionists. | |
| | d. The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold, on the date of the deposit of the requisition, not less than 1/10th of such of the paid-up capital of the Company as at the date carries the right of the voting in regard to the matter set out in the requisition. | |
| | e. If the Board does not, within 21 days from the date of receipt of deposit of the requisition with regard to any matter, proceed duly to call a meeting for the consideration of these matters on a date not later than 45 days from the date of deposit of the requisition, the meeting may be called by the requisitionists themselves or such of the requisitionists, as represent either majority in the value of the paid-up share capital held by them or of not less than one tenth of such paid-up capital of the Company as is referred to in Sub-clause (d) above, whichever is less. | |
| 69. | A General Meeting of the Company may be called by giving not less than twenty one days' notice in writing, provided that a General Meeting may be called after giving shorter notice if consent thereto is accorded by the members holding not less than 95 per cent of the part of the paid- up share capital which gives the right to vote on the matters to be considered at the meeting.<br><br>Provided that where any member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members, shall be taken into account for purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter. | **Length of notice for calling meeting** |
| 70. | The accidental omission is to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate the proceedings of any resolution passed at such meeting. | **Accidental omission to give notice not to invalidate meeting** |
| 71. | All business shall be deemed special that is transacted at an Extraordinary Meeting and also that is transacted at an Annual Meeting with the exception of declaration of a dividend, the consideration of financial statements and the reports of the Directors and Auditors thereon, the election of the Directors in the place of those retiring, and the appointment of and the fixing of the remuneration of Auditors. Where any item of business to be transacted at the meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular the nature of the concern or interest, if any, therein, of every Director and the Manager, if any, every other Key Managerial Personnel and the relatives of Directors, Manager and other Key Managerial Personnel. Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.<br><br>Where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement. | **Special business and statement to be annexed** |
| 72. | The quorum requirements for general meetings shall be as under and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business:<br><br>Number of member's up to 1000: 5 members personally present | **Quorum** |

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| | Number of member's 1000-5000: 15 members personally present<br><br>Number of member's more than 5000: 30 members personally present | |
| 73. | If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week and at the same time and place or to such other day and to be at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum. | **If quorum not present, when meeting to be dissolved and when to be adjourned** |
| 74. | The Chairman of the Board of Directors shall preside at every General Meeting of the Company and if he is not present within 15 minutes after the time appointed for holding the meeting, or if he is unwilling to act as Chairman, the Vice Chairman of the Board of Directors shall preside over the General Meeting of the Company. | **Chairman of General Meeting** |
| 75. | If there is no such Chairman, or Vice Chairman or if at any General Meeting, either the Chairman or Vice Chairman is not present within fifteen minutes after the time appointed for holding the meeting or if they are unwilling to take the chair, the members present shall choose one of their members to be the Chairman. | **When Chairman is absent** |
| 76. | The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn that meeting from time to time from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.<br><br>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. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting. | **Adjournment of meeting** |
| 77. | At a General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands/result of electronic voting as per the provisions of Section 108, unless a poll is (before or on the declaration of the result of the show of hands/ electronic voting) demanded in accordance with the provisions of Section 109. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands/ electronic voting, been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against that resolution. | **Questions at General Meeting how decided** |
| 78. | In the case of an equality of votes, the Chairman shall, whether on a show of hands, or electronically or on a poll, as the case may be, have a casting vote in addition to the vote or votes to which he may be entitled as a member. | **Casting vote** |
| 79. | If a poll is duly demanded in accordance with the provisions of Section 109, it shall be taken in such manner as the Chairman, subject to the provisions of Section 109 of the Act, may direct, and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken. | **Taking of poll** |
| 80. | A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. Where a poll is demanded on any other question, adjournment shall be taken at such time not being later than forty-eight hours from the time which demand was made, as the Chairman may direct. | **In what cases poll taken without adjournment** |
| 81. | a. Every member of the Company holding Equity Share(s), shall have a right to vote in respect of such capital on every resolution placed before the Company. On a show of hands, every such member present shall have one vote and shall be entitled to vote in person or by proxy and | **Votes** |

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| | his voting right on a poll or on e-voting shall be in proportion to his share of the paid-up Equity Capital of the Company. | |
| | b. Every member holding any Preference Share shall in respect of such shares have a right to vote only on resolutions which directly affect the rights attached to the Preference Shares and subject as aforesaid, every such member shall in respect of such capital be entitled to vote in person or by proxy, if the dividend due on such preference shares or any part of such dividend has remained unpaid in respect of an aggregate period of not less than two years preceding the date of the meeting. Such dividend shall be deemed to be due on Preference Shares in respect of any period, whether a dividend has been declared by the Company for such period or not, on the day immediately following such period. | |
| | c. Whenever the holder of a Preference Share has a right to vote on any resolution in accordance with the provisions of this article, his voting rights on a poll shall be in the same proportion as the capital paid-up in respect of such Preference Shares bear to the total equity paid-up capital of the Company. | |
| 82. | A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded; The demand for a poll may be withdrawn at any time by the person or persons who made the demand. | **Business may proceed notwithstanding demand for poll** |
| 83. | In the case of joint holders, the vote of the first named of such joint holders who tender a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. | **Joint holders** |
| 84. | 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. | **Member of unsound mind** |
| 85. | No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid. | **No member entitled to vote while call due to Company** |
| 86. | On a poll, votes may be given either personally or by proxy provided that no Company shall vote by proxy as long as resolution of its Directors in accordance with provisions of Section 113 is in force. | **Proxies permitted on polls** |
| 87. | a. The instrument appointing a proxy shall be in writing under the hand of the appointed or of the attorney duly authorised in writing, or if the appointer is a Corporation, either under the signature of two Directors and/or the Company Secretary of the Company or under the hand of an officer or attorney so authorised. Any person may act as a proxy whether he is a member or not. | **Instrument of proxy** |
| | b. A body corporate (whether a company within the meaning of this Act or not) may:<br>i. If it is a member of the Company by resolution of its Board of Directors or other governing body, authorise such persons as it thinks fit to act as its representatives at any meeting of the Company, or at any meeting of any class of members of the Company;<br>ii. If it is a creditor (including a holder of debentures) of the Company, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of this Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be. | |
| | c. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents, as if he were personally the member, creditor or debenture holder. | |

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| 88. | The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default, the instrument of proxy shall not be treated as valid. | **Instrument of proxy to be deposited at the office** |
| 89. | A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointer, or revocation of the proxy, or transfer of the share in respect of which the vote is given provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used. | **Validity of vote by proxy** |
| 90. | Any instrument appointing a proxy may be a two-way proxy form to enable the shareholders to vote for or against any resolution at their discretion. The instrument of proxy shall be in the prescribed form as given in Form MGT-11. | **Form of proxy** |
| **DIRECTORS** | | |
| 91. | Unless otherwise determined by a General Meeting, the number of Directors shall not be less than 3 and not more than 15.<br>**a) Board of Directors at the time of conversion of the company from private limited to public limited**<br>i. Mr. Ashokkumar Haridas Lal<br>ii. Mr. Jitendra Haridas Lal<br>iii. Mr. Thomaskutty Varghese<br>iv. Mr. Vipulchandra Acharya | **Number of Directors** |
| | **b) Same individual may be appointed as Chairperson and Managing Director / Chief Executive Officer**<br>The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive of the Company. | |
| 92. | Subject to the provisions of the Act as may be applicable, the Board may appoint any person as a Managing Director to perform such functions as the Board may decide from time to time. Such Director shall be a Member of the Board. | |
| 93. | Any person, whether a member of the Company or not, may be appointed as a Director. No qualification by way of holding shares in the capital of the Company shall be required of any Director. | **Qualification of Directors** |
| 94. | a. Until otherwise determined by the Company in General Meeting, each Director shall be entitled to receive and be paid out of the funds of the Company a fee for each meeting of the Board of Directors or any committee thereof, attended by him as may be fixed by the Board of Directors from time to time subject to the provisions of Section 197 of the Act, and the Rules made thereunder. For the purpose of any resolution in this regard, none of the Directors shall be deemed to be interested in the subject matter of the resolution. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at meetings of the Board or of any committee of the Board or otherwise in the execution of their duties as Directors either in India or elsewhere. The Managing/Whole-time Director of the Company who is a full time employee, drawing remuneration will not be paid any fee for attending Board Meetings. | **Directors' remuneration** |
| | b. Subject to the provisions of the Act, the Directors may, with the sanction of a Special Resolution passed in the General Meeting and such sanction, if any, of the Government of India as may be required under the Companies Act, sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for such period and on such terms as they may deem fit. | |

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| | c. Subject to the provisions of the Act, the Company in General Meeting may by Special Resolution sanction and pay to the Director in addition to the said fees set out in sub-clause (a) above, a remuneration not exceeding one per cent (1%) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespective of the length of the period for which they held office respectively as such Directors. | |
| | d. Subject to the provisions of Section 188 of the Companies Act, and subject to such sanction of the Government of India, as may be required under the Companies Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company, the Directors may pay to such Director such special remuneration as they think fit; such remuneration may be in the form of either salary, commission, or lump sum and may either be in addition to or in substitution of the remuneration specified in clause (a) of the Article. | |
| 95. | The continuing Directors may act not withstanding any vacancy in their body, but subject to the provisions contained in Article 121 below: | **Directors may act notwithstanding vacancy** |
| 96. | The Board may from time to time appoint any Director to be the Chairman of the Board. The Chairman of the Board shall be subject to the same provisions as to resignation and removal as the other Directors, and he ipso facto, and immediately ceases to be the Chairman if he ceases to hold the office of Director for any cause. | **Chairman of the Board** |
| 97. | If the office of any Director becomes vacant before the expiry of the period of his Directorship in normal course, the resulting casual vacancy may be filled by the Board at a Meeting of the Board subject to Section 161 of the Act. Any person so appointed shall hold office only up to the date which the Director in whose place he is appointed would have held office if the vacancy had not occurred as aforesaid. | **Casual vacancy** |
| **VACATION OF OFFICE BY DIRECTORS** | | |
| 98. | The office of a Director shall be vacated if:<br>1) He is found to be unsound mind by a Court of competent jurisdiction;<br>2) He applies to be adjudicated as an insolvent;<br>3) He is an undischarged insolvent;<br>4) he is convicted by a Court of any offence whether involving moral turpitude or otherwise and is sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence;<br>5) He fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call;<br>6) An order disqualifying him for appointment as Director has been passed by court or tribunal and the order is in force.<br>7) He has not complied with Subsection (3) of Section 152<br>8) He has been convicted of the offence dealing with related party transaction under section 188 at any time during the preceding five years.<br>9) He absents himself from all meetings of the Board for a continuous period of twelve months, with or without seeking leave of absence from the Board;<br>10) He acts in contravention of Section 184 of the Act and fails to disclose his interest in a contract in contravention of section 184.<br>11) He becomes disqualified by an order of a court or the Tribunal<br>12) He is removed in pursuance of the provisions of the Act, | **Vacation of office by Directors** |

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| | 13) Having been appointed a Director by virtue of holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;<br><br>Notwithstanding anything in Clause (4), (6) and (8) aforesaid, the disqualification referred to in those clauses shall not take effect:<br>i. For thirty days from the date of the adjudication, sentence or order;<br>i. Where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed off; or<br>i. Where within the seven days as aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed off. | |
| 99. | a. The Board may appoint an Alternate Director to act for a Director hereinafter called in this clause "the Original Director" during his absence for a period of not less than 3 months from India. | **Alternate Directors** |
| | b. An Alternate Director appointed as aforesaid shall vacate office if and when the Original Director returns to India. | |
| | **Independent Directors**<br>c.<br>i. The Directors may appoint such number of Independent Directors as are required under Section 149 of the Companies Act, 2013 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time.<br>ii. Independent directors shall possess such qualification as required under Section 149 of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015<br>iii. Independent Director shall be appointed for such period as prescribed under relevant provisions of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall not be liable to retire by rotation. | |
| | **Woman Director**<br>d. The Directors shall appoint at least one women director as per the requirements of section 149 of the Act. | |
| | **Key Managerial Personnel**<br>e. Subject to the provisions of the Act,—<br>i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of are solution of the Board;<br>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.<br>iii. The Managing Director shall act as the Chairperson of the Company for all purposes subject to the provisions contained in the Act and these articles. | |
| 100. | The Directors may, from time to time, appoint a person as an Additional Director provided that the number of Directors and Additional Directors together shall not exceed the maximum number of Directors fixed under Article 93 above. Any person so appointed as an Additional Director shall hold office up to the date of the next Annual General Meeting of the Company.<br>Proportion of retirement by rotation<br>a. The proportion of directors to retire by rotation shall be as per the provisions of Section 152 of the Act. | **Additional Director** |

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| 101. | Any trust deed for securing debentures or debenture-stocks may, if so arranged, provide for the appointment, from time to time, by the Trustees thereof or by the holders of debentures or debenture-stocks, of some person to be a Director of the Company and may empower such Trustees, holder of debentures or debenture-stocks, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any other provisions herein contained. | **Debenture** |
| 102. | a. Notwithstanding anything to the contrary contained in the Articles, so long as any moneys remain owing by the Company the any finance corporation or credit corporation or body, (herein after in this Article referred to as "The Corporation") out of any loans granted by them to the Company or as long as any liability of the Company arising out of any guarantee furnished by the Corporation, on behalf of the Company remains defaulted, or the Company fails to meet its obligations to pay interest and/or instalments, the Corporation shall have right to appoint from time to time any person or person as a Director or Directors (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any person so appointed, any person or persons in his or their place(s). | **Corporation/Nominee Director** |
| | b. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s as long as such default continues. Such Nominee Director/s shall not be required to hold any share qualification in the Company, and such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.<br><br>The Nominee Director/s appointed shall hold the said office as long as any moneys remain owing by the Company to the Corporation or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation.<br><br>The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, and of the Meeting of the Committee of which the Nominee Director/s is/are member/s.<br><br>The Corporation shall also be entitled to receive all such notices. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Director/s of the Company are entitled, but if any other fee, commission, monies or remuneration in any form is payable to the Director/s of the Company, the fee, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their | |

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| | appointment to Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s.<br><br>Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees, in relation to such Nominee Director/s shall so accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.<br><br>The Corporation may at any time and from time to time remove any such Corporation Director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as a Corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman or Joint Chairman of the Corporation or any person and shall be delivered to the Company at its registered office. It is clarified that every Corporation entitled to appoint a Director under this Article may appoint such number of persons as Directors as may be authorised by the Directors of the Company, subject to Section 152 of the Act and so that the number does not exceed 1/3 of the maximum fixed under Article 93. | |
| 103. | a. Subject to the provisions of the Act, the Directors shall not be disqualified by reason of their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker, or otherwise, nor shall any such contract or any contract or arrangement entered into by on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but the nature of the interest must be disclosed by the Director at the meeting of the Board at which the contract or arrangements is determined or if the interest then exists in any other case, at the first meeting of the Board after the acquisition of the interest.<br><br>Provided nevertheless that no Director shall vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid or take part in the proceedings thereat and he shall not be counted for the purpose of ascertaining whether there is quorum of Directors present. This provision shall not apply to any contract by or on behalf of the Company to indemnify the Directors or any of them against any loss they may suffer by becoming or being sureties for the Company. | **Disclosure of interest of Directors** |
| | b. A Director may be or become a Director of any company promoted by this Company or in which this Company may be interested as vendor, shareholder or otherwise and no such Director shall be accountable to the Company for any benefits received as a Director or member of such company. | |
| 104. | Except as otherwise provided by these Articles and subject to the provisions of the Act, all the Directors of the Company shall have in all matters equal rights and privileges, and be subject to equal obligations and duties in respect of the affairs of the Company. | **Rights of Directors** |
| 105. | Notwithstanding anything contained in these presents, any Director contracting with the Company shall comply with the provisions of Section 184 of the Companies Act, 2013. | **Directors to comply with Section 184** |
| 106. | Subject to the limitations prescribed in the Companies Act, 2013, the Directors shall be entitled to contract with the Company and no Director shall be disqualified by having contracted with the Company as aforesaid. | **Directors power of contract with Company** |
| **ROTATION OF DIRECTORS** | | |

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| 107. | At every annual meeting, one-third of the Directors shall retire by rotation in accordance with provisions of Section 152 of the Act. | **Rotation and retirement of Directors** |
| 108. | A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up vacated office by electing a person thereto. | **Retiring Directors eligible for re-election** |
| 109. | The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot. | **Which Directors to retire** |
| 110. | Subject to Section 152 of the Act, if at any meeting at which an election of Directors ought to take place, the place of the vacating or deceased Directors is not filled up and the meeting has not expressly resolved not to fill up or appoint the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday at the same time, place, and if at the adjourned meeting the place of vacating Directors is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the vacating Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting. | **Retiring Directors to remain in office till successors are appointed** |
| 111. | Subject to the provisions of Sections 149, 151 and 152 the Company in General Meeting may increase or reduce the number of Directors subject to the limits set out in Article 93 and may also determine in what rotation the increased or reduced number is to retire. | **Power of General Meeting to increase or reduce number of Directors** |
| 112. | Subject to provisions of Section 169 the Company, by Ordinary Resolution, May at any time remove any Director except Government Directors before the expiry of his period of office, and may by Ordinary Resolution appoint another person in his place. The person so appointed shall hold office until the date up to which his predecessor would have held office if he had not been removed as aforementioned. A Director so removed from office shall not be re-appointed as a Director by the Board of Directors. Special Notice shall be required of any resolution to remove a Director under this Article, or to appoint somebody instead of the Director at the meeting at which he is removed. | **Power to remove Directors by ordinary resolution** |
| 113. | Subject to the provisions of Section 160 of the Act, a person not being a retiring Director shall be eligible for appointment to the office of a Director at any general meeting if he or some other member intending to propose him as a Director has not less than fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of the Director, or the intention of such member to propose him as a candidate for that office, as the case may be "along with a deposit of such sum as may be prescribed by the Act or the Central Government from time to time which shall be refunded to such person or as the case may be, to such member, if the person succeeds in getting elected as a Director or gets more than 25% of total valid votes cast either on show of hands or electronically or on poll on such resolution". | **Rights of persons other than retiring Directors to stand for Directorship** |
| 114. | The Company shall keep at its Registered Office a register containing the addresses and occupation and the other particulars as required by Section 170 of the Act of its Directors and Key Managerial Personnel and shall send to the Registrar of Companies returns as required by the Act. | **Register of Directors and KMP and their shareholding** |
| 115. | The business of the Company shall be carried on by the Board of Directors. | **Business to be carried on** |
| 116. | The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that a meeting of the Board shall be held at least once in every one hundred and twenty days; and at least four such meetings shall be held in every year. | **Meeting of the Board** |
| 117. | A Director may at any time request the Secretary to convene a meeting of the Directors and seven days' notice of meeting of directors shall be | **Director may summon meeting** |

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| | given to every director and such notice shall be sent by hand delivery or by post or by electronic means. | |
| 118. | a. Save as otherwise expressly provided in the Act, a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board. | **Question how decided** |
| | b. In case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a Director. | |
| 119. | The continuing Directors may act notwithstanding any vacancy in the Board, but if and as long as their number if reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company and for no other purpose. | **Right of continuing Directors when there is no quorum** |
| 120. | The quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher; provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors who are not interested present at the meeting being not less than two shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of the Board after deducting therefrom the number of Directors, if any, whose places are vacant at the time. | **Quorum** |
| 121. | If no person has been appointed as Chairman or Vice Chairman under Article 98(a) or if at any meeting, the Chairman or Vice Chairman of the Board is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the meeting. | **Election of Chairman to the Board** |
| 122. | 1. The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company.<br><br>2. The Chairman Emeritus shall hold office until he resigns his office or a special resolution to that effect is passed by the members in a general meeting.<br><br>3. The Chairman Emeritus may attend any meetings of the Board or Committee thereof but shall not have any right to vote and shall not be deemed to be a party to any decision of the Board or Committee thereof.<br><br>4. The Chairman Emeritus shall not be deemed to be a director for any purposes of the Act or any other statute or rules made there under or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint.<br><br>5. The Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company.<br><br>6. If at any time the Chairman Emeritus is appointed as a Director of the Company, he may, at his discretion, retain the title of the Chairman Emeritus." | **Chairman Emeritus** |
| 123. | a. The Board may, from time to time, and at any time and in compliance with provisions of the act and listing agreement constitute one or | **Power to appoint Committees and to delegate** |

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| | more Committees of the Board consisting of such member or members of its body, as the Board may think fit. | |
| | b. Subject to the provisions of Section 179 the Board may delegate from time to time and at any time to any Committee so appointed all or any of the powers, authorities and discretions for the time being vested in the Board and such delegation may be made on such terms and subject to such conditions as the Board may think fit and subject to provisions of the act and listing agreement. | **Delegation of powers** |
| | c. The Board may from, time to time, revoke, add to or vary any powers, authorities and discretions so delegated subject to provisions of the act and listing agreement. | |
| 124. | The meeting and 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 Directors so far as the same are applicable thereto, and not superseded by any regulations made by the Directors under the last proceeding Article. | **Proceedings of Committee** |
| 125. | a. The Chairman or the Vice Chairman shall be the Chairman of its meetings, if either is not available or if at any meeting either is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting. | **Election of Chairman of the Committee** |
| | b. The quorum of a Committee may be fixed by the Board and until so fixed, if the Committee is of a single member or two members, the quorum shall be one and if more than two members, it shall be two. | |
| 126. | a. A Committee may meet and adjourn as it thinks proper. | **Question how determined** |
| | b. Questions arising at any meeting of a Committee shall be determined by the sole member of the Committee or by a majority of votes of the members present as the case may be and in case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a member of the Committee. | |
| 127. | All acts done by any meeting of the Board or 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 any person acting as aforesaid, or that any of them was disqualified, be as valid as if every such Director and such person had been duly appointed and was qualified to be a Director. | **Acts done by Board or Committee valid, notwithstanding defective appointment, etc** |
| 128. | Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with necessary papers, if any, to all the members of the Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee as the case may) and to all other Directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held. | **Resolution by circulation** |
| **POWERS AND DUTIES OF DIRECTORS** | | |
| 129. | The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said 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 regulation made by the Company in General Meeting, shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. | **General Powers of Company vested in Directors** |
| 130. | The Board may appoint at any time and from time to time by a power of attorney under the signature of two Directors and/or the Company Secretary of the Company, any person to be the Attorney of the Company for such purposes and with such powers, authorities and discretions not | **Attorney of the Company** |

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| | exceeding those vested in or exercisable by the Board under these Articles 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 firm or company, or the members, Directors, nominees or managers of any firm or company or otherwise in favour of anybody or 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 attorney as the Board may think fit. | |
| 131. | The Board may authorise any such delegate or attorney as aforesaid to sub-delegate all or any of the powers and authorities for the time being vested in him. | **Power to authorize sub-delegation** |
| 132. | The Board shall duly comply with the provisions of the Act and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company or created by it, and keep a register of the Directors, and send to the Registrar an annual list of members and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital and copies of special resolutions, and such other resolutions and agreements required to be filed under Section 117 of the Act and a copy of the Register of Directors and notifications of any change therein. | **Directors' duty to comply with the provision of the Act** |
| 133. | In furtherance of and without prejudice to the general powers conferred by or implied in Article 130 and other powers conferred by these Articles, and subject to the provisions of Sections 179 and 180 of the Act, that may become applicable, it is hereby expressly declared that it shall be lawful for the Directors to carry out all or any of the objects set forth in the Memorandum of Association and to the following things. | **Special power of Directors** |
| 134. | a. To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit and to sell, let, exchange, or otherwise dispose of the property, privileges and undertakings of the Company upon such terms and conditions and for such consideration as they may think fit. | **To acquire and dispose of property and rights** |
| | b. At their discretion to pay for any property, rights and privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid-up, the sum as may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged. | **To pay for property in debentures, etc.** |
| | c. To secure the fulfilment of any contracts or agreements 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 time being or in such other manner as they think fit. | **To secure contracts by mortgages** |
| | d. To appoint and at their discretion remove, or suspend such agents, secretaries, officers, clerks and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their powers and duties and fix their salaries or emoluments and to the required security in such instances and to such amount as they think fit. | **To appoint officers, etc.** |
| | e. To institute, conduct, defend, compound 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 payments or satisfaction of any dues and of any claims or demands by or against the Company. | **To appoint officers, etc.** |
| | f. To refer to, any claims or demands by or against the Company to arbitration and observe and perform the awards. | **To refer to arbitration** |

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| | g. | To make and give receipts, releases and other discharges for money payable to the Company and of the claims and demands of the Company. | **To give security by way of indemnity** |
| | h. | To act on behalf of the Company in all matters relating to bankrupts and insolvents. | **To act in matters of bankrupts and insolvents** |
| | i. | 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 for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon. | **To give security by way of indemnity** |
| | j. | To give any person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profits of the Company. | **To give commission** |
| | k. | To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company. | **To make contracts, etc.** |
| | l. | From time to time, make, vary and repeal bye-laws for the regulations of the business for the Company, its officers and servants. | **To make bye-laws** |
| | m. | Before recommending any dividends, to set-aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities or compensations; or to create any provident fund or benefit fund in such or any other manner as the Directors may deem fit. | **To set aside profits for provident fund** |
| | n. | To make and alter rules and regulations concerning the time and manner of payments of the contributions of the employees and the Company respectively to any such fund and accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit. | **To make and alter rules** |
| | o. | And generally, at their absolute discretion, to do and perform every act and thing which they may consider necessary or expedient for the purpose of carrying on the business of the Company, excepting such acts and things as by Memorandum of Association of the Company or by these presents may stand prohibited. | **To make and alter rules** |
| 135. | a. | Subject to the provisions of Section 196,197, 2(94), 203 of the Act, the following provisions shall apply: | **Managing Director** |
| | b. | The Board of Directors may appoint or re-appoint one or more of their body, not exceeding two, to be the Managing Director or Managing Directors of the Company for such period not exceeding 5 years as it may deem fit, subject to such approval of the Central Government as may be necessary in that behalf. | |
| | c. | The remuneration payable to a Managing Director shall be determined by the Board of Directors subject to the sanction of the Company in General Meeting and of the Central Government, if required. | |
| | d. | If at any time there are more than one Managing Director, each of the said Managing Directors may exercise individually all the powers and perform all the duties that a single Managing Director may be empowered to exercise or required to perform under the Companies Act or by these presents or by any Resolution of the Board of Directors and subject also to such restrictions or conditions as the Board may from time to time impose. | |

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| | e. The Board of Directors may at any time and from time to time designate any Managing Director as Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit. | |
| | f. Subject to the supervision, control and directions of the Board of Directors, the Managing Director/Managing Directors shall have the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties and in relation to the management of the affairs, except such powers and such duties as are required by Law or by these presents to be exercised or done by the Company in General Meeting or by the Board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the Board of Directors. Without prejudice to the generality of the foregoing, the Managing Director/Managing Directors shall exercise all powers set out in Article 135 above except those which are by law or by these presents or by any resolution of the Board required to be exercised by the Board or by the Company in General Meeting. | |
| 136. | 1. Subject to the supervision, control and directions of the Board of Directors, the Managing Director/Managing Directors shall have the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties and in relation to the management of the affairs, except such powers and such duties as are required by Law or by these presents to be exercised or done by the Company in General Meeting or by the Board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the Board of Directors. Without prejudice to the generality of the foregoing, the Managing Director/Managing Directors shall exercise all powers set out in Article 135 above except those which are by law or by these presents or by any resolution of the Board required to be exercised by the Board or by the Company in General Meeting. | **Whole-time Director** |
| | 2. A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause except where he retires by rotation in accordance with the Articles at an Annual General Meeting and is re-elected as a Director at that Meeting. | |
| 137. | The Board shall have power to appoint a Secretary a person fit in its opinion for the said office, for such period and on such terms and conditions as regards remuneration and otherwise as it may determine. The Secretary shall have such powers and duties as May, from time to time, be delegated or entrusted to him by the Board. | **Secretary** |
| 138. | Subject to the provisions of the Act, any branch or kind of business which by the Memorandum of Association of the Company or these presents is expressly or by implication authorised to be undertaken by the Company, may be undertaken by the Board at such time or times as it shall think fit and further may be suffered by it to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business. | **Powers as to commencement of business** |
| 139. | Subject to the provisions of the Act, any branch or kind of business which by the Memorandum of Association of the Company or these presents is expressly or by implication authorised to be undertaken by the Company, may be undertaken by the Board at such time or times as it shall think fit and further may be suffered by it to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business. | **Delegation of power** |

| BORROWING | | |
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| 140. | a. The Board may, from time to time, raise any money or any moneys or sums of money for the purpose of the Company; provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the sanction of the Company at a General Meeting, exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set-apart for any specific purpose and in particular but subject to the provisions of Section 179 of the Act, the Board may, from time to time, at its discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company, by the issue of debentures to members, perpetual or otherwise including debentures convertible into shares of this or any other company or perpetual annuities in security of any such money so borrowed, raised or received, mortgage, pledge or charge, the whole or any part of the property, assets, or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or transfer or convey the same absolutely or entrust and give the lenders powers of sale and other powers as may be expedient and purchase, redeem or pay off any such security. | **Borrowing Powers** |
| | b. Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount up to which moneys may be borrowed by the Board of Directors, provided that subject to the provisions of clause next above, the Board may, from time to time, at its discretion, raise or borrow or secure the repayment of any sum or sums of money for the purpose of the Company as such time and in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by promissory notes or by opening current accounts, or by receiving deposits and advances, with or without security or by the issue of bonds, perpetual or redeemable debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any land, building, bond or other property and security of the Company or by such other means as them may seem expedient. | |
| 141. | Such debentures, debenture stock, bonds or other securities may be made assignable, free from any equities between the Company and the person to whom the same may be issued. | **Assignment of debentures** |
| 142. | a. Any such debenture, debenture stock, bond or other security may be issued at a discount, premium or otherwise, and with any special privilege as the redemption, surrender, drawing, allotment of shares of the Company, or otherwise, provided that debentures with the right to allotment or conversion into shares shall not be issued except with the sanction of the Company in General Meeting. | **Terms of debenture issue** |
| | b. Any trust deed for securing of any debenture or debenture stock and or any mortgage deed and/or other bond for securing payment of moneys borrowed by or due by the Company and/or any contract or any agreement made by the Company with any person, firm, body corporate, Government or authority who may render or agree to render any financial assistance to the Company by way of loans advanced or by guaranteeing of any loan borrowed or other obligations of the Company or by subscription to the share capital of the Company or provide assistance in any other manner may provide for the appointment from time to time, by any such mortgagee, lender, trustee of or holders of debentures or contracting party as aforesaid, of one or more persons to be a Director or Directors of the | |

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| | Company. Such trust deed, mortgage deed, bond or contract may provide that the person appointing a Director as aforesaid may, from time to time, remove any Director so appointed by him and appoint any other person in his place and provide for filling up of any casual vacancy created by such person vacating office as such Director. Such power shall determine and terminate on the discharge or repayment of the respective mortgage, loan or debt or debenture or on the termination of such contract and any person so appointed as Director under mortgage or bond or debenture trust deed or under such contract shall cease to hold office as such Director on the discharge of the same. Such appointment and provision in such document as aforesaid shall be valid and effective as if contained in these presents. | |
| | c. The Director or Directors so appointed by or under a mortgage deed or other bond or contract as aforesaid shall be called a Mortgage Director or Mortgage Directors and the Director if appointed as aforesaid under the provisions of a debenture trust deed shall be called "Debenture Director". The words "Mortgage" or "Debenture Director" shall mean the Mortgage Director for the time being in office. The Mortgage Director or Debenture Director shall not be required to hold any qualification shares and shall not be liable to retire by rotation or to be removed from office by the Company. Such mortgage deed or bond or trust deed or contract may contain such auxiliary provision as may be arranged between the Company and mortgage lender, the trustee or contracting party, as the case may be, and all such provisions shall have effect notwithstanding any of the other provisions herein contained but subject to the provisions of the Act. | |
| | d. The Directors appointed as Mortgage Director or Debenture Director or Corporate Director under the Article shall be deemed to be ex-officio Directors. | |
| | e. The total number of ex-officio Directors, if any, so appointed under this Article together with the other ex-officio Directors, if any, appointment under any other provisions of these presents shall not at any time exceed one-third of the whole number of Directors for the time being. | |
| 143. | Any uncalled capital of the Company may be included in or charged by mortgage or other security. | **Charge on uncalled capital** |
| 144. | Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject such prior charge, and shall not be entitled, by notice to the shareholder or otherwise, to obtain priority over such prior charge. | **Subsequent assignees of uncalled capital** |
| 145. | If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or other person so becoming liable as aforesaid from any loss in respect of such liability. | **Charge in favour of Director of indemnity** |
| 146. | a. Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said power shall be exercised only by resolution passed at the meetings of the Board.<br>a) To make calls on shareholders in respect of money unpaid on their shares;<br>b) To authorise buy-back of securities under section 68;<br>c) To issue securities, including debentures, whether in or outside India;<br>d) To borrow monies;<br>e) To invest the funds of the company;<br>f) To grant loans or give guarantee or provide security in respect of loans; | **Powers to be exercised by Board only at meeting** |

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| | g) To approve financial statement and the Board's report;<br>h) To diversify the business of the company;<br>i) To approve amalgamation, merger or reconstruction;<br>j) To take over a company or acquire a controlling or substantial stake in another company;<br>k) To make political contributions;<br>l) To appoint or remove key managerial personnel (KMP);<br>m) To take note of appointment(s) or removal(s) of one level below the Key Management Personnel;<br>n) To appoint internal auditors and secretarial auditor;<br>o) To take note of the disclosure of director's interest and shareholding;<br>p) To buy, sell investments held by the company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee company;<br>q) To invite or accept or renew public deposits and related matters;<br>r) To review or change the terms and conditions of public deposit;<br>s) To approve quarterly, half yearly and annual financial statements or financial results as the case may be.<br>t) Such other business as may be prescribed by the Act. | |
| | b. The Board may by a meeting delegate to any Committee of the Board or to the Managing Director the powers specified in Sub-clauses, d, e and f above. | |
| | c. Every resolution delegating the power set out in Sub-clause d shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the said delegate. | |
| | d. Every resolution delegating the power referred to in Sub-clause e shall specify the total amount up to which the funds may be invested and the nature of investments which may be made by the delegate. | |
| | e. Every resolution delegating the power referred to in Sub-clause f above shall specify the total amount up to which loans may be made by the delegate, the purposes for which the loans may be made, and the maximum amount of loans that may be made for each such purpose in individual cases. | |
| 147. | The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act, 2013 for all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office. | **Register of mortgage to be kept** |
| 148. | Every register of holders of debentures of the Company may be closed for any period not exceeding on the whole forty five days in any year, and not exceeding thirty days at any one time. Subject as the aforesaid, every such register shall be open to the inspection of registered holders of any such debenture and of any member but the Company may in General Meeting impose any reasonable restriction so that at least two hours in every day, when such register is open, are appointed for inspection. | **Register of holders of debentures** |
| 149. | The Company shall comply with the provisions of the Companies Act, 2013, as to allow inspection of copies kept at the Registered Office in pursuance of the said Act, and as to allowing inspection of the Register of charges to be kept at the office in pursuance of the said Act. | **Inspection of copies and Register of Mortgages** |
| 150. | The Company shall comply with the provisions of the Companies Act, 2013, as to supplying copies of any register of holders of debentures or any trust deed for securing any issue of debentures. | **Supplying copies of register of holder of debentures** |

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| 151. | Holders of debentures and any person from whom the Company has accepted any sum of money by way of deposit, shall on demand, be entitled to be furnished, free of cost, or for such sum as may be prescribed by the Government from time to time, with a copy of the Financial Statements of the Company and other reports attached or appended thereto. | **Rights of holders of debentures as to Financial Statements** |
| 152. | a. The Company shall comply with the requirements of Section 118 of the Act, in respect of the keeping of the minutes of all proceedings of every General Meeting and every meeting of the Board or any Committee of the Board. | **Minutes** |
| | b. The Chairman of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company. | |
| 153. | All the powers conferred on the Managing Director by these presents, or otherwise may, subject to any directions to the contrary by the Board of Directors, be exercised by any of them severally. | **Managing Director's power to be exercised severally** |
| **MANAGER** | | |
| 154. | Subject to the provisions of the Act, the Directors may appoint any person as Manager for such term not exceeding five years at a time at such remuneration and upon such conditions as they may think fit and any Manager so appointed may be removed by the Board. | **Manager** |
| **DIVIDENDS AND RESERVES** | | |
| 155. | The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to the Reserve Fund, shall be divisible among the equity shareholders. | **Rights to Dividend** |
| 156. | The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board. | **Declaration of Dividend** |
| 157. | The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive. | **What to be deemed net profits** |
| 158. | 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. | **Interim Dividend** |
| 159. | No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act. | **Dividends to be paid out of profits only** |
| 160. | a. The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper 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. | **Reserve Funds** |
| | b. The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as Reserve. | |
| 161. | a. Subject to the rights of persons, if any, entitled to share with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid. | **Method of payment of dividend** |
| | b. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share. | |
| | c. 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 dividends as from a particular date, such shares shall rank for dividend accordingly. | |

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| 162. | 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 in relation to the shares of the Company or otherwise. | **Deduction of arrears** |
| 163. | Any General Meeting declaring a dividend or bonus may make a call on the members of such amounts as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and themselves, be set off against the call. | **Adjustment of dividend against call** |
| 164. | a. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through post directly 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 in the Register of Members or to such person and to such address of the holder as the joint holders may in writing direct. | **Payment by cheque or warrant** |
| | b. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. | |
| | c. Every dividend or warrant or cheque shall be posted within thirty days from the date of declaration of the dividends. | |
| 165. | The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member in respect thereof or shall duly transfer the same.<br><br>Receipt of joint holders<br>A. Where any instrument of transfer of shares has been delivered to the Company for registration on holders, the Transfer of such shares and the same has not been registered by the Company, it shall, and notwithstanding anything contained in any other provision of the Act:<br>a. transfer the dividend in relation to such shares to the Special Account referred to in Sections 123 and 124 of the Act, unless the Company is authorised by the registered holder, of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and<br>b. Keep in abeyance in relation to such shares any offer of rights shares under Clause(a) of Sub-section (1) of Section 62 of the Act, and any issue of fully paid-up bonus shares in pursuance of Sub-section (3) of Section 123 of the Act". | **Retention in certain cases** |
| 166. | Any one of two of the joint holders of a share may give effectual receipt for any dividend, bonus, or other money payable in respect of such share. | **Deduction of arrears** |
| 167. | Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act. | **Notice of Dividends** |
| 168. | No dividend shall bear interest against the Company. | **Dividend not to bear interest** |
| 169. | No unclaimed dividends shall be forfeited. Unclaimed dividends shall be dealt with in accordance to the provisions of Sections 123 and 124 of the Companies Act, 2013. | **Unclaimed Dividend** |
| 170. | Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer. | **Transfer of share not to pass prior Dividend** |
| **CAPITALISATION OF PROFITS** | | |
| 171. | a. The Company in General Meeting, may on the recommendation of the Board, resolve:<br>1. that the whole or any part of any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Fund or any money, investment or other asset forming part of the undivided profits, including profits or surplus moneys arising from the realisation and (where permitted by law) from the appreciation in value of any Capital assets of the Company standing to the credit of the General Reserve, Reserve | **Capitalisation of Profits** |

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| | or any Reserve Fund or any amounts standing to the credit of the Profit and Loss Account or any other fund of the Company or in the hands of the Company and available for the distribution as dividend capitalised; and<br>2. That such sum be accordingly set free for distribution in the manner specified in Sub-clause (2) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion. | |
| | b. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in Subclause (3) either in or towards:<br>1. Paying up any amount for the time being unpaid on any share held by such members respectively;<br>2. Paying up in full unissued shares of the Company to be allotted and distributed and credited as fully paid-up to and amongst such members in the proportion aforesaid; or<br>3. Partly in the way specified in Sub-clause (i) and partly in that specified in Sub-clause (ii). | |
| | c. A share premium account and a capital redemption reserve account may for the purpose of this regulation be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares. | |
| | d. The Board shall give effect to resolutions passed by the Company in pursuance of this Article. | |
| 172. | a) whenever such a resolution as aforesaid shall have been passed, the Board shall:<br>1. Make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issue or fully paid shares if any; and<br>2. Generally do all acts and things required to give effect thereto. | **Powers of Directors for declaration of Bonus** |
| | b) The Board shall have full power:<br>1. to make such provision by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit in the case of shares becoming distributable in fractions and also;<br>2. 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 the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on the existing shares. | |
| | c) Any agreement made under such authority shall be effective and binding on all such members. | |
| **ACCOUNTS** | | |
| 173. | a. The Board shall cause proper books of accounts to be kept in respect of all sums of money received and expanded by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company, and of the assets and liabilities of the Company. | **Books of account to be kept** |
| | b. All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch as the case may be, with respect to the matters aforesaid, and explain in transactions. | |
| | c. The books of accounts shall be open to inspection by any Director during business hours. | |
| 174. | The books of account shall be kept at the Registered Office or at such other place as the Board thinks fit. | **Where books of account to be kept** |
| 175. | The Board shall, from time to time, determine whether and to what extent and at what time and under what conditions or regulations the accounts | **Inspection by members** |

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| | and books and documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspection any account or book or document of the Company except as conferred by statute or authorised by the Board or by a resolution of the Company in General Meeting. | |
| 176. | The Board shall lay before such Annual General Meeting , financial statements made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extension of time as shall have been granted by the Registrar under the provisions of the Act. | **Statement of account to be furnished to General Meeting** |
| 177. | Subject to the provisions of Section 129, 133 of the Act, every financial statements of the Company shall be in the forms set out in Parts I and II respectively of Schedule III of the Act, or as near thereto as circumstances admit. | **Financial Statements** |
| 178. | a. Subject to Section 134 of the Act, every financial statements of the Company shall be signed on behalf of the Board by not less than two Directors. | **Authentication of Financial Statements** |
| | b. The financial statements shall be approved by the Board before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon. | |
| 179. | The Auditor's Report shall be attached to the financial statements. | **Auditors Report to be annexed** |
| 180. | a. Every financial statement laid before the Company in General Meeting shall have attached to it a report by the Board with respect to the state of the Company's affairs, the amounts, if any, which it proposes to carry to any reserve either in such Balance Sheet or in a subsequent Balance Sheet and the amount, if any, which it recommends to be paid by way of dividend. | **Board's Report to be attached to Financial Statement** |
| | b. The report shall, so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to its business or that of any of its subsidiaries, deal with any change which has occurred during the financial year in the nature of the Company's business or that of the Company's subsidiaries and generally in the classes of business in which the Company has an interest and material changes and commitments, if any, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the report. | |
| | c. The Board shall also give the fullest information and explanation in its report or in case falling under the provision of Section 134 of the Act in an addendum to that Report on every reservation, qualification or adverse remark contained in the Auditor's Report. | |
| | d. The Board's Report and addendum, if any, thereto shall be signed by its Chairman if he is authorised in that behalf by the Board; and where he is not authorised, shall be signed by such number of Directors as is required to sign the Financial Statements of the Company under Article 181. | |
| | e. The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of Sub-clauses (a) to (e) of this Article are complied with. | |
| 181. | The Company shall comply with the requirements of Section 136. | **Right of member to copies of Financial Statements** |
| **ANNUAL RETURNS** | | |
| 182. | The Company shall make the requisite annual return in accordance with Section 92 of the Act. | **Annual Returns** |
| **AUDIT** | | |

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| 183. | a. Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned. | **Accounts to be audited** |
| | b. Subject to provisions of the Act, The Company at the Annual General Meeting shall appoint an Auditor or Firm of Auditors to hold office from the conclusion of that meeting until the conclusion of the fifth Annual General Meeting and shall, within seven days of the appointment, give intimation thereof to every Auditor so appointed unless he is a retiring Auditor. | |
| | c. At every Annual General Meeting, reappointment of such auditor shall be ratified by the shareholders. | |
| | d. Where at an Annual General Meeting no Auditors are appointed or reappointed, the Central Government may appoint a person to fill the vacancy. | |
| | e. The Company shall, within seven days of the Central Government's power under Sub-clause (d) becoming exercisable, give notice of that fact to that Government. | |
| | f.<br>1. The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.<br>Provided that the Company may at a General Meeting remove any such Auditor or all or any of such Auditors and appoint in his or their places any other person or persons who have been nominated for appointment by any such member of the Company and of whose nomination notice has been given to the members of the Company, not less than 14 days before the date of the meeting; and<br>2. If the Board fails to exercise its power under this Sub-clause, the Company in General Meeting may appoint the first Auditor or Auditors. | |
| | g. The Directors may fill any casual vacancy in the office of an Auditor, but while any such vacancy continues, the remaining Auditor or Auditors, if any, may act, but where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting. | |
| | h. A person other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless Special Notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Section 115 of the Act and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with Section 190 of the Act and all other provisions of Section 140 of the Act shall apply in the matter. The provisions of this Sub-clause shall also apply to a resolution that retiring Auditor shall be reappointed. | |
| | i. The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act. | |
| | j. Subject to the provisions of Section 146 of the Act, the Auditor of the company shall attend general meetings of the company. | |
| 184. | The Company shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of Branch Offices of the Company. | **Audit of Branch Offices** |
| 185. | The remuneration of the Auditors shall be fixed by the Company in General Meeting except that the remuneration of any Auditor appointed to fill and casual vacancy may be fixed by the Board. | **Remuneration of Auditors** |
| 186. | a. Every Auditor of the Company shall have a right of access at all times to the books of accounts and vouchers of the Company and | **Rights and duties of Auditors** |

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| | shall be entitled to require from the Directors and officers of the Company such information and explanations as may be necessary for the performance of his duties as Auditor. | |
| | b. All notices of, and other communications relating to any General Meeting of a Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditor, and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor. | |
| | c. The Auditor shall make a report to the members of the Company on the accounts examined by him and on Financial statements and on every other document declared by this Act to be part of or annexed to the Financial statements, which are laid before the Company in General Meeting during his tenure of office, and the report shall state whether, in his opinion and to the best of his information and according to explanations given to him, the said accounts give the information required by this Act in the manner so required and give a true and fair view:<br>1. In the case of the Balance Sheet, of the state of affairs as at the end of the financial year and<br>2. In the case of the Statement of Profit and Loss, of the profit or loss for its financial year. | |
| | d. The Auditor's Report shall also state:<br>1. Whether he has sought and obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purpose of his audit and if not, the details thereof and the effect of such information on the financial statements;<br>2. Whether, in his opinion, proper books of account as required by law have been kept by the company so far as appears from his examination of those books and proper returns adequate for the purposes of his audit have been received from branches not visited by him;<br>3. Whether the report on the accounts of any branch office of the company audited under sub-section (8) by a person other than the company's auditor has been sent to him under the proviso to that sub-section and the manner in which he has dealt with it in preparing his report;<br>4. Whether the company's balance sheet and profit and loss account dealt with in the report are in agreement with the books of account and returns;<br>5. Whether, in his opinion, the financial statements comply with the accounting standards;<br>6. The observations or comments of the auditors on financial transactions or matters which have any adverse effect on the functioning of the company;<br>7. Whether any director is disqualified from being appointed as a director under sub-section (2) of section 164;<br>8. Any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith;<br>9. Whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls;<br>10. Whether the company has disclosed the impact, if any, of pending litigations on its financial position in its financial statement;<br>11. Whether the company has made provision, as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts; | |

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| | 12. Whether there has been any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company. | |
| | e. Where any of the matters referred to in Clauses (i) and (ii) of Sub-section (2) of Section 143 of the Act or in Clauses (a), (b) and (c) of Sub-section (3) of Section 143 of the Act or Sub-clause (4) (a) and (b) and (c) hereof is answered in the negative or with a qualification, the Auditor's Report shall state the reason for such answer. | |
| | f. The Auditor's Report shall be read before the Company in General Meeting and shall be open to inspection by any member of the Company. | |
| 187. | Every account of the Company when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the accounts shall forthwith be corrected, and henceforth be conclusive. | **Accounts whether audited and approved to be conclusive** |
| 188. | A document may be served on the Company or any officer thereof by sending it to the Company or officer at the Registered Office of the Company by Registered Post, or by leaving it at the Registered Office or in electronic mode in accordance with the provisions of the act. | **Service of documents on the Company** |
| 189. | a. A document (which expression for this purpose shall be deemed to included and shall include any summons, notice, requisition, process, order judgement or any other document in relation to or the winding up of the Company) may be served personally or by sending it by post to him to his registered address or in electronic mode in accordance with the provisions of the act., or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the giving of notices to him. | **How documents to be served to members** |
| | b. All notices shall, with respect to any registered shares to which persons are entitled jointly, be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all the holders of such shares. | |
| | c. Where a document is sent by post:<br>i. service thereof shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, provided that where a member has intimated to the Company in advance that documents 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 doing so, service of the documents 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;<br>a) in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the notice is posted, and<br>b) in any other case, at the time at which the letter should be delivered in the ordinary course of post. | |
| 190. | Each registered holder of share(s) shall, from time to time, notify in writing to the Company some place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence. | **Members to notify address in India** |
| 191. | If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him, a document advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears. | **Service on members having no registered address in India** |
| 192. | A document may be served by the Company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name, or by | **Service on persons acquiring shares on** |

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| | the title of representatives of deceased or assignees of the insolvent or by any like descriptions at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served if the death or insolvency had not occurred. | **death or insolvency of members** |
| 193. | Any notice of document delivered or sent by post or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member by then deceased and whether or not the Company has notice of his decease, be deemed to have been duly served in respect of any registered share whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or on her heirs, executors or administrators, and all other persons, if any, jointly interested with him or her in any such share. | **Notice valid though member deceased** |
| 194. | Subject to the provisions of Section 101 the Act and these Articles, notice of General Meeting shall be given to;<br>1. Every member of the company, legal representative of any deceased member or the assignee of an insolvent member;<br>2. The auditor or auditors of the company; and<br>3. Every director of the company.<br>4. Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting. | **Persons entitled to Notice of General Meeting** |
| 195. | a. Subject to the provisions of the Act, any document required to be served on or sent to the members, or any of them by the Company and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district where the Registered Office of the Company is situated. | **Advertisement** |
| | b. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered in the Register shall be duly given to the person from whom he derived his title to such share or stock. | |
| 196. | Every person, who by the operation of law, transfer, or other means whatsoever, shall become entitled to any share, shall be bound by every document in respect of such share which previously to his name and address being entered in the Register, shall have been duly served on or sent to the person from whom he derives his title to the share. | **Transference, etc. bound by prior notices** |
| 197. | Any notice to be given by the Company shall be signed by the Managing Director or by such Director or officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed. | **How notice to be signed** |
| **AUTHENTICATION OF DOCUMENTS** | | |
| 198. | Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director, or the Managing Director or an authorised officer of the Company and need not be under its seal. | **Authentication of document and proceeding** |
| **WINDING UP** | | |
| 199. | Subject to the provisions of the Act as to preferential payments, the assets of a Company shall, on its winding-up be applied in satisfaction of its liabilities pari-passu and, subject to such application, shall, unless the articles otherwise provide, be distributed among the members according to their rights and interests in the Company. | **Winding up** |
| 200. | If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a Special Resolution, divide among the contributories, in specie or kind, and part of the assets of the Company | **Division of assets of the Company in** |

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| | 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 or any of them, as the liquidators with the like sanction shall think fit. In case any shares, to be divided as aforesaid involves a liability to calls or otherwise, any person entitled under such division to any of the said shares may, within ten days after the passing of the Special Resolution by notice in writing, direct the liquidators to sell his proportion and pay him the net proceeds, and the liquidators shall, if practicable, act accordingly. | **specie among members** |
| **INDEMNITY AND RESPONSIBILITY** | | |
| 201. | a. Subject to the provisions of Section 197 of the Act every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses (including travelling expenses) which Service of documents on the Company any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee. | **Directors' and others' right to indemnity** |
| | b. Subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any liability, incurred by them or him in defending any proceeding whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurable by or in respect of any Director for filing any return, paper or document with the Registrar of Companies, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company. | |
| 202. | Subject to the provisions of Section 197 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any money invested, or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part of for any loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own act or default. | |
| **SECRECY CLAUSE** | | |
| 203. | a. No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of or any information respecting any details 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 which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be inexpedient in the interests of the Company to communicate to the public. | |
| | b. Every Director, Managing Director, Manager, Secretary, Auditor, Trustee, Members of a Committee, Officers, Servant, Agent, Accountant or other person employed in the business of the | |

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| | Company, shall, if so required by the Directors before entering upon his duties, or at any time during his term of office sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and the state of accounts 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 duties except when required so to do by the Board or by any General Meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary, in order to comply with any of the provisions contained in these Articles. | |
| **REGISTERS, INSPECTION AND COPIES THEREOF** | | |
| 204. | a. Any Director or Member or person can inspect the statutory registers maintained by the company, which may be available for inspection of such Director or Member or person under provisions of the act by the company, provided he gives fifteen days' notice to the company about his intention to do so. | |
| | b. Any, Director or Member or person can take copies of such registers of the company by paying Rs. 10 per page to the company. The company will take steps to provide the copies of registers to such person within Fifteen days of receipt of money. | |
| **BUY-BACK OF SHARES** | | |
| 205. | Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities. | |
| **GENERAL AUTHORITY** | | |
| 206. | Wherever in the applicable provisions under the Act, it has been provided that, any Company shall have any right, authority or that such Company could carry out any transaction only if the Company is authorised by its Articles, this regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific regulation or clause in that behalf in this articles. | |

## SECTION IX – OTHER INFORMATION
## MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company) which have been entered or are to be entered into by our Company which are or may be deemed material, will be attached to the copy of the Red Herring Prospectus which will be delivered to the RoC for filing and are also available at the following weblink www.shreejishipping.in. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered and Corporate Office between 10:00 a.m. to 05:00 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid / Issue Closing Date (except for such agreements executed after the Bid / Issue Closing Date).

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 reference to the Shareholders, subject to compliance with the provisions of the Companies Act and other applicable law.

**A. Material Contracts for the Issue**

1. Issue Agreement dated January 24, 2025, entered amongst our Company and the Book Running Lead Managers.

2. Registrar Agreement dated January 20, 2025, entered amongst our Company, and the Registrar to the Issue.

3. Escrow and Sponsor Bank Agreement dated [●], entered amongst our Company, the Registrar to the Issue, the Book Running Lead Managers, the Syndicate Members, and the Banker(s) to the Issue.

4. Syndicate Agreement dated [●], entered amongst our Company, the Book Running Lead Managers, the Syndicate Members, and the Registrar to the Issue.

5. Underwriting Agreement dated [●], entered amongst our Company, and the Underwriters.

6. Monitoring Agency Agreement dated [●] entered amongst our Company and the Monitoring Agency.

**B. Material Documents**

1. Certified copies of updated MoA and AoA, updated from time to time.

2. Certificate of incorporation dated April 11, 2024 issued by Registrar of Companies, Central Registration Centre to our Company, in the name of *'Shreeji Shipping Global Private Limited'*.

3. Certificate of incorporation, pursuant to conversion from private to public limited, dated November 18, 2024 issued by Registrar of Companies, Central Processing Centre to our Company, in the name of *'Shreeji Shipping Global Limited'*.

4. Resolutions of the Board of Directors and Shareholders dated December 02, 2024 and December 02, 2024, respectively in relation to the Issue and other related matters.

5. Resolution passed by the Board of Directors and the Shareholders dated November 21, 2024, and November 22, 2024, for appointing Ashokkumar Haridas Lal as the Managing Director of the Company.

6. Resolution passed by the Board of Directors and the Shareholders dated November 21, 2024, and November 22, 2024, for appointing Jitendra Haridas Lal as the Joint Managing Director of the Company.

7. Resolution of the Board of Directors dated January 24, 2025 approving the DRHP.

8. Consent dated January 24, 2025 from our Statutory Auditors, namely, M/s Sarda & Sarda, Chartered Accountants, to include their names as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this DRHP, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 in in respect of their (a) examination report dated January 07, 2025 on the Restated Financial Information, (b) report dated January 24, 2025 on the statement of special tax benefits; and such consents has not been withdrawn as on the date of this DRHP.

9. The examination report dated January 07, 2025, of our Statutory Auditors on the Restated Financial Information, included in this Draft Red Herring Prospectus.

10. The statement of possible special tax benefits on direct taxes and indirect taxes each dated January 24, 2025 from our Statutory Auditors.

11. Consents of our Directors, our Company Secretary and Compliance Officer, Legal Counsel to our Company, Bankers to our Company, Banker(s) to the Issue, the BRLMs, Syndicate Members, and the Registrar to the Issue, Monitoring Agency, Escrow Collection Bank(s), Public Issue Account Bank(s), Refund Bank(s) and Sponsor Bank(s).

12. Consent letter dated January 10, 2025 from Dun & Bradstreet Information Services India Private Limited with respect to Industry Report titled *"Report on Indian Shipping and Logistic Industry"*.

13. Industry Report titled "*Report on Indian Shipping and Logistic Industry*" dated December 31, 2024, prepared and issued by Dun & Bradstreet Information Services India Private Limited and commissioned for an agreed fee, exclusively for the purpose of this Issue.

14. Resolution dated January 24, 2025 passed by the Audit Committee approving the KPIs for disclosure in this Draft Red Herring Prospectus.

15. Due Diligence Certificate dated January 24, 2025 addressed to SEBI from the BRLMs.

16. In principle listing approvals dated [●] and [●] issued by BSE and NSE respectively.

17. Tripartite Agreement dated December 05, 2024 amongst CDSL, our Company and the Registrar to the Issue.

18. Tripartite Agreement dated November 11, 2024 amongst NSDL, our Company and the Registrar to the Issue.

19. Business Transfer Agreement dated July 30, 2021 entered by and between our Company and United Shippers Limited.

20. Share Purchase Agreement dated April 28, 2022 and supplemental letters dated June 25, 2022 and January 25, 2023 entered by and between our Company and United Shippers Limited.

21. Valuation Report dated January 21, 2023 issued by Baltiboi & Purohit, Chartered Accountants (ICAI Firm Registration No. 101048W).

22. Settlement Agreement dated August 07, 2022 executed by and between our Company, Ashapura Holdings UAE FZE and Ashapura Minechem Ltd.

23. SEBI final observation letter dated [●].

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 notice to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

**DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("**SEBI**"), established under Section 3 of the SEBI Act, 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 and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY

Sd/-

________________________________
Ashokkumar Haridas Lal
**(Chairman and Managing Director)**

Place: Jamnagar
Date: January 24, 2025

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("**SEBI**"), established under Section 3 of the SEBI Act, 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 and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY

Sd/-

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Jitendra Haridas Lal
**Joint Managing Director**

Place: Jamnagar
Date: January 24, 2025

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("**SEBI**"), established under Section 3 of the SEBI Act, 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 and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY

Sd/-

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Thomaskutty Varghese
**Independent Director**

Place: Ahmedabad
Date: January 24, 2025

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("**SEBI**"), established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, 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 and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY

Sd/-

________________________________

Vipul Sureshchandra Acharya
**Independent Director**

Place: Jamnagar
Date: January 24, 2025

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("**SEBI**"), established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, 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 and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY

Sd/-

Viral M Mamtora
**Independent Director**

Place: Jamnagar
Date: January 24, 2025

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("**SEBI**"), established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, 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 and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY

Sd/-

Sheelaben Mansukhlal Dattani
**Independent Director**

Place: Jamnagar
Date: January 24, 2025

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("SEBI"), established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, 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 and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY**

Sd/-

Harshida Jayesh Bhanushali
**(Chief Financial Officer)**

Place: Jamnagar
Date: January 24, 2025