## BASIS FOR OFFER PRICE

The Price Band and the Issue Price will be determined by our Company in consultation with the BRLM, on the basis of the Book Building Process and the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Issue floor Price is ₹71/- which is 7.10 times of the face value of Equity Shares and the Issue Cap Price is ₹75/- which is 7.50 times of the face value of Equity Shares. Investors should refer to "Risk Factors", "Our Business", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 29, 111, 198 and 254 respectively, to have an informed view before making an investment decision. Investors should also refer to "***Our Business***", "***Risk Factors***", "***Restated Financial Information***", "***Management's Discussion and Analysis of Financial Position and Results of Operations***" ***and*** "***Other Financial Information***" on pages 91, 28, 144, 180 and 172, respectively, to have an informed view before making an investment decision.

**Qualitative Factors**

We believe that our business strengths listed below enable us to remain competitive in the business:

- Integrated, end-to-end logistics services and solutions
- Our existing Network and Storage Capabilities
- Strong knowledge and expertise of our promotors
- Industry experience with strong execution capabilities
- Strong Financial Performance.

For more details on quantitative factors, please refer to chapter "***Our Business- Competitive Strengths***" on page 91.

**Quantitative Factors**

Some of the information presented below relating to our Company is based on the Restated Consolidated Financial Statements. For more details, please refer to "***Restated Financial Information***" on page 144.

Investors should evaluate our Company and form their decisions taking into consideration its earnings, and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

**1. Basic and Diluted Earnings per Share ("EPS")**

| Fiscal Year ended | Basic EPS (in ₹) | Diluted EPS (in ₹) | Weight |
|---|---|---|---|
| March 31, 2023 | 470.58 | 470.58 | 3 |
| March 31, 2022 | 250.87 | 250.87 | 2 |
| March 31, 2021 | 199.79 | 199.79 | 1 |
| **Weighted Average** | **352.21** | **352.21** | **6** |
| **June 30, 2023** | **142.91** | **142.91** | |

***Notes**:*

*(1) Earnings per Share are in accordance with Accounting Standard –0 - Earnings per Share, notified under the Companies (Accounting Standards) Rules, 2006, as amended*

*(2) Basic Earnings per Equity Share (₹) = Profit for the year, as restated divided by Weighted average number of equity shares outstanding during the period/year*

*(3) Diluted Earnings per Equity Share (₹) = Profit for the year, as restated divided by Weighted average number of diluted equity shares outstanding during the period/year*

*(4) 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*

*(5) The figures disclosed above are based on the Restated Financial Statements.*

**2. Price to Earning ("P/E") Ratio in relation to the Offer Price ₹ 75/- per Equity Share:**

| Particulars | P/E Ratio (number of times)* |
|---|---|
| Based on Basic and Diluted EPS of ₹470.58 for Fiscal 2023 | 0.16 |
| Based on Weighted Average EPS of ₹ 352.21 | 0.21 |

**To be updated after finalization of the Offer Price.*

**Industry Peer Group P/E ratio**

There are no like to like comparable listed companies in India that are engaged in all aspects of the business that we operate. Accordingly, it is not possible to provide an industry comparison in relation to our Company

3. **Return on Networth ("RoNW")**

| Fiscal Year ended | RoNW (%) | Weight |
|---|---|---|
| March 31, 2023 | 36.50% | 3 |
| March 31, 2022 | 30.68% | 2 |
| March 31, 2021 | 35.27% | 1 |
| **Weighted Average** | **34.36%** | |
| **June 30, 2023*** | **39.91%** | |

**Figure provided under the relevant stub period ended June 30, 2023 have been annualized*

***Notes**:*

*(1) Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. (Return on Net Worth x Weight) for each year/Total of weights.*

*(2) Return on Net Worth (%) = Restated profit for the year divided by Net worth at the end of the year.*

*(3) Net worth = Equity Share capital plus Reserves and Surplus*

4. **Net Asset Value per Equity Share (Face Value of ₹ 10/- each)**

| Particulars | NAV per Equity Share (₹) |
|---|---|
| As on March 31, 2023 | 1289.09 |
| As on March 31, 2022 | 817.75 |
| As on March 31, 2021 | 566.40 |
| **As on June 30, 2023** | 1432.19 |
| **After the Completion of the Offer:** | |
| - At Lower Price Band | 30.29 |
| -At Higher Price Band | 31.35 |

***Notes**: Net Asset Value per Equity Share = Net worth derived from Restated Financial Statements as at the end of the year divided by number of equity shares outstanding as at the end of the /year as per Restated Financial Statements.*

5. **Comparison with Listed Industry Peers**

There are no like to like comparable listed companies in India that are engaged in all aspects of the business that we operate. Accordingly, it is not possible to provide an industry comparison in relation to our Company

6. **Financial Key Performance Indicators ("KPIs")**

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of various verticals in comparison to our listed peers. The table below sets forth the details of our KPIs that our Company considers have a bearing for arriving at the basis for Offer Price.

*(₹ in lakh except percentages and ratios)*

| Key Performance Indicators | June 30, 2023 | March 31, 2023# | March 31, 2022# | March 31, 2021# |
|---|---|---|---|---|
| Revenue from Operations | 56,837.41 | 62,462.35 | 6,028.75 | 3,140.32 |
| Total Revenue | 57,053.16 | 63,216.41 | 6,358.92 | 3,328.40 |
| Gross Profit(1) | 3,235.55 | 6,857.87 | 1,842.42 | 1,166.83 |
| Gross Margin(2) | 5.67% | 10.85% | 28.97% | 35.06% |
| EBITDA(3) | 425.14 | 1387.57 | 832.65 | 542.63 |
| EBITDA Margin(5) | 0.75% | 2.19% | 13.09% | 16.30% |
| Profit After Tax for the Year ("**PAT**") | 214.65 | 707.02 | 377.02 | 300.96 |
| PAT Margin(6) | 0.38% | 1.12% | 5.93% | 9.04% |
| ROE(7)* | 39.91%* | 36.50% | 36.68% | 35.27% |

| Key Performance Indicators | June 30, 2023 | March 31, 2023# | March 31, 2022# | March 31, 2021# |
|---|---|---|---|---|
| ROCE(4)(8) * | 78.06%* | 70.48% | 65.28% | 60.07% |
| Net Debt/ EBITDA(9) | 3.21* | 3.40 | 3.18 | 0.22 |

*#As certified by the Statutory Auditor vide their certificate dated December 22, 2023*
**Ratio for the period June 30, 2023 has been annualised.*
*KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated December 22, 2023.*

**Explanation for the Key Performance Indicators**

1. *Gross Profit is calculated as Revenues from operations less cost of goods sold, whereas cost of goods sold is calculated as sum of opening balance of inventory for the period/year plus cost of material consumed and construction expenses during the period/year less closing balance of inventory for the period/year.*
2. *Gross margin is calculated as Gross Profit as a percentage of Revenue from operations*
3. *EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance costs, and depreciation & amortisation expenses.*
4. *EBIT means Earnings before interest and tax, and is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance cost.*
5. *EBITDA Margin is calculated as EBITDA as a percentage of Total Revenue.*
6. *PAT Margin is calculated as profit after tax for the year as a percentage of Total Revenue.*
7. *Return on Equity (ROE) is calculated as profit after tax for the year/period divided by Total Equity.*
8. *Return on Capital Employed (ROCE) is calculated as EBIT divided by Capital Employed. Capital Employed is calculated as total assets less total liabilities less goodwill, other intangible assets, Right-of-use assets and Deferred tax assets (Net), if any, plus total borrowings (including lease liabilities) as at the end of the period/year.*
9. *Net Debt/ EBITDA: Net Debt is calculated as total borrowings (including lease liabilities) less cash and cash equivalents and bank balances other than cash and cash equivalents as at the end of the period/year divided by EBITDA.*

*Our Company shall continue to disclose the KPIs disclosed hereinabove in this section on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchanges, or until the utilization of Offer Proceeds as per the disclosure made in the section "**Objects of the Offer**" starting on page 68 of this Prospectus, whichever is later, or for such other period as may be required under the SEBI ICDR Regulations.*

**Comparison the Key Performance Indicators with our listed peers:**

There are no like to like comparable listed companies in India that are engaged in all aspects of the business that we operate. Accordingly, it is not possible to provide an industry comparison in relation to our Company

**Explanation for KPI metrics**

| KPI | Explanations |
|---|---|
| Revenue from Operations (₹ inLakh) | Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business. |
| Gross Profit | Gross Profit provides information regarding operational efficiency of the business. |
| Gross Profit Margin (%) | Gross Profit Margin is an indicator of the operational profitability andfinancial performance of our business. |
| EBITDA (₹ in Lakh) | EBITDA provides information regarding the operational efficiency of thebusiness. |
| EBITDA Margin (%) | EBITDA Margin is an indicator of the operational profitability andfinancial performance of our business. |
| Profit After Tax (₹ in Lakh) | Profit after tax provides information regarding the overall profitability ofthe business. |
| PAT Margin (%) | PAT Margin is an indicator of the overall profitability and financialperformance of our business. |
| RoE (%) | RoE provides how efficiently our Company generates profits from |

| | |
|---|---|
| | averageshareholders' funds. |
| RoCE (%) | ROCE provides how efficiently our Company generates earnings from theaverage capital employed in the business. |
| Net Debt/ EBITDA (In Times) | Net Debt by EBITDA is indicator of the efficiency with which our Company is able to leverage its debt service obligation to EBITDA. |

**WEIGHTED AVERAGE COST OF ACQUISITION:**

a) **The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities).**
There have been no issuance of Equity Shares, excluding shares issued as bonus shares, during the 18 months preceding the date of this Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated basedon the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days.

b) **The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities).**
There have been no secondary sale / acquisitions of Equity Shares or convertible securities, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this 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) **Price per share based on the last five primary or secondary transactions;**
Since there are no transactions to report to under (a) or (b) above, therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoters / Promoter Group entities or shareholder(s), not older than 3 years prior to the date of this Prospectus, irrespective of the size of transactions is not required, are not applicable.

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

| **Types of transactions** | **Weighted average cost of acquisition (₹ per Equity Share)** | **Floor Price (₹ 71/-)** | **Cap Price (₹ 75/-)** |
|---|---|---|---|
| Weighted average cost of acquisition of primary issuances | **N.A*** | **N.A*** | **N.A*** |
| Weighted average cost of acquisition for secondary transactions | **N.A*** | **N.A*** | **N.A*** |

**There are no instances of primary issuances and secondary sale / acquisition during 18 months prior to the date of this Prospectus.*

7. **Detailed explanation for Offer Price being ₹ 75/- of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares (as set out above) along with our Company's key financial and operational metrics and financial ratios for Fiscal 2023, 2022 and 2021.**

   Our Company is presently dealing into three different verticles, viz., Logistics, E-commerce and Commercial real estate dealing with renowned and well known clients having a robust growth in the turnover and profit margins, as seen in the financial performance of the company in the FY 2023 compared with FY 2022

8. **Explanation for Offer Price being [●] price of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares (as set out above) in view of the external factors which may have influenced the pricing of the Offer.**

   There are no external factors which have influenced the determination of Offer Price.

The Offer price is 7.5 times of the face value of the Equity Shares. The Offer Price of ₹ 75/- has been determined by our Company, in consultation with the Book Running Lead Manager 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***", "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" and "***Financial Information***" on pages 28, 91, 180 and 144 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 28 and you may lose all or part of your investment.