



(Please use this QR Code to view this Draft Red Herring Prospectus)

DRAFT RED HERRING PROSPECTUS  
Dated September 30, 2023  
Please read Section 32 of the Companies Act, 2013  
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)  
100% BookBuilt Issue



**EASTERN SUPPLY CHAIN AND LOGISTICS LIMITED**  
Corporate Identity Number: U63000MH2012PLC230183

REGISTERED OFFICE		CONTACT PERSON		EMAIL AND TELEPHONE		WEBSITE	
55, Adarsh Industrial Estate Sahar Road, Chakla Andheri East Near Cigarette Factory, Sahargan Mumbai 400099		Neha Agarwal Company Secretary and Compliance Officer		E-mail: cs@ esupplychain.co.in Tel: +91 2246173098		www.esupplychain.co.in	
<b>OUR PROMOTERS: NISHANT SETH AND SHILPI SINGH</b>							
<b>DETAILS OF THE PUBLIC ISSUE</b>							
TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL ISSUE SIZE	ELIGIBILITY			
Fresh Issue	Fresh Issue of up to 50,00,000 Equity Shares aggregating up to ₹[●] lakhs	Not Applicable	Up to ₹[●] lakhs	THIS ISSUE IS BEING MADE IN TERMS OF REGULATION 229(2) AND 253(1) OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED (“SEBI ICDR Regulations”).			
<b>RISKS IN RELATION TO THE FIRST ISSUE</b>							
This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 each. The Floor Price, Cap Price and Issue Price (as determined by our Company, in consultation with the BRLM, 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 the Issue Price” on page 76 of this Draft Red Herring Prospectus, should not be considered 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 nor regarding the price at which the Equity Shares will be traded after listing.							
<b>GENERAL RISKS</b>							
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 entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares 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 24 of this Draft Red Herring Prospectus.							
<b>ISSUER'S ABSOLUTE RESPONSIBILITY</b>							
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of 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.							
<b>LISTING</b>							
The Equity Shares, once offered through the Red Herring Prospectus are proposed to be listed on the Emerge platform of the National Stock Exchange of India Limited (“NSE Emerge”) in terms of the Chapter IX of the SEBI ICDR Regulations, 2018 as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE”).							
<b>BOOK RUNNING LEAD MANAGER</b>							
Name of Book Running Lead Manager and Logo		Contact Person			Telephone and Email		
Khandwala Securities Limited 		Rinav Manseta / Abhishek Joshi			Email: <a href="mailto:rinav@kslindia.com">rinav@kslindia.com</a> / <a href="mailto:fpo@kslindia.com">fpo@kslindia.com</a> Tel. No: +91 22 40767373		
<b>REGISTRAR TO THE ISSUE</b>							
Name and logo of Registrar		Contact Person			Telephone and Email		
MAS SERVICES LIMITED 		N.C. PAL			011-26387281		
<b>BID/ISSUE PERIOD</b>							
ANCHOR INVESTOR BID/ISSUE PERIOD		[●]	BID/ISSUE OPENS ON		[●]**	BID/ISSUE CLOSES ON	

\* Our Company may, in consultation with the BRLM, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be 1 (one) Working Day prior to the Bid/Issue Opening Date.

\*\*Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs 1 (one) Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

#The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Issue Closing Day.



## EASTERN SUPPLYCHAIN AND LOGISTICS LIMITED

Our Company was incorporated on April 24, 2012 as 'Procet Freight (India) Private Limited.', a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated April 24, 2012, issued by the Registrar of Companies, Maharashtra. Subsequently, the name of our Company was changed from 'Procet Freight (India) Private Limited.' to 'Eastern Supplychain and Logistics Private Limited.' Pursuant to name change and a fresh certificate of incorporation dated April 3, 2013 was issued by Registrar of Companies, Maharashtra. Further, again the name of our Company was changed from 'Eastern Supplychain and Logistics Private Limited' to 'Eastern Supplychain and Logistics Limited,' pursuant conversion from private to public company and a fresh certificate of incorporation dated September 29, 2023 issued by the Registrar of Companies, Maharashtra. For details of change in the name and registered office of our Company, see "History and Certain Corporate Matters" on page 114 of this Draft Red Herring Prospectus.

**Corporate Identity Number:** U63000MH2012PLC230183  
**Registered Office:** 55, Adarsh Industrial Estate Sahar Road, Chakala Andheri East Near Cigarette Factory, Sahargaoon Mumbai 400099  
**Contact Person:** Neha Agarwal, Company Secretary and Compliance Officer;  
**E-mail:** cs@esupplychain.co.in; **Website:** www.esupplychain.co.in

### OUR PROMOTERS: NISHANTSEIH AND SHILPI SINGH

**INITIAL PUBLIC OFFERING OF UP TO 50,00,000 EQ UTILITY SHARES OF FACE VALUE OF ₹[●] EACH ("EQ UTILITY SHARES") OF EASTERN SUPPLYCHAIN AND LOGISTICS LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SECURITIES PREMIUM OF ₹[●] PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹[●] LAKHS ("THE ISSUE"). THE ISSUE WILL CONSTITUTE [●] % OF OUR POST-ISSUE PAID-UP EQUITY SHARE CAPITAL. THE FACE VALUE OF THE EQ UTILITY SHARES IS ₹10 EACH AND THE ISSUE PRICE IS [●] TIMES THE FACE VALUE OF THE EQ UTILITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND ALL EDITIONS OF [●] (A WIDELY CIRCULATED MARATHI DAILY NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST 2 (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 IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.**

In case of any revision in the Price Band, the Bid/ Issue Period will be extended by at least 3 (three) additional Working Days after such revision in the Price Band, subject to the Bid/ Issue Period not exceeding 10 (ten) Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/ Issue Period for a minimum of 3 (three) Working Days, subject to the Bid/ Issue Period not exceeding 10 (ten) Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company may, 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 ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for 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 Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders 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. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" beginning on page 216 of this Draft Red Herring Prospectus, the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" on page 216 of this Draft Red Herring Prospectus.

### RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of the 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 Issue Price, Floor Price, Cap Price and Price Band (as determined by our Company in consultation with the Book Running Lead Manager) in accordance with SEBI ICDR Regulations by way of the Book Building Process, as stated in "Basis for Issue Price" on page 76 of this Draft Red Herring Prospectus should not be considered to be indication of the market price of the Equity Shares after the Equity Shares listed 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 nor 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 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 Issuer 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 24 of this Draft Red Herring Prospectus.

### ISSUER'S ABSOLUTE RESPONSIBILITY

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

### LISTING

The Equity Shares issued through the Draft Red Herring Prospectus are proposed to be Emerge platform of National Stock Exchange of India Limited ("NSE Emerge"), in terms of the Chapter IX of the SEBI ICDR Regulations, 2018, as amended from time to time. Our Company has received an in-principle approval letter dated [●] from NSE Emerge for using its name in Issue document for listing our shares on the NSE Emerge. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) and 32 of the Companies Act, 2013. For 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 284 of this Draft Red Herring Prospectus.

### BOOK RUNNING LEAD MANAGER



**Khandwala Securities Limited**  
Vikas Building, Ground Floor, Green Street,  
Fort, Mumbai – 400023, Maharashtra, India  
**Telephone:** +91 22 40767373  
**E-mail:** rinav@kslindia.com/ipo@kslindia.com  
**Website:** www.kslindia.com  
**Investor Grievance E-mail:** investors@kslindia.com  
**Contact Person:** Rinav Manseta/Abhishek Joshi  
**SEBI Registration Number:** INM000001899

### REGISTRAR TO THE ISSUE



**MASS SERVICES LIMITED**  
T-34 2nd Floor, Okhla Industrial  
Area Phase II New Delhi 110020  
**Tel:** 011-26387281-83  
**Contact Person:** N.C. PAL  
**Website:** www.massserv.com  
**E-mail:** ipo@massserv.com  
**SEBI Registration No.:** INR000000049  
**Investor Grievance E-mail:** investor@massserv.com

### BID /ISSUE PROGRAMME

**BID /ISSUE OPENS ON**  
**BID /ISSUE CLOSES ON**

[●]\*  
[●]\*\*

\*Our Company may, in consultation with the BRLM, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be 1 (one) Working Day prior to the Bid/Issue Opening Date.

\*\*Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs 1 (one) Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

#The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Issue Closing Day.

## TABLE OF CONTENTS

<b>SECTION I – GENERAL</b> .....	<b>2</b>
DEFINITIONS AND ABBREVIATIONS .....	2
CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION .....	16
FORWARD-LOOKING STATEMENTS .....	18
SUMMARY OF THE OFFER DOCUMENT .....	19
<b>SECTION II – RISK FACTOR</b> .....	<b>24</b>
<b>SECTION III – INTRODUCTION</b> .....	<b>44</b>
THE ISSUE .....	44
SUMMARY OF FINANCIAL STATEMENTS .....	46
GENERAL INFORMATION .....	50
CAPITAL STRUCTURE.....	59
OBJECTS OF THE ISSUE .....	68
BASIS FOR THE ISSUE PRICE.....	76
STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS .....	83
<b>SECTION – IV ABOUT OUR COMPANY</b> .....	<b>85</b>
INDUSTRY OVERVIEW .....	85
OUR BUSINESS .....	95
KEY REGULATIONS AND POLICIES IN INDIA .....	104
HISTORY AND CERTAIN CORPORATE MATTERS .....	114
OUR MANAGEMENT .....	117
OUR PROMOTERS AND PROMOTER GROUP .....	129
OUR GROUP COMPANIES .....	133
DIVIDEND POLICY.....	136
<b>SECTION V – FINANCIAL INFORMATION</b> .....	<b>137</b>
RESTATED FINANCIAL STATEMENTS .....	137
OTHER FINANCIAL INFORMATION .....	176
CAPITALISATION STATEMENT .....	177
FINANCIAL INDEBTEDNESS .....	178
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION .....	179
<b>SECTION VI – LEGAL AND OTHER INFORMATION</b> .....	<b>186</b>
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS .....	186
GOVERNMENT AND OTHER STATUTORY APPROVALS.....	190
OTHER REGULATORY AND STATUTORY DISCLOSURES .....	194
<b>SECTION VII – ISSUE RELATED INFORMATION</b> .....	<b>204</b>
TERMS OF THE ISSUE .....	204
ISSUE STRUCTURE .....	212
ISSUE PROCEDURE.....	216
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES .....	247
<b>SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION</b> .....	<b>249</b>
<b>SECTION IX – OTHER INFORMATION</b> .....	<b>284</b>
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION.....	284
DECLARATION.....	286

## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless otherwise specified or the context otherwise indicates, requires or implies, shall have the meanings as provided below. References to any legislation, act, regulations, rules, guidelines, policies, circulars, notifications or clarifications shall be deemed to include all amendments, supplements, re-enactments and modifications thereto from time to time, and any reference to a statutory provision shall include any subordinate legislation framed from time to time thereunder that provision.*

*The words and expressions used in this Draft Red Herring Prospectus but not defined herein will have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, 2013, the SCRA, the Depositories Act and the rules and regulations framed thereunder. In the event of any inconsistency between the definitions given below and the definitions contained in the General Information document (as defined hereinafter), the following definitions shall prevail.*

*Notwithstanding the foregoing, the terms used in “Industry Overview”, “Key Regulations and Policies”, “Statement of Special Tax Benefits”, “Basis for the Issue Price”, “Financial Information”, “Outstanding Litigation and Material Developments” and “Description of Equity Shares and Terms of the Articles of Association” beginning on pages 85, 104, 83, 76, 137 186 and 249 of this Draft Red Herring Prospectus, respectively, will have the meaning ascribed to them in the relevant section.*

#### General Terms

Term	Description
Eastern Supplychain and Logistics Limited / ESCL / The Company / Company / We / Us / Our Company	Eastern Supplychain and Logistics Limited, a Public Company incorporated under the Companies Act, 1956 and having its Registered Office at 55, Adarsh Industrial Estate, Behind Cigarette Factory, Sahar Chakala Road, Andheri East, Mumbai, Maharashtra - 400099.

#### Company Related Terms

Term	Description
AoA / Articles of Association / Articles	The articles of association of our Company, as amended from time to time.
Audit Committee	The audit committee of our Company, as described in “ <b>Our Management</b> ” beginning on page 117 of this Draft Red Herring Prospectus
Auditor / Statutory Auditor / Peer Review Auditor	The Statutory Auditors of our Company, being C. Sharat, Chartered Accountant
Board / Board of Directors	The board of directors of our Company, or a duly constituted committee thereof
Bankers to our Company	Standard Chartered Bank
CIN	Corporate Identification Number being U63000MH2012PLC230183
Chief Financial Officer / CFO	Chief financial officer of our Company, Dinesh Lath. For details, see “ <b>Our Management</b> ” on page 117 of this Draft Red Herring Prospectus.
Companies Act/Act	The Companies Act, 2013 and amendments thereto and erstwhile Companies Act 1956 as applicable.
Company Secretary and Compliance Officer	Company secretary and compliance officer of our Company, Neha Agarwal. For details, see “ <b>Our Management</b> ” on page 117 of this Draft Red Herring Prospectus
Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulation 1996 as amended from time to time, being, National Securities Depository Limited (NDSL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996 as amended from time to time.

<b>Term</b>	<b>Description</b>
DIN	Directors identification Number.
Director(s)	The director(s) on the Board of our Company as described in “ <b>Our Management</b> ” beginning on page 117 of this Draft Red Herring Prospectus
Dp /Depository participant	A depository participant as defined under the Depositories Act, 1996.
Dp ID	Depository’s Participant’s Identification Number.
Equity Shares	The equity shares of our Company of face value of ₹10 each
Equity Shareholders	The holders of Equity Shares of our Company from time to time
Executive Director(s)	Whole-time directors / executive directors on our Board
Group Companies	In terms of SEBI ICDR Regulations, the term ‘group companies’ includes companies (other than our Subsidiaries) with which there were related party transactions in accordance with Ind AS 24 as disclosed in the Restated Financial Statements as covered under the applicable accounting standards and such other companies as considered material by our Board in accordance with the Materiality Policy, and as identified in “ <b>Our Group Companies</b> ” beginning on page 133 of this Draft Red Herring Prospectus
Indian GAAP	Generally Accepted Accounting Principles in India.
Independent Director(s)	The independent director(s) of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013.
ISIN	International Securities Identification Number, being INE0RD101013
Key Managerial Personnel / KMP	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as disclosed in “ <b>Our Management</b> ” beginning on page 117 of this Draft Red Herring Prospectus
MD / Managing Director	The Managing Director of our Company is Nishant Seth.
Materiality Policy	The policy adopted by our Board on September 29, 2023 for identification of material Group Companies, material outstanding litigation and material dues outstanding to creditors in respect of our Company, pursuant to the disclosure requirements under the SEBI ICDR Regulations.
MoA / Memorandum / Memorandum of Association	The memorandum of association of our Company, as amended
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in “ <b>Our Management</b> ” beginning on page 117 of this Draft Red Herring Prospectus
Non-executive Director(s)	The Non-executive Director(s) of our Company
Promoter	The promoter of our Company, being Nishant Seth and Shilpi Singh as disclosed in “ <b>Our Promoters and Promoter Group</b> ” beginning on page 129 of this Draft Red Herring Prospectus
Promoter Group	The entities and persons constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in “ <b>Our Promoters and Promoter Group</b> ” beginning on page 129 of this Draft Red Herring Prospectus
Registered Office	55, Adarsh Industrial Estate, Behind Cigarette Factory, Sahar Chakala Road, Andheri East, Mumbai, Maharashtra - 400099
Registrar of Companies or RoC	The Registrar of Companies, Mumbai
Restated Financial Information / Restated Financial Statements	Restated financial statements of our Company for the year ended March 31, 2023, 2022 & 2021 prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) and examined by the Auditor in accordance with the requirements of the Companies Act and restated in accordance with the provisions of the SEBI ICDR Regulations.
Stakeholders’ Relationship Committee	For details, see “ <b>Financial Information</b> ” on page 137 of this Draft Red Herring Prospectus. The stakeholders’ relationship committee of our Board as described in “ <b>Our Management</b> ” beginning on page 117 of this Draft Red Herring Prospectus
Stock Exchange	Unless the context requires otherwise, refers to, the NSE Emerge

<b>Term</b>	<b>Description</b>
Whole-time Director(s)	Director(s) in the whole-time employment of our Company
You or Your or Yours	Prospective Investors in this Issue.

### Issue Related Terms

<b>Term</b>	<b>Description</b>
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary(ies) to an Applicant as proof of having accepted the Application Form.
Allocation/ Allocation of Equity Shares	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue.
Allotment / Allot / Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Bidders.
Allotment Advice	A note or advice or intimation of Allotment sent to the successful 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(s)	A successful Bidder(s) to whom the Equity Shares are being / have been allotted
Anchor Investor(s)	Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Draft Red Herring Prospectus.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Draft Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Issue Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Draft Red Herring Prospectus and Prospectus.
Anchor Investor Bid/ Issue Period	The date, one Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed.
Anchor Investor Issue Price	The price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus. The Anchor Investor Issue Price will be decided by our Company, in consultation with the Book Running Lead Manager.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, 2018. 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.
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.
Application Supported by Blocked Amount / ASBA / UPI	An application whether physical or electronic, used by ASBA Applicant to make a Bid and authorizing an SCSB to block the Bid Amount in the specified Bank Account maintained with such SCSB and will include applications made by RIIs using the UPI Mechanism, where the Bid Amount shall be blocked upon acceptance of UPI Mandate Request by RIIs using UPI Mechanism.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidders, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid

<b>Term</b>	<b>Description</b>
	Amount mentioned in the relevant ASBA Form and includes the account of a RIIs which is blocked upon acceptance of a UPI Mandate Request made by the RIIs using the UPI Mechanism
ASBA Bidder(s)	Any prospective investors/ Bidders in this Issue who apply(ies) for Equity Shares of our Company through the ASBA process in terms of this Draft Red herring Prospectus except Anchor Investor.
ASBA Form/ Bid cum Application	An Application form (with or without UPI ID, as applicable), whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of the Draft Red Herring Prospectus or the Prospectus.
Banker(s) to the Issue/ Sponsor Bank / Public Issue Bank / Refund Bank	Bank which are clearing members and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being [●].
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Book Running Lead Manager, the Registrar, Sponsor Bank and Banker to the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Issue, as described in the section titled, “ <i>Issue Procedure</i> ” beginning on page no. 216 of this Draft Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/ Issue Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Draft Red Herring Prospectus and the Bid cum Application Form. 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 Retail Individual Bidders Bidding at 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 Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue.
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 Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Marathi Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue closing Date also to be notified on the website and terminals of the Syndicate, SCSB’s and Sponsor Bank, as required under the SEBI ICDR Regulations.
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Marathi Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Issue Period	Except in relation to any Bids received from the Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date or the QIB Bid/ Issue Closing Date, as the case may be, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.

<b>Term</b>	<b>Description</b>
	Provided however that the Bidding/ Issue Period shall be kept open for a minimum of three Working Days for all categories of Bidders.
Bidder/ Applicant	Any prospective investor who makes a bid pursuant to the terms of the Draft Red Herring Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor
Bidding	The process of making a Bid.
Bidding/Collection Centers	Centers at which the Designated intermediaries shall accept the ASBA Forms, i.e. Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process/ Book Building Method	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue in this case being Khandwala Securities Limited
Broker Centers	Broker centers notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centers, along with the names and contact details of the Registered Brokers, are available on the website of the [●] on the following link: [●]
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Cap Price	The higher end of the price band above which the Issue Price will not be finalized and above which no Bids (or a revision thereof) will be accepted.
Client ID	Client Identification Number maintained with one of the Depositories in relation to Demat account.
Collection Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms.
Collecting Depository Participant(s) / CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and the UPI Circulars issued by SEBI as per the list available on the website of Stock Exchange.
Controlling Branches of SCSBs	Such branches of the SCSBs which co-ordinate Applications under this Issue made by the Applicants with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation, Bank Account details and UPI ID (if applicable).
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depository Participant	A depository participant as defined under the Depositories Act, 1996.
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the ASBA Forms and in case of RIIs only ASBA Forms with UPI. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid-Cum-Application Forms are available on the website of the Stock Exchange i.e. NSE Emerge
Designated Date	The date on which funds are transferred from the Escrow Account and the amounts blocked by the SCSBs (in case of RIIs using UPI Mechanism, instruction issued through the Sponsor Bank) are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund



<b>Term</b>	<b>Description</b>
	Account, as appropriate, in terms of the Draft Red Herring Prospectus and the Prospectus, and the aforesaid transfer and instructions shall be issued only after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful Bidders in the Offer.
Designated Intermediaries / Collecting Agent	In relation to ASBA Forms submitted by RIIs (not using the UPI Mechanism) authorizing an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.  In relation to ASBA Forms submitted by UPI Bidders (Bidding using the UPI Mechanism) where the Bid Amount blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate, Registered Brokers, CDPs, SCSBs and RTAs.  In relation to ASBA Forms submitted by QIBs and NIIs, Designated Intermediaries shall mean SCSBs, Syndicate, sub-syndicate, Registered Brokers, CDPs and RTAs.
Designated Market Maker	[•]
Designated RTA Locations	Such locations of the RTAs where Bidder can submit the Bid-Cum-Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid-Cum-Application Forms are available on the website of the NSE Emerge ( <a href="https://www.nseindia.com">https://www.nseindia.com</a> ), as updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> . Recognized Intermediaries or at such other website as may be prescribed by SEBI from time to time.
DP	Depository Participant.
DP ID	Depository Participant's Identity number.
Draft Red Herring Prospectus	This Draft Red Herring Prospectus
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible NRI(s)	NRI(s) from such jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this Draft Red herring Prospectus constitutes an invitation to subscribe for the Equity Shares Issued herein on the basis of the terms thereof.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Draft Red herring Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened Demat accounts with SEBI registered qualified depository participants.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable
Equity Shares	Equity Shares of our Company of face value ₹10 each.
Escrow Account(s)	The account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First Bidder/ Applicant/ Bidders	Bidder(s) 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.
Floor Price	The lower end of the Price Band, 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

<b>Term</b>	<b>Description</b>
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	Foreign Portfolio Investor as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document / GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time.
GIR Number	General Index Registry Number.
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Draft Red Herring Prospectus being ₹ [●] per Equity share
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “Objects of the Issue” beginning on page 68 of this Draft Red Herring Prospectus
IPO	Initial Public Offering
Issue/Public Issue/Issue Size Initial Public Issue/IPO	Public issue of upto 50,00,000 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] per Equity Share (including securities premium of ₹ [●] per Equity Share) at par aggregating to ₹[●] lakhs
Issue Agreement	The Issue Agreement dated September 29, 2023 between our Company and Book Running Lead Manager.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the [●].
Lot size	[●]
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.
Market Maker Reservation Portion	Up to [●] Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹[●] per Equity Share aggregating to ₹[●] lakhs.
Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares, 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.
Mutual Fund(s)	Mutual fund(s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of up to [●] Equity Shares of face value ₹10 each for cash at an Issue price of ₹[●] per Equity Share (the “Issue Price”), aggregating up to ₹[●] lakhs.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled “Objects of the Issue” beginning on page 68 of this Draft Red Herring Prospectus.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
Nishant Seth	Nishant Seth also known as Nishant Lalitkumar Seth
NPCI	National Payments Corporation of India (NPCI), a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India.

<b>Term</b>	<b>Description</b>
	It has been set up with the guidance and support of the Reserve Bank of India and Indian Banks Association (IBA)
Non-Institutional Investors / NIIs	All Applicants that are not QIBs or RIIs and who have Bid for Equity Shares for an amount of more than ₹2.00 Lakh (but not including NRIs other than Eligible NRIs).
Non-Resident or NRI	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs registered with SEBI and FVCIs registered with SEBI
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Issue, consisting of [●] Equity Shares, which shall be available for allocation on a proportionate basis to Non-Institutional Investors, subject to valid Bids being received at or above the Issue Price
NSE	National Stock Exchange of India Limited
NSE Emerge	Emerge platform of National Stock Exchange of India Limited
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body / OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Pay-in-Period	The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Person / Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust, or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid/ Issue Opening Date.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the Issue Price.
Prospectus	The Prospectus, to be filed with the Registrar of Companies in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013, containing, inter alia, the Issue Price, size of the Issue and certain other information.
Public Issue Account	The Bank Account opened with the Banker(s) to this Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Accounts on the Designated Date.
QIB Category/ QIB Portion	The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue, consisting of [●] Equity Shares aggregating to ₹[●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Issue Price or Anchor Investor Offer Price (for Anchor Investors).

<b>Term</b>	<b>Description</b>
Red Herring Prospectus / RHP	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered 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	The 'no-lien' and 'non-interest bearing' account 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/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being Axis Bank Limited.
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Registered Brokers	Stockbrokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Registrar to the Issue/ RTA / Registrar	Registrar to the Issue being in our case is M/s Mas Services Limited. The agreement dated September 29, 2023 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar pertaining to the Issue.
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
Registrar Agreement	The agreement dated September 29, 2023 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar pertaining to the Issue.
Reserved Category(ies)	Categories of persons eligible for making application under reservation portion.
Retail Individual Investors(s)/ Retail Individual Bidder(s) / RII(s) / RIB(s)	Bidders or minors applying through their natural guardians, (including HUFs in the name of Karta and Eligible NRIs) who have Bid for Equity Shares for an amount less than or equal to ₹2.00 Lakh in this Issue.
Retail Portion	The portion of the Issue being not less than 35% of the Net Issue, consisting of [●] Equity Shares, available for allocation to Retail Individual Bidders.
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid Cum Application Forms or any previous Revision Form(s), as applicable. Non-Institutional Applicants are not allowed to withdraw or lower their Applications (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can revise their Application during the Issue Period or withdraw their Applications until Issue Closing Date.
Self-Certified Syndicate Bank(s) or SCSB(s)	Banks registered with SEBI, Issuing Services in relation to ASBA, a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time.
Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the

<b>Term</b>	<b>Description</b>
	Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
SEBI (ICDR) Regulations/ ICDR Regulation/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Act/ SEBI	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SME Exchange	NSE Emerge
Specified Locations	Centres where the Syndicate shall accept ASBA Forms from Applicants and in case of RIIs only ASBA Forms with UPI, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time.
Specified Securities	Equity shares offered through this Draft Red Herring Prospectus.
Sponsor Bank	[●], being the Banker to the Issue, appointed by our Company to act as a conduit between the Stock Exchange and NPCI in order to push the mandate collect requests and/or payment instructions of the retail investors using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars.
Sub Syndicate Member	A SEBI Registered member of [●] appointed by the BRLM and/or syndicate member to act as a Sub Syndicate Member in the Issue.
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members.
Syndicate Agreement	The agreement dated [●] entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue.
Syndicate ASBA Bidding Locations	Bidding Centers where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011.
Syndicate Members/ Members of the Syndicate	Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being [●].
Systemically Important Non- Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
U.S. Securities Act U.S.	Securities Act of 1933, as amended
Underwriters	Underwriter to this issue being [●]
Underwriting Agreement	Agreement to be entered amongst our Company, and the Underwriters to be entered into on or after the Pricing Date but prior to filing of the Draft Red Herring Prospectus with the RoC
Unified Payments Interface / UPI	Unified Payments Interface which is an instant payment mechanism, developed by NPCI
UPI Circulars	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019,

<b>Term</b>	<b>Description</b>
	SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular No SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/ dated March 16, 2021 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI Investors	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 ₹5 lakhs shall use the UPI Mechanism. In light of the above, NIIs investment up to 5 lakhs may participate through UPI mechanism and accordingly they should be classified as UPI Investors
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI PIN	Password to authenticate UPI transaction
UPI Mandate Request	A request (intimating the RIB by way of a notification on the UPI linked mobile application and by way of an SMS on directing the RIB to such UPI linked mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by RIBs in accordance with the UPI Circulars to make an ASBA Applicant in the Issue
UPI PIN	Password to authenticate UPI transaction
Venture Capital Fund/ VCF	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Wilful Defaulter	A company or person, as the case may be, categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI and includes any company whose director or promoter is categorized as such
Working Day(s)	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in Mumbai are open for business. However, in respect of– (a) announcement of Price Band; and (b) Issue period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.

## **Industry Related Terms or Abbreviations**

### **Conventional Terms / General Terms / Abbreviations**

<b>Term</b>	<b>Description</b>
AGM	Annual General Meeting
Alternative Investment Funds / AIFs	Alternative Investment Fund(s) as defined in and registered with SEBI under the SEBI AIF Regulations
Arbitration Act	The Arbitration and Conciliation Act, 1996
AS or Accounting Standards	Accounting Standards as notified by Companies (Accounting Standards)

<b>Term</b>	<b>Description</b>
	Rules, 2016
CAGR	Compound Annual Growth Rate
CCI	Competition Commission of India
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Civil Code	The Code of Civil Procedure, 1908
Companies Act, 2013 or Companies Act	The Companies Act, 2013 read with the rules, regulations, clarifications and modifications thereunder
Companies Act, 1956	The erstwhile Companies Act, 1956 read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time
COPRA	The Consumer Protection Act, 1986
COVID-19	The novel coronavirus disease which was declared as a Public Health Emergency of International Concern on January 30, 2020, and a pandemic on March 11, 2020, by the World Health Organisation
CSR	Corporate Social Responsibility
Depositories	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant's identity number
DPIIT	Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, GoI
DP or Depository Participant	A depository participant as defined under the Depositories Act
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
ESI Act	The Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FDI	Foreign Direct Investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and the regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued by the Ministry of Finance, GoI
Financial Year(s) or Fiscal or Fiscal Year or FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
EMI	Equated Monthly Investment
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI 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
GDP	Gross Domestic Product
GoI	Central Government / Government of India
GST	Goods and Services Tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	The Institute of Chartered Accountants of India
IEC	Importer Exporter Code
IFRS	International Financial Reporting Standards
Income Tax Act	Income Tax Act, 1961
Ind AS/ Indian Accounting Standards	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended

<b>Term</b>	<b>Description</b>
Ind AS Rules	The Companies (Indian Accounting Standards) Rules, 2015
Indian GAAP/ IGAAP	Accounting standards notified under Section 133 of the Companies Act, 2013 read with Companies (Accounting Standards) Rules 2006 and the Companies (Accounts) Rules, 2014 in so far as they apply to our Company, as amended
INR/ Indian Rupee/ ₹	Indian Rupee, the official currency of the Republic of India
IPR	Intellectual Property Rights
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IRDAI Investment Regulations	Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016
ISIN	International Securities Identification Number
IST	Indian Standard Time
IT	Information Technology
KYC	Know Your Customer
Listing Agreement	The agreement to be entered into between our Company and Stock Exchange in relation to listing of the Equity Shares on such Stock Exchange
MCA/ Ministry of Corporate Affairs	Ministry of Corporate Affairs, GoI
Mn/mn	Million
MSME	Micro, Small and Medium Enterprises
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A. or NA	Not applicable
NAV	Net asset value
NACH	National Automated Clearing House
NBFC	Non-banking financial company
NEFT	National Electronic Funds Transfer
NOC	No Objection Certificate
NPCI	National Payments Corporation of India
NR or Non-Resident	A person resident outside India, as defined under the FEMA, including Eligible NRIs, FPIs and FVCIs registered with the SEBI
NRE	Non-Resident External Accounts
NRO	Non-Resident Ordinary Accounts
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
MIM	Multi Investment Manager
P&L	Profit and loss account
p.a.	Per annum
PAT	Profit after tax
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PFRDA	Pension Fund Regulatory and Development Authority
Q&A	Questions & answers
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoNW	Return on Net Worth
RoW	Rest of the World
RTGS	Real Time Gross Settlement
SBO Rules	Companies (Significant Beneficial Owners) Rules, 2018
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)



<b>Term</b>	<b>Description</b>
	Regulations, 2012, as amended
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended
SEBI Depository Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI Mutual Fund Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
SEBI Portfolio Manager Regulations	Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993, as amended
SEBI Stock Broker Regulations	Securities and Exchange Board of India (Stock Brokers and Sub-brokers) Regulations, 1992
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended
Sq. ft. / sq.ft.	Square feet
Stamp Act	The Indian Stamp Act, 1899
State Government	The Government of a State of India
Stock Exchange	The NSE
STT	Securities Transaction Tax
Supreme Court	The Supreme Court of India
TAN	Tax Deduction and Collection Account Number
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
TDS	Tax deducted at source
Trademarks Act	Trade Marks Act, 1999, as amended
UPI	Unified Payments Interface
USA / United States of America / US	The United States of America
U.S. Securities Act	The United States Securities Act of 1933, as amended
UK	United Kingdom
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with the SEBI under the SEBI VCF Regulations
Year/ calendar year	Unless context otherwise required, shall mean the twelve-month period ending December 31

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

### Certain Conventions

Unless otherwise specified or the context otherwise requires, all references to "India" in this Draft Red Herring Prospectus are to the Republic of India 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.

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

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

In this Draft Red Herring Prospectus, the terms "we", "us", "our", "the Company", "our Company", "Issuer", "Issuer Company", unless the context otherwise indicates or implies, refers to "Eastern Supplychain and Logistics Limited"

In this Draft Red Herring Prospectus, the terms "we", "us", "our", unless the context otherwise indicates or implies, refers to our Company together with our Group Companies, if any.

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word "Lac / Lakh" means "one hundred thousand", the word "million (mn)" means "Ten Lacs / Lakhs", the word "Crore" means "ten millions" and the word "billion (bn)" means "one hundred crores". In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

### Financial Data

Unless stated otherwise, the financial information in this Draft Red Herring Prospectus is extracted from the Restated Financial Statements of our Company for the financial years ended March 31, 2023, 2022 and 2021, prepared in accordance with Indian GAAP and the Companies Act, and restated in accordance with the SEBI ICDR Regulations, set out in the section titled "**Financial Information**" beginning on page 137 of this Draft Red Herring Prospectus. Our Restated Financial Statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and have been restated in accordance with the SEBI ICDR Regulations.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. However, where any figures that may have been sourced from third party industry sources are expressed in denominations other than lakhs in their respective sources, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in such respective sources.

Our fiscal year commences on 1<sup>st</sup> April of each year and ends on 31<sup>st</sup> March of the next year. Therefore, all references in this Draft Red Herring Prospectus to a particular Financial Year, Fiscal Year or FY, unless stated otherwise, 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.

There are significant differences between Indian GAAP, Ind AS, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. 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, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance

by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Unless otherwise indicated, any percentage amounts, as set forth in this Draft Red Herring Prospectus, including in the Sections titled "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page no. 24, 95, and 179 respectively, have been calculated on the basis of the restated audited financial statements of our Company included in this Draft Red Herring Prospectus.

### Currency and Units of Presentation

All references to "**Rupees**", "**Rs.**", "**INR**" or "**₹**" are to Indian Rupees, the official currency of the Republic of India. All references to "**£**" or "**GBP**" are to Great Britain Pound, the official currency of the United Kingdom. All references to "**\$**", "**US\$**", "**USD**", "**U.S. \$**" or "**U.S. Dollars**" are to United States Dollars, the official currency of the United States of America.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "**Lakh**" units. One lakh represents 1,00,000.

All references to 'million' / 'Million' / 'Mn' refer to one million, which is equivalent to 'ten lacs' or 'ten lakhs', the word 'Lacs / Lakhs / Lac' means 'one hundred thousand' and 'Crore' means 'ten million' and 'billion / bn./ Billions' means 'one hundred crores'.

### Industry and Market Data

Unless stated otherwise, industry and market data used throughout this Draft Red Herring Prospectus has been derived from publicly available information, government websites, etc. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although, we believe that the industry and market data used in this Draft Red Herring Prospectus is reliable, either we nor the Book Running Lead Manager nor any of their respective affiliates or advisors have prepared or verified it independently. The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled "*Risk Factors*" beginning on page 24 of this Draft Red Herring Prospectus. Accordingly, investment decisions should not be based on such information.

### Exchange Rates

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

Currency	Exchange rate as on		
	March 31, 2023	March 31, 2022	March 31, 2021
1 US\$	82.22	75.81	73.50
1 GBP	101.87	99.55	100.95

## FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "*aim*", "*anticipate*", "*are likely*", "*believe*", "*expect*", "*estimate*", "*intend*", "*likely to*", "*objective*", "*plan*", "*project*", "*propose*", "*will*", "*seek to*", "*will continue*", "*will pursue*" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. 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. All statements in this Draft Red Herring Prospectus that are not statements of historical fact constitute 'forward-looking statements'. All statements regarding our expected financial conditions and results of operations, business plans and objectives, strategies and goals and prospects are 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. This could be due to risks or uncertainties associated with expectations relating to, and including, regulatory changes pertaining to the industries in India in which we operate 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 which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, changes in the incidence of any natural calamities and/ or violence, regulations and taxes and changes in competition in the industries in which we operate. Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Increase in freight and fluctuation in operating and other related costs;
- In ability to control costs and pass on any increase in operating expenses to customers, while continuing to offer competitive pricing;
- Inability to renew or obtain licenses and approvals customarily required for our business;
- Competition from existing and new companies may adversely affect our revenues and profitability;
- Inability to deal in transportation of pharmaceutical cargo; and

General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;

For details regarding factors that could cause actual results to differ from expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 24, 95 and 179, respectively of this Draft Red Herring Prospectus. 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.

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

Forward-looking statements reflect current views as on the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Promoters, our Directors, the BRLM nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company and the BRLM will ensure that the Applicants in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges for the Equity shares pursuant to the Issue.

## SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of the terms of the Issue and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "**Risk Factors**", "**The Issue**", "**Capital Structure**", "**Objects of the Issue**", "**Industry Overview**", "**Our Business**", "**Financial Information**", "**Outstanding Litigation and Material Developments**", "**Issue Procedure**", and "**Description of Equity Shares and Terms of the Articles of Association**" beginning on pages 24, 44, 59, 68, 85, 95, 137, 186, 216, and 249, respectively of this Draft Red Herring Prospectus.

### Summary of Business

Our Company is a complete 3PL (third-party logistics) service provider, delivering end-to-end solutions in the logistics and supply chain domain involving air freight, sea transportation, multimodal transport operations (MTO), warehousing and custom clearance services. We provide a total supply chain solution for client's logistics and freight management requirements and specialise in delivering end-to-end solutions in the logistics and supply chain services to various industries with a primary focus on pharmaceutical logistics, temperature-sensitive cargo, and time-critical deliveries. We serve the specific requirement of our pharmaceutical clients by providing them air cargo services with refrigerated transportation or transportation of pharmaceutical items in insulated boxes with temperature monitoring devices which is periodically calibrated. We have also forayed in providing ocean freight services offering full container load and less than container load, break bulk shipping, customs clearance, port-to-port and door-to-door deliveries, among other ancillary services to our clients. For further details, please refer chapter titled "**Our Business**" on page 95 of this Draft Red Herring Prospectus.

### Summary of Industry

The logistics sector represents five percent of India's Gross Domestic Product (GDP) and employs 2.2 crore people. India handles 4.6 billion tonnes of goods each year, amounting to a total annual cost of INR 9.5 lakh crore. These goods represent a variety of domestic industries and products: 22 percent are agricultural goods, 39 percent are mining products, and 39 percent are manufacturing-related commodities. Trucks and other vehicles handle most of the movement of these goods. Railways, coastal and inland waterways, pipelines, and airways account for the rest.

For further details, please refer chapter titled "**Industry Overview**" on page 85 of this Draft Red Herring Prospectus.

### Names of our Promoters

As on the date of this Draft Red Herring Prospectus, Nishant Seth and Shilpi Singh are the Promoters of our Company. For further details, see "**Our Promoters and Promoter Group**" on page 129 of this Draft Red Herring Prospectus.

### Issue Size

<b>Issue<sup>(1)</sup></b>	Issue of upto 50,00,000 Equity Shares of ₹10 each for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating upto ₹ [●] lakhs.
<b>Out of which</b>	
<b>Market Maker Reservation Portion</b>	Up to [●] Equity Shares of ₹[●] each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating to ₹ [●] lakhs.
<b>Net Issue to the Public</b>	Up to [●] Equity Shares of ₹[●] each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating to ₹ [●] lakhs.

(1) The Issue has been authorized by our Board pursuant to resolution passed at its meeting held on September 27, 2023, and the Issue has been authorized by our Shareholders pursuant to a special resolution passed on

September 27, 2023.

For further details, see "*The Issue*", "*Issue Structure*", and "*Issue Procedure*" on page 44, 212 and 216 of this Draft Red Herring Prospectus.

### Objects of the Issue

The fund requirements for each of the Object of the Issue are stated as below:

1. Funding working capital requirements;
2. General Corporate Purpose;

The details of the proceeds of the Issue are summarised in the table below:

Objects	Amount
Gross Proceeds from the Issue	[●]
Less: Estimated Issue related expenses in relation to the Issue (only those apportioned to the Company)	[●]
<b>Net Proceeds from the Issue (Net Proceeds)*</b>	<b>[●]</b>

(₹ in lakhs)

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

### Utilization of Net Proceeds

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

Sr. No.	Objects	Amount
1.	Funding of working capital requirements of our Company	[●]
2.	General Corporate Purposes <sup>#</sup>	[●]
<b>Total</b>		<b>[●]</b>

(₹ in Lakhs)

*#The amount shall not exceed 25% of the Gross Proceeds.*

For further details, see "*Objects of the Issue*" beginning on page 68 of this Draft Red Herring Prospectus.

### Aggregate Pre-Issue shareholding of our Promoters and Promoter Group

As on date of this Draft Red Herring Prospectus, the aggregate Pre-Issue shareholding of our Promoters and Promoter Group, as a percentage of the Pre-Issue paid-up Equity Share capital of our Company is set out below:

Sr. No.	Name of the Shareholder	Number of Equity Shares	% of the pre-Issue Equity Share Capital*
<b>A. Promoters</b>			
1.	Nishant Seth	62,99,960	49.99
2.	Shilpi Singh	62,99,990	49.99
<b>Sub-Total (A)</b>		<b>1,25,99,950</b>	<b>99.98</b>
<b>B. Promoter Group</b>			
1.	Preeti Lalitkumar Seth	10	Negligible
2.	Lalit Kumar Seth	10	Negligible
3.	Shivranjani Seth	10	Negligible
4.	Nidhi Khanna	10	Negligible
5.	Manvendra Singh	10	Negligible
<b>Sub-Total (B)</b>		<b>50</b>	<b>Negligible</b>
<b>Total (A+B)</b>		<b>1,26,00,000</b>	<b>100</b>

For further details, see "*Capital Structure*" beginning on page 59 of this Draft Red Herring Prospectus.

### Summary of Financial Statements

A summary of the financial information of our Company as per the Restated Financial Information is as follows:

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Equity share capital	10	10	10
Net worth*	2397.906	1796.16	1314.10
Total revenue (including other Income)	<b>29315.70</b>	<b>27858.44</b>	<b>25644.95</b>
Profit/(loss) after tax	620.46	489.06	368.76
Earnings per Equity Share	620.46	489.06	368.76
Net asset value per Share (in ₹)**	<b>2397.91</b>	<b>1796.16</b>	<b>1314.10</b>
Total borrowings (including current maturities of long-term borrowings)	<b>784.46</b>	<b>611.44</b>	<b>575.82</b>

\* Excluding minority interest.

\*\* Net asset value per Share is calculated as net worth divided by the number of Equity Shares outstanding at the end of the period/year.

#### Qualifications of the Auditors which have not been given effect to in the Restated Consolidated Financial Statements

Our Statutory Auditor have not made any qualifications in the examination report that have not been given effect to in the Restated Consolidated Financial Statements.

#### Summary of Outstanding Litigation

A summary of outstanding litigation proceedings involving our Company, our Directors, our Promoters and our Subsidiaries as on the date of this Draft Red Herring Prospectus is provided below:

Name of Entity	Criminal proceedings	Tax proceedings	Statutory or Regulatory proceedings	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)*
<b>Company</b>					
By our Company	Nil	Nil	Nil	Nil	Nil
Against our Company	Nil	4	Nil	Nil	96.32
<b>Directors (Other than Promoters)</b>					
By our Directors	Nil	Nil	Nil	Nil	Nil
Against our Directors	Nil	1	Nil	Nil	0.47
<b>Promoters</b>					
By our Promoters	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil
<b>Group Companies</b>					
By our Group Companies	Nil	Nil	Nil	Nil	Nil
Against our Group Companies	Nil	25	Nil	Nil	446.68

\*To the extent quantifiable.

For further details on the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" on page 186 of this Draft Red Herring Prospectus.

#### Risk factors

For further details, see "*Risk Factors*" beginning on page 24 of this Draft Red Herring Prospectus.

#### Summary of Contingent Liabilities

As on the date of filing of this Draft Red Herring Prospectus there are no Contingent Liabilities

For further details, see chapter titled "*Financial Information*" beginning on page 137 of this Draft Red Herring Prospectus.

## Summary of Related Party Transactions

Accounting Standard-18, 'Related Party Disclosures' are as follows:

Name	Nature of Transactions	For the Year ended March 31, 2023	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Eastern Cargo Carriers (I) Pvt Ltd	Purchase	21090.63	18073.23	27833.14
Astra Consultants	Professional Fees	7.84	2.00	9.25
Ambrish Kudsia	Salary	19.50	0.00	0.00
Nutan Kudsia	Job work	7.60	0.00	0.00
Manvendra Singh	Salary	32.00	20.00	14.30
Manvendra Singh - HUF	Commission	0.00	17.00	8.66
Nishant Seth	Salary	113.75	41.82	18.52
Nishant Seth	RENT	19.20	0.00	0.00
Nishant Seth - HUF	Commission	0.00	13.00	12.99
Parul Mehrotra	Professional Fees	5.00	0.00	5.53
Rainbow Aviation Pvt. Ltd.	Freight Purchase	36.60	31.13	4.87
Rainbow Aviation Pvt. Ltd.	Loan	0.00	0.00	31.38
Shilpi Singh	Salary	14.94	20.00	7.20
Shivranjani Seth	Contract fee	98.52	139.07	16.58
Lalit Seth	Rent	0.00	42.00	46.41
Reeco Healthcare Pvt Ltd	Purchase Thermal Covers	0.00	71.78	246.87
Orion INC	Professional Fees	0.00	0.00	29.56
Tiger Freight Services Pvt Ltd	Sales	0.00	0.00	25.40
<b>TOTAL</b>		<b>21445.58</b>	<b>18471.04</b>	<b>28310.66</b>

For further details of the related party transactions and as reported in the Restated Financial Statements, see "**Financial Information**" beginning on page 137 of this Draft Red Herring Prospectus.

## Financing Arrangements

There have been no financing arrangements whereby 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 relevant 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 one year preceding the date of this Draft Red Herring Prospectus

Name of the Promoters	Number of equity shares acquired in the one year preceding the date of this Draft Red Herring Prospectus	Weighted average price per Equity Share (₹)
Nishant Seth	62,50,000*	Nil
Shilpi Singh	62,50,000*	Nil

\*The number of shares acquired in last one year is acquired by the way of bonus issue



### Average Cost of Acquisition of Equity Shares by our Promoters

Name of the Promoter	Number of Equity Shares held	Average cost per Equity Share (₹)
Nishant Seth	62,99,960	0.07
Shilpi Singh	62,99,990	Nil

### Details of Pre-IPO Placement

Our Company is not contemplating to undertake any pre-IPO placement.

### An Issue of equity shares for consideration other than cash in the last one year

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for allotment	Benefits accrued to our Company
September 11, 2023	1,25,00,000	10	N.A.	Bonus issue in the ratio of 125 bonus Equity Shares for every 1 Equity Share held in the Company <sup>(1)</sup>	Capitalization reserves of

(1) Allotment of 62,50,000 Equity Shares to Nishant Seth, 62,50,000 Equity Shares to Shilpi Singh as bonus in the ratio of 125:1 i.e. one hundred and twenty-five bonus equity shares for every one fully paid-up equity shares held by the shareholders in the Company.

For further details pertaining to Issue of Equity Shares for consideration other than cash, kindly refer to the chapter titled "**Capital Structure**" beginning on page 59 of this Draft Red Herring Prospectus

### Split/ Consolidation of equity shares in the last one year

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

### Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not taken any exemption from complying with any provisions of the Securities Law from SEBI as on the date of this Draft Red Herring Prospectus.

## SECTION II –RISK FACTOR

An investment in our Equity Shares involves a certain 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 our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares or the industry in which we operate. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our businesses, results of operations, financial condition and cash flows. If any of the following risks or other risks that are not currently known or are currently deemed immaterial actually occur, our businesses, results of operations, financial condition and cash flows could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. Prospective investors should read this chapter in conjunction with “**Our Business**”, “**Industry Overview**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 95, 85 and 179, respectively of, as well as the financial and other information contained in, this Draft Red Herring Prospectus.

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 the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further details, see “**Forward-Looking Statements**” on page 18 of this Draft Red Herring Prospectus.

Unless otherwise indicated or context requires otherwise, the financial information included herein is derived from our Restated Financial Information for the Financial Year ended March 31, 2023, Financial Year ended March 31, 2022, Financial Year ended March 31, 2021 included in this Draft Red Herring Prospectus.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this chapter. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

### Materiality

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

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

### INTERNAL RISK FACTORS

1. ***Our Company, its Promoters and its Directors are involved in litigation proceedings that may have a material adverse outcome.***

There are outstanding legal proceedings involving our Company, its Promoters and its Directors. These proceedings are pending at different levels of adjudication before various courts.

A summary of outstanding litigation proceedings involving our Company, its Promoters and its Directors as on the date of this Draft Red Herring Prospectus is provided below:

	(₹ in lakhs)	
Particulars	No. of outstanding cases	Amount involved
<b>Litigation involving our Company</b>		
Criminal proceedings against our Company	Nil	Nil
Criminal proceedings by our Company	Nil	Nil

Particulars	No. of outstanding cases	Amount involved
Outstanding actions by regulatory and statutory authorities	Nil	Nil
Material civil litigation against our Company	Nil	Nil
Material civil litigation by our Company	Nil	Nil
Direct and indirect tax proceedings	4	96.32
<b>Litigation involving our Directors</b>		
Criminal proceedings filed by our Directors	Nil	Nil
Criminal proceedings filed against our Directors	Nil	Nil
Outstanding actions by regulatory and statutory authorities	Nil	Nil
Material civil litigation filed by our Directors	Nil	Nil
Material civil litigation filed against our Directors	Nil	Nil
Direct and indirect tax proceedings	1	0.47
<b>Litigation involving our Promoters</b>		
Criminal proceedings filed by our Promoter	Nil	Nil
Criminal proceedings filed against our Promoter	Nil	Nil
Outstanding actions by regulatory and statutory authorities	Nil	Nil
Material civil litigation filed by our Promoter	Nil	Nil
Material civil litigation filed against our Promoter	Nil	Nil
Direct and indirect tax proceedings#	Nil	Nil

^To the extent quantifiable

We may be required to devote management and financial resources in the defense or prosecution of such legal proceedings. Should any new developments arise, including a change in Indian laws or rulings against us by the appellate courts or tribunals, we may face losses and we may have to make further provisions in our financial statements, which could increase our expenses and our liabilities. Decisions in such proceedings, adverse to our interests, may have a material adverse effect on our business, cash flows, financial condition, and results of operations. Failure to successfully defend these or other claims, or if our current provisions prove to be inadequate, our business and results of operations could be adversely affected. Even if we are successful in defending such cases, we will be subject to legal and other costs relating to defending such litigation, and such costs could be substantial. In addition, we cannot assure you that similar proceedings will not be initiated in the future. Any adverse order or direction in these cases by the concerned authorities, even though not quantifiable, may have an adverse effect on our reputation, brand, business, results of operations and financial condition. For further details, please refer to the section “*Outstanding Litigation and Material Developments*” beginning on page 186 of this Draft Red Herring Prospectus.

2. ***Our long-term growth and competitiveness are highly dependent on our ability to control costs and pass on any increase in operating expenses to customers, while continuing to offer competitive pricing.***

To maintain competitive pricing and enhance our profit margins, we must continuously control our costs. Some of our expenses such as service fee to carrier partner, linehaul charges, loading-unloading charges, custom clearance charges, Shipment Handling charges and vehicle rental expenses, etc. represent some of our most significant recurring operating costs and an increase in such costs or an inability to pass on some or all of such increase to our customers will adversely affect our results of operations and cash flows. Further, challenges faced by our carrier partners such fluctuation in fuel prices due to global and domestic factors, geopolitical uncertainties which lead to increase in service fee by our carrier partners. Further, instances such as the supply-demand imbalance in air cargo industry in January 2023 due to various factors including decrease in world trade, high inflation, volatility in fuel price, war in Ukraine may also affect our ability to maintain competitive pricing or enhance our profit margins. Furthermore, the GoI may implement new laws or other regulations and policies that could affect the logistics industry in general, including requiring additional approvals or licenses, imposing additional restrictions on our or our third-party network partners’ operations or tightening the enforcement of existing or new laws or regulations, any of which could require us to incur additional expenses to comply with such laws and

regulations. If we suffer any increases in expenses and are unable to pass on such increases to our customers, our operating margins, and consequently, our business and profitability may be adversely affected.

The logistics Industry historically has experienced cyclical fluctuations in financial results economic factors which may be beyond control. Our cost of direct expenses to turnover ratio has been 94.33%, 94.33% and 92.85 % for Financial Year ended March 31, 2023, Financial Year ended March 31, 2022 and Financial Year ended March 31, 2021 respectively. The carrier costs, labor or other costs depend on factors not under our control, including but not limited to general economic conditions, global and domestic market prices, competition, import restrictions, transportation costs etc, and these prices are cyclical in nature, which would lead to increase in cost and eventually affect the profits of our Company. If economic recession or a downturn in our customers' business cycle cause a reduction in the volume of freight shipped by those customers, our operating results could also be adversely affected.

3. ***Our Company requires certain statutory and regulatory approvals for conducting our business and our failure to obtain, retain or renew them in a timely manner, or at all, may adversely affect our operations.***

Our business requires us to obtain and renew from time to time, certain approvals, licenses, registrations and permits from various regulatory authorities such as Certificate of Accreditation International Air Transport Association, Registration as Multimodal Transport Operators. For details of our business activities and licenses and registrations with various regulatory authorities, please see, "***Our Business***" and "***Government and Other Approvals***" on pages 95 and 190 respectively.

There is no assurance in the future that the licenses, approvals and permits applied for or held by us will be issued, approved or renewed in a prompt manner, or at all, under applicable law. Our failure to renew or obtain such licenses and approvals in a timely manner, or at all, and comply with the provisions of the applicable laws and regulations could lead to suspension or cancellation of our registration or imposition of sanctions by the relevant authorities, including penalties.

Further, we do not have any Custom House Agent license in our name which is used for clearance of cargo at entry or departure of a conveyance or the import or export of goods at any Customs Station. We utilize service of our related party i.e. entity Eastern Cargo Carriers who is having a valid Custom House Agent License which we are using for the services required at the Custom House Stations. Thus, we don't have Custom House agent license in our own name and have to rely on our related party i.e. entity Eastern Cargo Carriers Private Limited for Custom House Agent Services. Any delay in the service or refusal of services by Custom House Agency may affect delivery of our goods and we may have to compensate our customers for the loss if any. Further, all the licenses issued by the government authorities are issued for fixed period of time and the license holders are required to fulfil certain condition for renewal of the license. In case of any action being taken by the government authorities against Eastern Cargo Carriers Private Limited or non-renewal of the license by them, may delay the custom clearance process or require us to arrange for any alternate solution for the getting cargo custom cleared. Any such event may affect our result of operations and future prospects of our business.

4. ***We derive a significant portion of our revenues from a limited number of customers. The loss of any significant clients may have an adverse effect on our business, financial condition, results of operations, and prospects.***

We derive a significant portion of our revenues from a limited number of customers. For the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, our revenue from top five (5) and top ten (10) customers are as follows:

*(in ₹ lakhs)*

No.	Particulars	Financial Year 2022-23		Financial Year 2021-22		Financial Year 2020-21	
		Revenue	%	Revenue	%	Revenue	%
1)	<b>Revenue from Top five (5) Clients</b>	26,790.00	91	23,044.78	82.77	24,789.17	96.75

No.	Particulars	Financial Year 2022-23		Financial Year 2021-22		Financial Year 2020-21	
		Revenue	%	Revenue	%	Revenue	%
2)	<b>Revenue from Top ten (10) Clients</b>	27439.00	94	26987.00	97.00	25105.00	98.00

Any decline in our quality standards, growing competition and any change in the demand for our services by these customers may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability. However, the composition and revenue generated from these clients might change as we continue to add new clients in normal course of business. We intend to retain our customers by offering solutions to address specific needs in a proactive, cost effective and time efficient manner. This helps us in providing better value to each customer thereby increasing our engagement with our new and existing customer base that presents a substantial opportunity for growth.

5. ***We primarily deal in transportation of pharmaceutical cargo which is temperature-sensitive cargo requiring refrigerated transportation with temperature monitoring devices. Our Company may not be able to deliver the cargo on timely basis due to which we could become liable to claims by our customers, suffer adverse publicity and incur substantial cost as result of deficiency in our service which could adversely affect our results of operations.***

We provide a total supply chain solution for client's logistics and freight management requirements and specialises in delivering end-to-end solutions in the logistics and supply chain services to various industries with a primary focus on pharmaceutical logistics, temperature-sensitive cargo, and time-critical deliveries. We serve the specific requirement of our pharmaceutical clients by providing them cargo services with refrigerated transportation or transportation of pharmaceutical items in insulated boxes with temperature monitoring devices which is periodically calibrated. The timely delivery of the cargo at the destination is very crucial in our business. But there can be event which may be beyond our control which could lead to delay in the transportation of the cargo to the customer destination. In some cases, we are also dependent on third parties to provide logistic services which may also lead to delay due to non-availability of the space or right mode of transport which may hamper the delivery schedules to the client and have an adverse effect on our revenue and cause claims to be initiated against us by the customers. Further, timely delivery of the cargo is the essence of most of the contracts entered with our customers and any delay in the delivery of the cargo may lead to breach of the terms of the contract. Further, we are subjected to the terms as laid down by our customers. Any failure or defect in service or breach of any such terms laid by our customers could result in a claim against the Company for substantial damages, regardless of our responsibility for such failures. A successful assertion of one or more large claim(s) against us that exceeds available insurance coverage of our clients or the imposition of a demurrage, could adversely affect our financial condition and results of operations.

6. ***We may face competition from a number of international and domestic third-party logistics companies, which may adversely affect our market position and business.***

While the logistics industry in India is generally fragmented, we may face competition from a number of international and domestic third-party logistics service providers, especially as the trend toward larger-scale logistics providers in India continues. Some of our competitors may have significantly greater financial and marketing resources and operate larger networks than we do. In the regions of India in which we may operate, we may face competition from certain regional logistics services providers and the unorganized sector, some of which have market presence in their respective areas of operation. We may also face competition from new entrants into the logistics service industry. If we cannot maintain, or gain, sufficient market presence or are unable to differentiate ourselves from our competitors, we may not be able to compete effectively. Further, if we cannot maintain cost competitiveness within the third-party logistics industry, including, in the event we choose to expand and incur excessive fixed costs or if we experience a disproportionate increase in costs in comparison to our competitors, our customers could choose to service their third-party logistics needs with our competitors rather than us. Our ability to compete effectively may be constrained by the following factors:

- loss of key members of our management and experienced employees (in particular those from our sales force who have established relationships with our key customers and those who have deep sector expertise that we leverage to provide effective solutions for our customers) to our competitors;
- deployment of more advanced technology platforms by our competitors;
- alliances entered into by our competitors with other logistics services providers, increasing their distribution network or resources and technologies that may not be available to us;
- lower cost base of domestic and regional competitors than ours, increasing their cost competitiveness;
- the deployment by our competitors of a more robust fleet of transportation vehicles;
- difficulties entering new sectors that may be dominated by competitors;
- our competitors having a wider domestic and global network of warehouses and delivery centres; and existing or new competitors pricing their services with significant discounts.

In addition, increased competition may reduce the growth of our customer base and result in higher selling and promotional expenses. If we are unable to compete effectively with our competitors, we may experience a decline in our revenues and profitability and our business, financial condition and results of operations could be materially and adversely affected.

7. ***Our Company does not have any long-term contracts with any of airlines, shipping lines, transporters, custom clearance agents etc. which may adversely affect our results of operations.***


Our Company neither have any long-term contract with any of carriers, transporters, custom clearance agents etc. nor any marketing tie up for our services. Any disruption/discontinuance of their services may affect our inability to deliver our services to the clients, which further may adversely affect our business and profitability. However, we have been getting repeat business from our clients on regular basis. Also, we have been dealing with carriers, transporters, custom clearance etc. on regular basis and have not faced any disruption in past three years. We cannot assure you that we will not face any disruption in future.

8. ***Our properties including Registered Office of our Company, are not owned by us. In the event, we are unable to renew the lease/rent agreements, or if such agreements are terminated, we may suffer a disruption in our operations.***

Our business premises which include Registered Office of our Company, are taken on lease of varying tenures. These leases are renewable on mutually agreed terms. Upon termination of the lease, we are required to return the said business premises to the Lessor/Licensor, unless renewed. There can be no assurance that the term of the agreements will be renewed and in the event the Lessor/Licensor terminates or does not renew the agreements on commercially acceptable terms, or at all, and we are required to vacate our offices, we may be required to identify alternative premises and enter into fresh lease or license agreement. Such a situation could result in loss of business, time overruns and may adversely affect our operations and profitability. For details on properties taken on lease/rent by us please refer to the heading titled “***Our Properties***” in chapter titled “***Our Business***” beginning on page 95 of this Draft Red Herring Prospectus.

9. ***Our Company has applied for registration of the trademarks in its name. Until such registration is granted, we may not be able to prevent unauthorised use of such trademarks by third parties, which may lead to the dilution of our goodwill***

Our Company has made the following applications for registering our name and logo under the Trade Mark Act, 1999;

Particulars of the Mark	Application No.	Class	Date of Application
 <b>EASTERN SUPPLYCHAIN AND LOGISTICS PRIVATE LIMITED</b>	6124690	39	September 25, 2023

Pending the registration of these trademarks, any other vendor in the similar line of business as ours may use the above-mentioned trademarks and we may have a lesser recourse to initiate legal proceedings to protect our intellectual property. Further, our applications for the registration of certain trademarks may be opposed by third parties, and we may have to incur significant cost in relation to these oppositions. In the event we are not able to obtain registrations due to opposition by third parties or if any injunctive or other adverse order is issued against us in respect of any of our trademarks for which we have applied for registration, we may not be able to use such trademarks and / or avail the legal protection or prevent unauthorized use of such trademarks by third parties, which may adversely affect our goodwill and business. For further details see “*Our Business - Intellectual Property*” and “*Government and Other Approvals - Intellectual property*” on pages 95 and 190, respectively of this Draft Red Herring Prospectus.

10. ***Our freight forwarding business depends upon our network of overseas agents for fulfilment of logistics needs of our customers. Our inability to maintain our relationships with our overseas sales agents or deficiency in the service provided by such agents may adversely affect our revenues and profitability.***

We depend on our network of overseas agents for cargo handling, transportation, warehousing and timely delivery at the destination and load port for export cargo and import cargo respectively. For this purpose, we enter into agency and co-operation arrangements in the normal course of business with overseas agents. Any deficiency in the service levels of our overseas agents or termination of any such agency agreement can directly impact our business.

11. ***Breakdown, Mishaps or accidents during cargo shipment or transportation could result in a loss or slowdown in operations and could also cause damage to life and property.***

The services provided by our company are subject to operating risks, including but not limited to breakdown of the vehicles or accidents & mishaps which could affect our service providing capabilities. Though we take all the possible measure to reduce the risk of any such breakdown but there may be events which may be beyond our control. While, till date, there have not been any notable incidents involving mishaps or major accidents, we cannot assure that these may not occur in the future. Further, we rely on third party service providers like airline carriers, shippingline and other service providers and any mishaps or accidents happening with these service providers may also affect our operations. Any consequential losses arising due to such events will affect our operations and financial condition.

Further, our operations are also dependent on trucks, machinery and equipment, including temperature sensitive and refrigeration infrastructure, data loggers, sorters and conveyors, vehicles and material handling equipment, including reach trucks, forklifts, very narrow aisle trucks. Any significant malfunction or breakdown of our machinery or equipment may entail significant repair and maintenance costs and cause delays in our operations. Further, if we are unable to repair the malfunctioning machinery or equipment, our operations may need to be suspended until we procure machinery or equipment to replace the same. Any malfunction or breakdown of our machinery or equipment may also cause the quality of products stored with us to be affected, including perishable products. Consequently, we may be liable for losses due to damage to our customers’ products. Any breach of our obligations may result in termination of our contracts with our customers, which could have an adverse effect on our business, reputation and financial results. Further, we may also be open to public liability from the end consumer for defects in the quality of perishable products we store and transport. Accordingly, any breakdown of our machinery or equipment may have a significant effect on our business, reputation, financial results and growth.

12. ***We are susceptible to risks relating to fluctuations in currency exchange rates.***

We provide international freight forwarding services and derive a portion of our revenue from international operations. Therefore, our exposure to foreign currency risk arises in respect of our non-Indian rupee-denominated trade and other receivables, trade payables, and cash and cash equivalents. While our presentation and functional currency is the Indian Rupee, we undertake transactions in various currencies. Any fluctuation in the value of the Indian Rupee against any currency in the currency group will affect our results of operations. Further, we currently do not use any foreign exchange hedging contracts to manage our exchange rate risk. Although we may, in the future, enter into such foreign exchange hedging contracts, we cannot assure you that such hedges will be available or commercially viable or effective to hedge our exposure to foreign currency risks. In addition, the policies of the RBI may also change from time to time, which may limit our ability to effectively hedge our foreign currency exposures and may adversely affect our reported revenues.

13. ***There have been instances of delayed filings in the past with certain Regulatory Authorities. If the Regulatory Authorities impose monetary penalties on us or take certain punitive actions against our company in relation to the same, our business, financial condition and results of operations could be adversely affected.***

There have been instances of delayed filings in the past with certain regulatory authorities with respect to filings related to GST returns and EPF payments. As on the date of this Draft Red Herring Prospectus, there has been no penalties levied on the Company for such delays / defaults. However, it cannot be assured that even in future no such penalty will be levied. Therefore, if the regulatory authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected. While we ensure implementation of required compliance systems, we cannot assure you that such inaccuracies and delayed compliances will not happen in the future and that our Company will not be subject to any action by statutory or regulatory authorities.

14. ***Our Group Company have conflict of interest as it is engaged in similar business and may compete with us.***

Our Promoter Group Entity and Group Company namely, Eastern Cargo Carriers Private Limited and Rainbow Aviation Private Limited and Tiger Freight Services Private Limited is engaged in the similar line of business, as of our Company. Further, we have not entered into any non-compete agreement with the said entity. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and our Group Company in circumstances where our respective interests' conflict. In cases of conflict, our Promoter may favour other companies/entities in which our Promoter has interest. There can be no assurance that our Promoter or our Group Company or members of the Promoter Group will not compete with our existing business or any future businesses that we may undertake or that their interests will not conflict with ours. For further details see, "***Our Group Companies***" on page 133 of this Draft Red Herring Prospectus.

15. ***There may have been certain instances of non-compliances and alleged non-compliances with respect to certain regulatory filings for corporate actions taken by our Company in the past. Consequently, we may be subject to regulatory actions and penalties.***

On April 29, 2013, our Company made allotments of certain shares to Nishant Seth and Ambrish Chandra Kudsia. However, under bonfide mistake, the return of allotment i.e. Form 2/PAS3 was not filed with the RoC. Thereafter, the Company filed subsequent annual return in which the detail of the said allotments was reflected and therefore, MCA record was updated accordingly. Our Board, vide a resolution passed at its meeting held on September 19, 2023, voluntarily decided to make an application to RoC requesting to initiate adjudication proceedings as per the applicable law. Accordingly, our Company has filed form GNL-2 on September 19, 2023 with RoC requesting to adjudicate the non-compliance and rectify the same. However, there can be no assurance that the RoC or any other regulatory authority or court will not take any action or initiate proceedings against our Company, or officers in default in respect of the abovementioned non-compliance. Any such proceeding or action which may be



initiated in the future may divert management time and attention and may subject us to further regulatory consequences (including penalty or action) which may have an adverse effect on our business, finances and results of operations.

16. ***Failure in maintaining the requisite standard for storage of temperature-sensitive pharmaceutical products transported by us could have a negative effect on our business.***

While transportation of temperature-sensitive pharmaceutical products, we are required to maintain the requisite standard for storage transportation. We achieve this through various means such as storage at temperature-controlled warehouses or warehouses with refrigeration infrastructure and ensure that our temperature-controlled facilities adhere to specific storage requirements as required by our customers in terms of the agreements entered into with them. However, if we consistently, or frequently, fail to maintain the prescribed or requisite standards, we may be unable to retain our customers which will have an adverse effect on our business, growth prospects and our financial results. Further, if the products delivered by us do not meet the requirements specified by our customers, then our customers may dispose of the products in a manner convenient to them, and the cost of such disposal may be adjusted from payments due to us. In the event that we fail to maintain the prescribed and/or requisite standards of storage or if the integrity of products that are stored or distributed is compromised, we could be in breach of our contractual obligations to our customers which could lead, among other things, to monetary damages.

17. ***We are also engaged in the business of Bulk break projects Transportation. In case of non-identification of efficient method of transporting or not obtaining statutory permissions in this regard, our operations and profitability could be adversely affected.***

Bulk break projects or Heavy Lift Transportation is also one of the services provided by our Company, which inter alia include route survey, equipment analysis required for transportation and obtaining statutory permissions before the cargo is transported. In case of heavy lift transport proper route survey helps us to understand the possible obstacles in the route, ascertaining the best possible route, equipment required for the transportation of the Cargo and the necessary permission required from different statutory authorities for moving the Cargo. In case the route survey conducted by us is inaccurate, or we are unable to identify another efficient method of transporting, or we fail to obtain statutory permissions, it could lead to time and/or cost overrun and/or failure to meet scheduled timeliness. Also, in case of an inappropriate route being selected may lead to damage to cargo or may require us to find an alternate route which could lead to additional cost being imposed upon us and adversely affect our operations and profitability.

18. ***We may be unable to attract, recruit and retain employees with the requisite skills such as experienced drivers may adversely impact our business, results of operations and financial results.***

We rely on the skills, expertise and experience of our employees to provide quality services to our customers. Our goods transportation business is significantly dependent on our ability to attract, recruit and retain a sufficient number of experienced drivers. Experienced and skilled workers in our industry are highly sought after, and competition for talent is intense. Our employees may terminate their employment with us prematurely and we may not be able to retain them. The industry suffers from high turnover of drivers. This high turnover rate requires us to continuously recruit a substantial number of drivers in order to operate vehicles. If we experience any failure to attract and retain competent personnels or any material increase in labour costs as a result of the shortage of skilled labour, our competitiveness and business would be damaged, thereby adversely affecting our financial condition and operating results. Further, if we fail to identify suitable replacements of our departed staff, our business and operation could be adversely affected and our future growth and expansions may be inhibited.

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

The details of Cash flows of our Company are as follows:

Particulars	For the year ended March 31, 2023 (Standalone)	For the year ended March 31, 2022 (Standalone)	For the year ended March 31, 2021 (Standalone)
Net Cash Generated from Operating Activities	(114.51)	(137.44)	(24.88)
Net Cash from Investing Activities	(37.79)	(68.93)	1.61
Net Cash from Financing Activities	(5.13)	(79.60)	(77.67)

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

20. ***We are subject to restrictive covenants under our financing agreements that could limit our flexibility in managing our business or to use cash or other assets. Any defaults could adversely affect our cash flows, business, results of operations and financial condition.***

We have entered into agreements for secured short term borrowings with certain lenders. As on March 31, 2023, an aggregate of ₹ 763.44 lakhs was outstanding towards loans availed from banks. The credit facilities availed by us are secured by way of mortgage, hypothecation of current assets and personal guarantees given by our Promoters and Promoter Group. In case we are not able to pay our dues in time, the same may amount to a default under the loan documentation and all the penal and termination provisions therein would get triggered and the loans granted to us may be recalled with penal interest. This could severely affect our operations and financial condition. Our financing agreements include certain covenants that require us to obtain lender consents prior to carrying out certain corporate activities and entering into certain transactions, such as, incurring any additional borrowings, undertaking capital expenditure, diversifying business, advance or repay loans, effect any dividend pay-out in case of delays in debt servicing, effect any change in shareholding pattern and management control of the Company (which would include issuance of equity shares pursuant to this Issue) amongst others. In addition, any breach of financial or non-financial covenant may qualify as an event of default under financing agreements.

21. ***Our diverse and complex multi-location operations subject us to various statutory, legal and regulatory risks.***

Our future revenue growth depends upon the successful operation of our operating locations and warehouses, the efficiency of our delivery systems and the successful management of our sales, marketing, and support and service teams through direct and indirect channels in various states across India and abroad where our existing or potential clients are located. The expansion of our business may require that we establish new offices and warehouses and manage businesses in widely disparate geographies with different statutory, legal and regulatory framework. In addition, we may be affected by various factors inherent in carrying out business operations in several states in India and abroad, such as:

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

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

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

Our business demands substantial funds towards working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects.

23. ***Our success depends heavily upon our Promoters and Directors for their continuing services, strategic guidance and financial support.***

Our success depends heavily upon the continuing services of Promoters & Directors who are the natural person in control of our Company. Our Promoters & Directors have a vast experience in the field of logistics business. They have established cordial relations with various customers, which have immensely benefitted our Company's current customer and supplier relations. We believe that our relation with our Promoters & Directors, who have rich experience in the industry, managing customers and handling overall businesses, has enabled us to experience growth and profitability. We benefit from our relationship with our Promoters & Directors and our success depends upon the continuing services of our Promoters & Directors who have been responsible for the growth of our business and are closely involved in the overall strategy, direction and management of our business. Further, one of our Promoter & Director is also part of certain other firms / ventures which are in the similar line of business and may continue to do so. If they divert their attention to such other concerns, we may not be able to function as efficiently and profitably as before. We may have to incur additional costs to replace the services of our Promoters & Directors or we may not be able to do so at all, which could adversely affect our business operations and affect our ability to continue to manage and expand our business. Further, we also depend significantly on our directors for executing their day-to-day activities. If our Promoters / Directors or any member of the senior management team is unable or unwilling to continue in his present position, we may not be able to replace him easily or at all, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

24. ***Our transportation operations depend on our ability to generate sufficient transportation volumes to achieve acceptable profit margins or avoid losses.***

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

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

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

26. ***In addition to normal remuneration, other benefits and reimbursement of expenses of our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.***

Some of our Directors (including our Promoters) and Key Management Personnel may be interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration, incentives or benefits and reimbursement of expenses. We cannot assure you that our Directors or our Key Management Personnel would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, our Promoters & our Directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our Promoters and Directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our Promoters and Directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects. For further details of our transactions or interests of our promoters / promoter group, please refer the chapters titled ***“Our Promoter and Promoter Group”*** and ***“Restated Financial Statement as”*** beginning on pages 129, and 137 respectively, of this Draft Red Herring Prospectus.

27. ***The Qualification and Experience proof of some of our Promoters & Directors may not be available.***

Reliance has been placed on declarations and affidavits furnished by certain of our Promoter and our CFO for details of their profiles included in this Draft Red Herring Prospectus. Shilpi Singh and Dinesh Lath of our Company have been unable to trace copies of certain documents pertaining to their educational qualifications. Our Company has obtained confirmations from them that they had made their best efforts to procure the relevant supporting documents for these disclosures being made in this Draft Red Herring Prospectus and in spite of such efforts, certain documents were not traceable. Accordingly, reliance has been placed on declarations, undertakings and affidavits furnished by them to disclose details of his educational qualifications in this Draft Red Herring Prospectus and we have not been able to independently verify these details. Therefore, we cannot assure you that all information relating to the educational qualifications of our Directors included in chapter titled ***“Promoter and Promoter Group”*** and ***“Our Management”*** beginning on page 117 and 117 respectively are complete, true and accurate.

28. ***Our Company’s insurance coverage may not be inadequate to protect us against all material hazards risk which may result in disruptions of operations/monetary loss on account of stoppage of work..***

We have not obtained any insurance pertaining to our operations. We rely on the insurance obtained by our clients and third party transportation or storage service provider and thus our insurance coverage may be insufficient to cover all the risks associated with our business and operations and generally do not cover losses from business interruption. In the case of an uninsured loss or ours, a loss in excess of insured limits or a loss for which we do not have coverage or coverage is prohibitively expensive are not covered, including those caused by natural disasters and other events beyond our control, we may be required to pay for losses, damages and liabilities out of our own funds, which could materially and adversely affect our business, financial condition and results of operations.

29. ***If we are unable to manage our growth effectively or if our estimates or assumptions used in developing our strategic plan are inaccurate or we are unable to execute our strategic plan effectively, our business and prospects may be materially and adversely affected.***

Our revenue and our business operations have grown in recent years. Although we plan to continue to expand our scale of operations, we may not be able to sustain these rates of growth in future periods due to a number of factors, including, among others, our execution capability, our ability to retain, maintain & enter into new agreements, our ability to maintain customer satisfaction, our ability to mobilise sufficient working capital, macroeconomic factors beyond our control such as decline in global economic conditions, competition with other players in the organized and unorganized segments, the greater difficulty of growing at sustained rates from a larger revenue base, our inability to control our expenses and the availability of resources for our growth. There can be no assurance that we will not suffer from

capital constraints, operational difficulties or difficulties in expanding existing business operations.

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

30. ***Our Promoter Group will continue to have substantial voting power to influence corporate actions even after the completion of the Public Issue.***

Upon completion of this Issue, our Promoter Group will continue to own [●] % of our post Issue Equity Share capital. As a result, our Promoter Group will have the ability to exercise significant influence over all matters requiring shareholder's approval, including the election of directors and approval of significant corporate transactions. Our Promoter Group will also be in a position to influence any shareholder action or approval requiring a majority vote, except where it is required by applicable laws to abstain from voting. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control.

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

Our Promoters average cost of acquisition of Equity Shares in our Company could be lower than the Floor Price of the Price Band as may be decided by the Company in consultation with the Book Running Lead Manager. The average cost of acquisition of Equity Shares acquired by our Promoters is set out below:

Promoters	Average cost of acquisition per Equity Share (in ₹)
Nishant Seth	0.07
Shilpi Singh	Nil

*\*As certified by the Statutory Auditor by way of its certificate dated September 29, 2023*

32. ***Our Company has during the preceding one year from the date of the Draft Red Herring Prospectus have allotted Equity Shares at a price which is lower than the Issue Price.***

In the last 12 months, we have made allotments of Equity Shares through bonus issue of shares to the shareholders, which are given without any consideration to the shareholders. For details relating to number of shares issued, date of allotment etc. see "**Capital Structure**" on page 59 of this Draft Red Herring Prospectus. The Issue Price is not indicative of the price that will prevail in the open market following listing of the Equity Shares.

33. ***Employee misconduct, errors or fraud could expose us to business risks or losses that could adversely affect our business prospects, results of operations and financial condition.***

Employee misconduct, errors or frauds could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our reputation. Such employee misconduct includes breach in security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our operational standards and processes, and improper use of confidential information. It is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. In addition, losses caused on account of employee misconduct or misappropriation of petty cash expenses and advances may not be recoverable, which we may end in writing-off of such amounts and thereby adversely affecting our results of operations. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions in which case, our reputation, business prospects, results of operations and financial condition could be adversely affected.

34. ***Any Penalty or demand raised by statutory authorities in future will affect our financial position of the Company.***

Our Company is engaged in the logistics and transportation business which attracts tax liability such as Goods and Service Tax, Income Tax (including dividend distribution tax for dividend payment), and Professional Tax as per the applicable provisions of Law. We are also required to comply with the provisions such as registration under the labour laws like Provident Fund and ESI and are also subjected to deposit of Provident Fund and ESI contribution of employer and employees. Although, we have taken all the necessary approvals and deposited the required returns and taxes under various applicable Acts but any demand or penalty raised by the concerned authority in future for any previous year and current year will affect the financial position of the Company.

35. ***Our Company is unable to procure requisite information from one of the sister of our Promoter, Sunanda Chowdhury, who is deemed to be a part of the Promoter Group under the SEBI ICDR Regulations.***

Our Company had requested Sunanda Chowdhury, Promoter's spouses sister and deemed to be a part of the Promoter Group under the SEBI ICDR Regulations, to provide information, confirmations and undertakings in respect of herself and her relevant entities, if any, as members of the Promoter Group, ("**Sunanda Chowdhury Promote Group**"). However, our Company did not receive any confirmations/ information/affirmations or undertakings from Sunanda Chowdhury, as required under the SEBI ICDR Regulations. Therefore, the disclosures pertaining to the Sunanda Chowdhury, as members of the Promoter Group of our Company included in this Draft Red Herring Prospectus may be limited in the context of requirements of the SEBI ICDR Regulations.

36. ***We have in the past entered into certain related party transactions and may continue to do so in the future.***

Our Company has entered into transactions with our certain related parties. While all such transactions have been conducted on an arm's length basis and in the ordinary course of business and in accordance with the relevant provisions of the Companies Act and all others applicable laws. There can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. We confirm that the related party transactions are in compliance with the relevant provisions of the Companies Act and other applicable laws.

Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise.

For details on the transactions entered by us, please see the chapter titled "**Financial Information**" beginning on page 137 of this Draft Red Herring Prospectus.

37. ***Proposed objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.***

The objects of the Issue for which the funds are being raised have not been appraised by any bank or financial institution. In the absence of such independent appraisal, the requirement of funds raised through this issue, as specified in the chapter titled "**Objects of the Issue**" are based on the company's estimates and internal research. We may have to revise our management estimates from time to time and consequently our funding requirements may also change. This may result in rescheduling of our expenditure plans and an increase or decrease in our proposed expenditure for a particular object. Deployment of these funds is at the discretion of the management and the Board of Directors of the company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, working capital requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “*Dividend Policy*” on page 136 of this Draft Red Herring Prospectus.

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

Any future equity issuance by our Company may lead to the dilution of investors’ shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Issue, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

40. ***There is no monitoring agency appointed by our Company and the deployment of funds are at the discretion of our management and our board of Directors, though it shall be monitored by our Audit Committee.***

As per SEBI ICDR Regulations, as amended, appointment of monitoring agency is required only for Issue size above 10,000 Lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public. For details, please refer Chapter titled “*Objects of the Issue*” beginning on page 68 of the Draft Red Herring Prospectus

41. ***We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and industry in which we operate contained in the Draft Red Herring Prospectus.***

While facts and other statistics in the Draft Red Herring Prospectus relating to India, the Indian economy and the industry in which we operate has been based on various governmental and organizational web site data that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled “*Industry Overview*” beginning on page 85 of this Draft Red Herring Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere

#### **External Risk Factors**

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

Global economic and political factors that are beyond our control, influence forecasts directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

43. ***Natural calamities could have a negative impact on the Indian economy and cause our Company's business to suffer.***

India has experienced natural calamities such as earthquakes, tsunamis, floods etc. in recent years. The extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

44. ***Changing regulations in India could lead to new compliance requirements that are uncertain.***

The regulatory environment in which we, and our key customers, operate is evolving and is subject to change. The Government of India may implement new laws or other regulations that could affect the logistics industry or the sectors we serve, which could lead to new compliance requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations. Any such changes and the related uncertainties with respect to the implementation or change in the legal framework may have a material adverse effect on our business, financial condition and results of operations.

45. ***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. All our Company's Directors and officers are residents of India and all of our assets are located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

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

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could impact our business, our future financial performance and the prices of the Equity Shares.

47. ***Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.***

We are dependent on domestic, regional and global economic and market conditions. Our performance,



growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our services may be adversely affected by an economic downturn in domestic, regional and global economies. The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

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

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short-term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long-term capital gains and is taxable at 10%, in excess of ₹ 1,00,000. Any long-term gain realized on the sale of equity shares, which are sold other than on a recognized stock exchange and on which no STT has been paid, is also subject to tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is 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 to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

49. ***An outbreak of other infectious or virulent diseases, if uncontrolled, may have an adverse effect on our operations.***

An outbreak of other infectious or virulent diseases, such as severe acute respiratory syndrome, the COVID-19 virus, the H1N1 virus, avian influenza (bird flu), the Zika virus or the Ebola virus, if uncontrolled, may have a material adverse effect on the economies of certain countries and our operations. If any of our employees or the employees of our suppliers and/or customers are infected with such diseases or if a significant portion of our workforce refuses to work for fear of contracting an infectious disease, our Company, our suppliers and/or our customers may be required to shut down operations for a period of time, and this could adversely affect our business, results of operations and financial condition.

50. ***Public companies in India, including our Company, shall be required to prepare financial statements under Indian Accounting Standards.***

Our Company currently prepares its annual financial statements under Indian GAAP. The MCA, Government of India, has, through a notification dated February 16, 2015, set out the Indian Accounting Standards (Ind AS) and the timelines for their implementation. In accordance with such notification, our Company is required to prepare its financial statements in accordance with Ind AS. Ind AS is different in many aspects from Indian GAAP under which our financial statements are currently prepared. Accordingly, the degree to which the restated financial statements included in the Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Draft Red Herring Prospectus should accordingly be limited.

#### **Risk Related to our Equity shares**

51. ***The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.***

The Issue Price of the Equity Shares has been determined by our Company in consultation with the BRLM, and through the Book Build Issue Process. This price is based on numerous factors, as described

under “**Basis for Issue Price**” on page 76 of this Prospectus and may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Issue Price.

52. ***The trading volume and market price of the Equity Shares may be volatile following the Issue.***

The market price of the Equity Shares may fluctuate as a result of, among other things, the following factors, some of which are beyond our control:

- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts’ recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements by third parties or governmental entities of significant claims or proceedings against us;
- new laws and governmental regulations applicable to our industry;
- additions or departures of key management personnel;
- changes in exchange rates;
- fluctuations in stock market prices and volume; and
- general economic and stock market conditions.

53. ***Our Equity Shares have not been publicly traded prior to this Issue. After this Issue, our Equity Shares may experience price and volume fluctuations and an active trading market for our Equity Shares may not develop. Further, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Issue Price, or at all.***

Prior to this Issue, there has been no public market for our Equity Shares. An active trading market on the Stock Exchanges may not develop or be sustained after this Issue.

The trading price of our Equity Shares after this Issue may be subject to significant fluctuations in response to factors including general economic, political and social factors, developments in India's fiscal regime, variations in our operating results, volatility in Indian and global securities markets, developments in our business as well as our industry and market perception regarding investments in our business, changes in the estimates of our performance or recommendations by financial analysts, and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. The trading price of our Equity Shares may also decline in reaction to events that affect the entire market and/or other companies in our industry even if these events do not directly affect us and/or are unrelated to our business or operating results.

54. ***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 that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, 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 Equity Shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated 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.

55. ***Foreign investors are subject to foreign investment restrictions under Indian law that limit our ability to attract foreign investors, which may adversely affect the trading price of our Equity Shares.***

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the requirements specified by the RBI. If the transfer of shares is not in compliance with such requirements or falls under any of the specified exceptions, then prior approval of the RBI will be required. Further, in accordance with press note 3 of 2020, dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, the FDI Policy has been recently amended to state that all investments by entities incorporated in 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. These investment restrictions shall also apply to subscribers of offshore derivative instruments.

In addition, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no-objection or tax clearance certificate from the income tax authority. Additionally, the Indian government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Indian government experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Indian government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

56. ***Investors may have difficulty enforcing foreign judgments against us or our management.***

We are a limited liability company incorporated under the laws of India. All our directors and executive officers are residents of India and a majority of our assets and such persons are located in India. As a result, it may not be possible for investors to effect service of process upon us or such persons outside of India, or to enforce judgments obtained against such parties outside of India.

Recognition and enforcement of foreign judgments is provided for under Section 13 of CPC on a statutory basis. Section 13 of the CPC provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the CPC, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the CPC, such presumption may be displaced by proving that the court did not have jurisdiction.

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

A public company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to 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 voting on such resolution.

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offer document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell

the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company would be diluted.

58. ***There is no guarantee that our Equity Shares will be listed on NSE Emerge 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 NSE Emerge 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.

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

We are not a listed company and have historically not been subjected to the compliance requirements and increased scrutiny of our affairs by shareholders, regulators and the public at large associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations or cash flows as promptly as other listed companies.

Further, as a listed company, we will be required to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, financial condition, results of operations and cash flows. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

60. ***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. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. 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 because of the SEBI Takeover Regulations.

61. ***There are restrictions on daily movements in the trading price of the Equity Shares, which may adversely affect a shareholder's ability to sell Equity Shares or the price at which Equity Shares can be sold at a particular point in time.***

Our listed Equity Shares will be subject to a daily “circuit breaker” imposed on listed companies by the Stock Exchanges, which does not allow transactions beyond certain volatility in the trading price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on the Equity Shares’ circuit breaker will be set by the Stock Exchanges based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges are not required to inform our Company of the percentage limit of the circuit breaker, and they may change the limit without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the trading price of the Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

## SECTION III – INTRODUCTION

### THE ISSUE

The following table summarizes details of the Issue:

<b>Issue of Equity Shares<sup>(1)(2)</sup></b>	Up to 50,00,000 Equity Shares having face value of ₹10 aggregating up to ₹ [●] Lakhs
<i>The Issue consist of:</i>	
<b>Issue reserved for the Market Makers</b>	Up to [●] Equity Shares, aggregating up to ₹ [●]/- lakh
<b>Net Issue to the Public</b>	Up to [●] Equity Shares, aggregating up to ₹ [●]/- lakh
<b>The Issue comprises of:</b>	
<b>A. QIB Portion<sup>(3)(4)</sup></b>	Not less than [●] Equity Shares
<i>Of which:</i>	
(i) Anchor Investor Portion	Up to [●] Equity Shares aggregating up to ₹ [●]/- lakh
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares aggregating up to ₹ [●]/- lakh
<i>Of which:</i>	
(a) Available for allocation to mutual funds only (5% of the QIB Portion (excluding Anchor Investor Portion)	[●] Equity Shares aggregating up to ₹ [●]/- lakh
(b) Balance for all QIBs including Mutual Funds	[●] Equity Shares aggregating up to ₹ [●]/- lakh
<b>B. Non-Institutional Portion</b>	Not more than [●] Equity Shares aggregating up to ₹ [●]/- lakh
<b>C. Retail Portion</b>	Not more than [●] Equity Shares aggregating up to ₹ [●]/- lakh
<b>Pre-Issue and Post-Issue Equity Shares</b>	
Equity Shares outstanding prior to the Issue (as on the date of this Draft Red Herring Prospectus)	1,26,00,000 Equity Shares
Equity Shares outstanding after the Issue	[●] Equity Shares
<b>Use of proceeds of the Issue</b>	For details regarding the use of proceeds from the Issue, see " <i>Objects of the Issue</i> " beginning on page 68 of this Draft Red Herring Prospectus.

- (1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229(2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.
- (2) The Issue has been authorized by a resolution by our Board dated September 27, 2023. Further the Fresh Issue has been authorized by shareholders resolution dated September 27, 2023.
- (3) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e. not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Issue shall be available for allocation to Non-institutional bidders.
- (4) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.

Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be 42 added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other

than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, including grounds for rejection of Bids, refer to "**Issue Structure**" and "**Issue Procedure**" beginning on pages 212 and 216 respectively of this Draft Red Herring Prospectus. For details of the terms of the Issue, see "**Terms of the Issue**" beginning on page 204 of this Draft Red Herring Prospectus.

**SUMMARY OF FINANCIAL STATEMENTS**

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**EASTERN SUPPLYCHAIN AND LOGISTICS LIMITED**  
(Formerly known as EASTERN SUPPLYCHAIN AND LOGISTICS PRIVATE LIMITED)

CIN : U63000MH2012PLC230183

**RESTATED BALANCE SHEET**

		(Amount In Lakhs)		
PARTICULARS	NOTE NO	AS ON 31/03/2023	AS ON 31/03/2022	AS ON 31/03/2021
		Rs.	Rs.	Rs.
<b>I. EQUITY AND LIABILITIES</b>				
<b>1. Shareholder's funds</b>				
(a) Share Capital	2	10.00	10.00	10.00
(b) Reserves and Surplus	3	2,389.53	1,786.15	1,304.10
		2,399.53	1,796.15	1,314.10
<b>3. Non- current liabilities</b>				
(a) Long-term borrowings	4	15.96	21.02	105.32
(b) Deferred Tax liabilities (Net)	5	3.81	2.67	-
(C) Long-term Provisions	6	5.86	4.56	-
		25.62	28.25	105.32
<b>4. Current Liabilities</b>				
(a) Short term borrowings	7	768.51	590.42	470.49
(b) Trade payables	8	4,945.07	3,859.59	3,806.62
(c) Other current liabilities	9	50.12	0.10	0.09
(d) Short term provisions	10	109.08	127.94	240.29
		5,872.78	4,578.05	4,517.49
<b>TOTAL</b>		8,297.94	6,402.46	5,936.91
<b>II ASSETS</b>				
<b>1. Non-current assets</b>				
(a) Property , Plant and Equipment	11	259.06	259.11	221.96
(b) Long-term loans and advances	12	1.54	2.59	6.13
(c) Other non-current assets		7.62	7.05	-
		268.22	268.75	228.63
<b>2. Current assets</b>				
(a) Current investments	13	405.77	394.27	378.89
(b) Trade receivables	14	5,640.06	4,874.94	4,316.63
(c) Cash and Cash equivalents	15	86.34	65.68	231.72
(d) Short-term loans and advances	16	214.28	13.04	82.97
(e) Other current assets	17	1,683.28	785.78	698.06
		8,029.72	6,133.72	5,708.28
<b>TOTAL</b>		8,297.94	6,402.46	5,936.91
Significant accounting policies and notes to accounts	1			

As per our report of even date

For C. Sharat & Associates

Chartered Accountants

*Chintan Shah*



Chintan Sharatchandra Shah  
Partner

M. No - 127551

Reg No : 128593W

UDIN: 23127551BG TRS13325

Place : Mumbai

Date : 29th Sep, 2023

For and on behalf of the Board

For Eastern Supplychain and Logistics Limited

(Formerly known as Eastern Supplychain and Logistics Pvt. Ltd.)



*Nishant Seth*

Nishant Seth  
Director  
00240512

*Manvendra Singh*  
Manvendra Singh  
Director  
06365465

*Dinesh Lath*

Dinesh Lath  
CFO

*Neha Agarwal*  
Neha Agarwal  
CS

**EASTERN SUPPLYCHAIN AND LOGISTICS LIMITED**  
(Formerly known as EASTERN SUPPLYCHAIN AND LOGISTICS PRIVATE LIMITED)  
CIN : U63000MH2012PLC230183

**RESTATED STATEMENT OF COMPREHENSIVE INCOME**

PARTICULARS		NOTE NO	(Amount In Lakhs)		
			AS ON 31/03/2023	AS ON 31/03/2022	AS ON 31/03/2021
			Rs.	Rs.	Rs.
<b>A CONTINUING OPERATIONS</b>					
1 Revenue from operations	18		29,295.74	27,843.58	25,622.64
2 Other Income	19		19.96	14.86	22.31
<b>3 Total Income (1 + 2)</b>			<b>29,315.70</b>	<b>27,858.44</b>	<b>25,644.95</b>
4 Expenses					
(a) Cost of Services consumed	20		26,164.85	25,057.99	22,615.63
(d) Employee benefits expense	21		287.56	183.78	127.85
(e) Finance Costs	22		18.94	10.08	51.96
(f) Depreciation and amortization expense	10		27.43	16.47	13.13
(g) Other expense	23		1,953.88	1,905.24	2,329.09
<b>Total Expenses</b>			<b>28,452.65</b>	<b>27,173.56</b>	<b>25,137.65</b>
5 Profit before exceptional and extraordinary items and tax (III-IV)			863.05	684.87	507.29
6 Exceptional Items					
7 Profit before extraordinary items and tax (5 - 6)			863.05	684.87	507.29
8 Extraordinary items			-		
9 Profit before tax (7 - 8)			863.05	684.87	507.29
10 Tax expense:					
(a) Current Tax			239.83	192.59	135.60
(b) Deferred Tax			1.13	3.22	2.93
			240.96	195.81	138.53
11 Profit/(Loss) for the period from continuing operations (9 - 10)			622.09	489.06	368.76
12 Profit/(Loss) for the period carried to BS			622.09	489.06	368.76
13 Earnings per equity share:					
(a) Basic (INR)			622.09	489.06	368.76
(b) Diluted					

As per our report of even date

For C. Sharat & Associates

Chartered Accountants

*Chintan Shah*



Chintan Sharatchandra Shah

Partner

M. No - 127551

Reg No : 128593W

UDIN: 23127551BGTFSI3325

Place : Mumbai

Date : 29th Sep, 2023

For and on behalf of the Board  
For Eastern Supplychain and Logistics Limited  
(Formerly known as Eastern Supplychain and Logistics Pvt. Ltd.)



*Nishant Seth*

Nishant Seth  
Director  
00240512

Manvendra Singh  
Director  
06365465

*Dinesh Lath*  
Dinesh Lath  
CFO

Neha Agarwal  
CS

**EASTERN SUPPLYCHAIN AND LOGISTICS LIMITED**  
(Formerly known as EASTERN SUPPLYCHAIN AND LOGISTICS PRIVATE LIMITED)

CIN : U63000MH2012PLC230183

**CASH FLOW STATEMENT**

PARTICULARS	(Amount In Lakhs)		
	AS ON 31/03/2023 Rs.	AS ON 31/03/2022 Rs.	AS ON 31/03/2021 Rs.
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit Before Taxation	863.05	684.87	507.29
Adjustments for:			
Depreciation / Amortisation / Write Offs	27.43	16.47	13.13
Interest Expense	18.94	10.08	51.96
Interest Income	(18.88)	(14.78)	(15.20)
CSR Expenses	(10.00)	(7.00)	-
Other Income	(1.08)	(0.08)	(7.10)
Discount & Excess/Short Provision Made	-	-	-
Adjustment of Taxes	(8.71)	-	(5.83)
<b>Operating Profit Before Working Capital Changes</b>	<b>870.74</b>	<b>689.56</b>	<b>544.25</b>
Changes In Working Capital:			
Decrease / (Increase) In Inventories	-	-	-
Decrease / (Increase) In Trade Receivables	(765.11)	(558.31)	(2,385.75)
Decrease / (Increase) In Loans and Advances	1.05	3.54	(0.10)
Decrease / (Increase) In Short Term Advances	(201.24)	69.93	6.11
Decrease / (Increase) In Other Current Assets	(898.07)	(94.76)	(23.28)
Increase / (Decrease) In Trade Payables	1,085.48	52.97	1,760.73
Increase / (Decrease) In Other Current Liabilities	50.02	0.01	208.76
Increase / (Decrease) In Short Term Provision	(17.55)	(107.79)	-
<b>Cash Generated From / (Used In) Operations</b>	<b>125.32</b>	<b>55.15</b>	<b>110.72</b>
Taxes Paid	(239.83)	(192.59)	(135.60)
<b>Net Cash Generated From / (Used In) Operating Activities</b>	<b>(114.51)</b>	<b>(137.44)</b>	<b>(24.88)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Tangible / Intangible Assets	(27.38)	(53.62)	(5.60)
Sale of Intangible Assets	-	-	0.11
Changes in Capital Work-in-Progress	-	-	-
Proceeds from Sale of Investment	-	-	-
Purchase of Long Term Investment	(11.49)	(15.38)	7.10
Other Income	1.08	0.08	-
Dividend Received	-	-	-
<b>Net Cash Generated From / (Used In) Investing Activities</b>	<b>(37.79)</b>	<b>(68.93)</b>	<b>1.61</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Sale of Intangible Assets	-	-	-
Repayment of Long Term Borrowings	(5.07)	(84.30)	(40.92)
Proceeds From Short Term Borrowings	-	-	-
Repayment of Short Term Borrowings	-	-	-
Interest Expense	(18.94)	(10.08)	(51.96)
Interest Income	18.88	14.78	15.20
Dividend Paid	-	-	-
Dividend Distribution Tax Paid	-	-	-
<b>Net Cash Generated From / (Used In) Financing Activities</b>	<b>(5.13)</b>	<b>(79.60)</b>	<b>(77.67)</b>
<b>Net Increase / (Decrease) in cash and cash equivalents (A+B+C)</b>	<b>(157.43)</b>	<b>(285.97)</b>	<b>(100.94)</b>
Cash and Cash Equivalents as at the beginning of the year	(524.74)	(238.77)	(137.83)
Cash and Cash Equivalents as at the end of the year (Overdraft Utilisation)	(682.17)	(524.74)	(238.77)

As per our report of even date

For C. Sharat & Associates

Chartered Accountants

*Chintan Shah*



Chintan Sharatchandra Shah

Partner

M. No - 127551

Reg No : 128593W

UDIN: 23127551BGTRSL3325

Place : Mumbai

Date : 29th Sep, 2023

For and on behalf of the Board

For Eastern Supplychain and Logistics Limited

(Formerly known as Eastern Supplychain and Logistics Pvt. Ltd.)



*Nishant Seth*

Nishant Seth

Director

00240512

*Manvendra Singh*

Manvendra Singh

Director

06365465

*Dinesh Lath*

Dinesh Lath

CFO

*Neha Agarwal*

Neha Agarwal

CS

## GENERAL INFORMATION

### Registered Office

#### Eastern Supplychain and Logistics Limited

55, Adarsh Industrial Estate Sahar Road,  
Chakala Andheri East,  
Near Cigarette Factory Sahargaon,  
Mumbai 400099

**Corporate Identity Number:** U63000MH2012PLC230183

**Registration Number:** 230183

For further details, see "*History and Certain Corporate Matters*" beginning on page 114 of this Draft Red Herring Prospectus.

### Registrar of Companies

Our Company is registered with the RoC located at the following address:

Registrar of Companies,  
100, Everest, Marine Drive,  
Mumbai – 400 002  
**Telephone:** 020-22812627

### Board of Directors

Details regarding our Board as on the date of this Draft Red Herring Prospectus are set forth below:

Name and Designation	DIN	Address
<b>Nishant Seth</b> <i>Designation: Managing Director</i>	00240512	Felicia-601, Sherly Rajan Road, Bandra West, Mumbai 400050
<b>Preeti Lalitkumar Seth</b> <i>Designation: Non-Executive Director</i>	00240994	Felicia-601, Sherly Rajan Road, Bandra West, Mumbai 400050
<b>Manvendra Singh</b> <i>Designation: Executive Director</i>	06365465	B 203, Gundecha Symphony Apartments, Fun Republic Lane, Veera Desai Road, Near Country Club, Andheri West, Mumbai 400053
<b>Deepak Arvindkumar Mehta</b> <i>Designation: Independent Director</i>	07439911	Flat No. 1302, 13 <sup>th</sup> Floor, H Wing, Palacia, Ghodbunder Road, Kavesar Na, Thane, Mumbai, Maharashtra – 400615
<b>Nandkishore Shyamsundar Agarwal</b> <i>Designation: Independent Director</i>	07924473	A/204 Shanit Jyoti, Station Road, Balaji Nagar, Bhayander West Thane 401101

For further details of our directors, see "*Our Management*" beginning on page 117 of this Draft Red Herring Prospectus.

### Company Secretary and Compliance Officer

**Neha Agarwal** is our Company Secretary and Compliance Officer. The contact details are as follows:

#### Neha Agarwal

55, Adarsh Industrial Estate Sahar Road,  
Chakala Andheri East Near Cigarette Factory,  
Sahargaon Mumbai 400099

**Telephone:** +91 2246173098

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

**E-mail:** [cs@esupplychain.co.in](mailto:cs@esupplychain.co.in)

## **Investor Grievances**

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

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the Application Form was submitted, giving full details such as name of the sole or First Applicant, Application Form number, Applicant's DP ID, Client ID, PAN, address of Applicant, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Application Amount was blocked or the UPI ID (for UPI Investors who make the payment of Application Amount through the UPI Mechanism), date of Application Form and the name and address of the relevant Designated Intermediary where the Application was submitted. Further, the Applicant shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Applicant whose Application 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 3 months of the date of listing of the Equity Shares. In terms of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SCSBs are required to compensate the investor immediately on the receipt of complaint.

All grievances relating to applications submitted through the Registered Broker and/or a stockbroker may be addressed to the Stock Exchange with a copy to the Registrar to the Issue.

## **Book Running Lead Manager**

### **Khandwala Securities Limited**

Vikas Building, Ground Floor, Green Street, Fort  
Mumbai – 400023, Maharashtra India.

**Telephone:** +91 22 4076 7373

**E-mail:** [rinav@kslindia.com](mailto:rinav@kslindia.com) / [ipo@kslindia.com](mailto:ipo@kslindia.com)

**Website:** [www.kslindia.com](http://www.kslindia.com)

**Investor grievance E-mail:** [investorsgrievances@kslindia.com](mailto:investorsgrievances@kslindia.com)

**SEBI Registration No.:** INM000001899

**Validity:** Permanent

**Contact Person:** Rinav Manseta/ Abhishek Joshi

## **Statement of responsibilities of the Book Running Lead Manager**

Khandwala Securities Limited is the sole Book Running Lead Manager to the Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

## **Legal Counsel to the Issue**

### **Vidhigya Associates, Advocates**

501, 5<sup>th</sup> Floor, Jeevan Sahakar Building

Sir P M Road, Homji Street

Fort, Mumbai - 400 001

**Tel No:** +918424030160

**Email:** [rahul@vidhigyaassociates.com](mailto:rahul@vidhigyaassociates.com)

**Contact Person:** Rahul Pandey

### **Registrar to the Issue**

#### **M/s Mas Services Limited**

T-34 2ND FLOOR, OKHLA INDUSTRIAL  
AREA PHASE II NEW DELHI 110020

**Tel:** 011-26387281-83

**Contact Person:** N.C. PAL

**Website:** www.masserv.com

**E-mail:** ipo@masserv.com

**SEBI Registration No.:** INR000000049

### **Banker to our Company**

#### **Standard Chartered Bank**

23/25 MG RD Branch,  
23-25 MG Road- 400001

**Contact person:** Anand Khilwani

**E-mail:** anand.khilwani@sc.com

**Website:** www.sc.com

### **Banker / Sponsor Bank / Refund Bank to the Issue**

The Banker / Sponsor Bank / Refund Bank to the Issue shall be appointed prior to filing of the Prospectus.

### **Registered Brokers**

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), and updated from time to time. For details on Registered Brokers, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

### **Statutory Auditor to our Company**

#### **C. Sharat & Associates**

26 Champaklal Industrial Estate ,Sion Est ,  
Next to MTNL , Mumbai -400022.

**Telephone:** +9124011814

**E-mail:** chintan@csa.firm.in

**ICAI Firm Registration Number:** 128593W

**Peer Review Number:** 013401

### **Changes in Auditors**

As on the date of filing this Draft Red Herring Prospectus there has been no changes in Auditor in past 3 years.

### **Designated Intermediaries**

#### **Self-Certified Syndicate Banks**

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35>. Details relating to designated branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link.

The list of banks that have been notified by SEBI to act as SCSBs for the UPI process provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=40>. The list of Branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the designated intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and it's updated from time to time.

### **Syndicate SCSB Branches**

In relation to applications submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

### **Registered Brokers**

In terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012, Applicant can submit Application Form for the Issue using the stockbrokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Brokers Centres.

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), and updated from time to time. For details on Registered Brokers, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

### **Collecting Depository Participants**

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

### **Registrar and Share Transfer Agent**

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), and updated from time to time. For details on RTA, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

### **Grading of the Issue**

No credit agency registered with SEBI has been appointed for grading for the Issue.

### **Expert**

Our Company has not obtained any expert opinions except we have received consent from the Peer Reviewed Auditors of the Company to include their name as an expert in this Draft Red Herring Prospectus in relation to the (a) Peer review Auditors' reports on the restated Audited financial statements; and (b) Statement of Tax Benefits by the Peer review Auditors and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

### **Monitoring Agency**

Since the size of the Issue does not exceed one hundred crore rupees, we are not required to appoint monitoring agency for monitoring the utilization of Net Proceeds in accordance with Regulation 262(1) of SEBI ICDR Regulations.

Our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of

the Issue.

#### **Appraising Entity**

Our Company has not appointed any appraising agency for appraisal of the Project.

#### **Credit Rating**

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

#### **Debenture trustees**

As the Issue is of Equity Shares, the appointment of debenture trustees is not required.

#### **Green Shoe Option**

No green shoe option is applicable for the Issue.

#### **Filing of Issue Document**

A soft copy of this Draft Red Herring Prospectus has been and a soft copy of the Prospectus will be filed with NSE Emerge. The Prospectus shall not be filed with SEBI, nor shall SEBI issue any observation on the Issue Document in terms of Regulation 246(2) of SEBI ICDR Regulations.

However, pursuant to Regulation 246(5), the soft copy of Prospectus shall be submitted to SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus shall be filed online with the SEBI through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

#### **Type of Issue**

The present Issue is considered to be Book Build Issue.

#### **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 (and the Revision Forms) within the Price Band, which will be decided by our Company, in consultation with the Book Running Lead Manager, will be advertised 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 [●] newspaper, Marathi being the regional language of Maharashtra 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 the purpose of uploading on their respective websites. The Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager after the Bid/Issue Closing Date. For further details, see “*Issue Procedure*” on page 216

All Bidders, other than Anchor Investors, shall only participate through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or, in the case of UPI Bidders, by using the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs Bidding in the Net QIB Portion and Non Institutional Bidders bidding in the Non-Institutional Portion are not allowed 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. RIBs Bidding in the Retail Portion (subject to the Bid Amount being up to ₹200,000) can revise their Bids during the Bid/Issue Period and withdraw their Bids until the Bid/Issue Closing Date. Further, Anchor Investors are not allowed to revise and withdraw their Bids after the Anchor Investor Bid/Issue Period. Except for Allocation to RIBs, Non-Institutional Investors and the Anchor Investors, Allocation in the Issue will be on a proportionate basis. Allocation to the Anchor Investors will be on a discretionary basis.



The Book Building Process under the SEBI ICDR Regulations and the Bidding process are subject to change from time to time and Bidders are advised to make their own judgment about investment through this process prior to submitting a Bid in the Issue.

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

For further details on the method and procedure for Bidding, see “**Issue Structure**” and “**Issue Procedure**” on pages 212 and 216, respectively of this Draft Red Herring Prospectus

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

For an illustration of the Book Building Process and the price discovery process, see “*Terms of the Issue*” and “*Issue Procedure*” on pages 204 and 216, respectively.

### **Underwriter**

Our Company and Book Running Lead Manager to the Issue hereby confirm that the Issue is 100% underwritten. The underwriting agreement is dated [●] and pursuant to the terms of the underwriting agreement, obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being offered through this Issue.

<b>Details of the Underwriter</b>	<b>No. of Shares Underwritten*</b>	<b>Amount Underwritten</b>	<b>% of the total Issue Size Underwritten</b>
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]

\*Includes [●] Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker vide their agreement dated [●] in order to comply with the requirements of Regulation 261 of the SEBI ICDR Regulations.

In terms of Regulation 260(1) of the SEBI ICDR Regulations, the initial public offer shall be underwritten for hundred per cent (100%) of the Issue and shall not be restricted up to the minimum subscription level. As per Regulation 260(2) of SEBI ICDR Regulations, the Book Running Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account.

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

### **Details of Market Making Arrangement**

Our Company and the Book Running Lead Manager have entered into Market Making Agreement dated [●] with the following Market Maker to fulfil the obligations of market making for this Issue:

<b>Name</b>	[●]
<b>Address</b>	[●]
<b>Telephone</b>	[●]
<b>E-mail</b>	[●]
<b>Contact Person</b>	[●]
<b>SEBI Registration No.</b>	[●]
<b>Market Maker Registration No.</b>	[●]

[●], registered with NSE Emerge will act as the market maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified in SEBI ICDR Regulations as amended from time to time.

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

*In terms of Regulation 261(1) of SEBI ICDR Regulations, the market making arrangement through the Market Maker will be in place for a period of three years from the date of listing of our Equity Shares and shall be carried out in accordance with SEBI ICDR Regulations and the circulars issued by the NSE Emerge and SEBI regarding this matter from time to time.*

*In terms of Regulation 261(2) of SEBI ICDR Regulations, the Market Maker or Issuer, in consultation with the Book Running Lead Manager may enter into agreements with the nominated investors for receiving or delivering the specified securities in market making, subject to the prior approval of the NSE Emerge.*

*In terms of regulation 261(3) of SEBI ICDR Regulations, following is a summary of the key details pertaining to the Market Making arrangement:*

The Market Maker “[●]”, shall be required to provide a two-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker(s) shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).

The prices quoted by Market Maker shall be in compliance with the market maker spread requirements and other particulars as specified or as per the requirements of NSE Emerge and SEBI from time to time.

The minimum depth of the quote shall be ₹ [●]. However, the investors with holdings of value less than ₹ [●] shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE Emerge may intimate the same to SEBI after due verification.

The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on [●] (in this case currently the minimum trading lot size is [●] Equity Shares; however, the same may be changed by the [●] from time to time).

The shares of the Company will be traded in Trade for Trade Segment for the first 10 days from commencement of trading (as per SEBI Circular no: CIR/MRD/DP/ 02/2012 dated January 20, 2012) on the NSE Emerge and market maker will remain present as per the guidelines mentioned under the Designated Stock Exchange and SEBI circulars.

The Market Maker shall start providing quotes from the day of the listing / the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the SEBI. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

In terms of regulation 261(6) of SEBI ICDR Regulations, Market Maker shall not buy the Equity Shares from the Promoters or persons belonging to Promoter Group of the Company or any person who has acquired equity shares from such Promoters or person belonging to Promoter Group, during the compulsory market making period.

In terms of regulation 261(7) of SEBI ICDR Regulations, the Promoters' holding of the Company shall not be eligible for offering to the Market Maker during the compulsory market making period. However, the promoters' holding of our Company which is not locked-in as per the SEBI ICDR Regulations, can be traded with prior permission of the NSE Emerge, in the manner specified by SEBI from time to time.

The Book Running Lead Manager may be represented on the Board of the Issuer Company in compliance with Regulation 261 (8) of SEBI ICDR Regulations.

The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Issuer Company at any particular level and is purely supposed to facilitate liquidity on the counter of our Company via its 2-way quotes. The price of the Equity Shares shall be determined and be subject to market forces.

**Risk containment measures and monitoring for Market Maker:** The NSE Emerge will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. The NSE Emerge can impose any other margins as deemed necessary from time-to-time.

**Punitive Action in case of default by Market Maker:** The NSE Emerge will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case they are not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines /suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time. The Market Maker shall have the right to terminate said arrangement by giving 3 (three) months' notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above-mentioned market making agreement prior to the completion of the compulsory market making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI ICDR Regulations. Further the Company and the Book Running Lead Manager reserve the right to appoint other Market Maker either as a replacement of the current Market Maker or as an additional Market Maker subject to the relevant laws and regulations applicable at that particular point of time.

On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.

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

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

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

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

**Withdrawal of the Issue**

Our Company in consultation with the Book Running Lead Manager, reserve the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within 2 (Two) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue.

The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCsBs (in case of RII's using the UPI Mechanism), to unblock the bank accounts of the ASBA Applicants, within 1 (One) day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from NSE Emerge, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Red Herring Prospectus.

## CAPITAL STRUCTURE

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

(in ₹ lakhs, except share data)

Sr. No.	Particulars	Aggregate value at face value	Aggregate value at Issue Price <sup>(1)</sup>
<b>A. AUTHORIZED SHARE CAPITAL</b>			
	2,00,00,000 Equity Shares of face value of ₹10 each	20,00,00,000	-
<b>B. ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE</b>			
	1,26,00,000 Equity Shares of face value of ₹10 each	12,60,00,000	-
<b>C. PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS<sup>(2)(3)</sup></b>			
	Issue of 50,00,000 Equity Shares of face value of ₹10 each aggregating to ₹[●]	[●]	[●]
<b>D. ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE ISSUE<sup>(1)(2)</sup></b>			
	[●] Equity Shares of face value ₹10 each	[●]	-
<b>E. SECURITIES PREMIUM ACCOUNT</b>			
	Before the Issue		[●]
	After the Issue		[●] <sup>(3)</sup>

<sup>(1)</sup> Details to be included upon finalization of Issue Price

<sup>(2)</sup> The Issue has been authorised by our Board of Directors and our Shareholders pursuant to the resolutions passed at their meetings dated September 27, 2023 and September 27, 2023, respectively.

<sup>(3)</sup> Assuming full subscription for and Allotment of the IPO Equity Shares

### Notes to Capital Structure

#### 1) Share Capital History of our Company

##### 1. Authorized Share Capital

The initial authorised capital of our Company was ₹1,00,000 consisting of 10,000 Equity Shares of ₹10 each. Further, the authorised share capital of our Company has been altered in the manner set forth below:

Date of General Meeting	Particulars of change in the Authorized Share Capital
April 18, 2013	Increase in the authorised share capital of our Company from ₹5,00,000 (rupees five lakh) consisting of 50,000 (fifty thousand) Equity Shares of ₹10 each to ₹10,00,000 (rupees ten lakh) consisting of 1,00,000 (one lakh) Equity Shares of ₹10 each.
September 8, 2023	Increase in the authorised share capital of our Company from ₹10,00,000 (rupees ten lakh) consisting of 1,00,000 (one lakh) Equity Shares of ₹10 each to ₹ 20,00,00,000 (rupees twenty crore) consisting of 2,00,00,000 (two crore) Equity Shares of ₹10 each.

##### 2. Equity Share capital

The history of the Equity Share capital of our Company is set forth in the table below:

Date of allotment	Number of	Face value	Issue Price	Nature of	Nature of allotment	Cumulative number of	Cumulative paid-up
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	Equity Shares allotted	per Equity Share (₹)	per Equity Share (₹)	consideration	/ transfer	Equity Shares	Equity Share capital (₹)
April 20, 2012	10,000	10	10	Cash	Subscription to MOA <sup>(1)</sup>	10,000	1,00,000
April 29, 2014	90,000	10	10	Cash	Preferential Allotment <sup>(2)</sup>	1,00,000	10,00,000
September 11, 2023	1,25,00,000	10	N.A.	Other than cash	Bonus Issue <sup>(3)</sup>	1,26,00,000	12,60,00,000

(1) Allotment of 5,000 Equity Shares to Nishant Seth, 5,000 Equity Shares to Lalitkumar Seth pursuant to subscription to MOA.

(2) Allotment of 40,000 Equity Shares to Nishant Seth, 50,000 Equity Shares to Ambrish Chandra Kudsia.

(3) Allotment of 62,50,000 Equity Shares to Nishant Seth, 62,50,000 Equity Shares to Shilpi Singh as bonus in the ratio of 125:1 i.e. one hundred and twenty-five bonus equity shares for every one fully paid-up equity shares held by the shareholders in the Company.

### 3. Convertible Warrants

Our Company does not have any outstanding convertible warrants as on date of filing this Draft Red Herring Prospectus.

### 4. Preference Share Capital

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

Our Company has one class of share capital i.e. Equity Shares of face value of ₹10 each only. All Equity shares issued are fully paid up.

### 2) Issue of shares for consideration other than cash or by way of bonus issue or out of revaluation of reserves

Except as mentioned below, our Company has not issued any Equity Shares for consideration other than cash or by way of bonus issue or out of revaluation of reserves at any time since incorporation.

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for allotment	Benefits accrued to our Company
September 11, 2023	1,25,00,000	10	N.A.	Bonus issue in the ratio of 125 bonus Equity Shares for every 1 Equity Share held in the Company <sup>(1)</sup>	Capitalization of reserves

(2) Allotment of 62,50,000 Equity Shares to Nishant Seth, 62,50,000 Equity Shares to Shilpi Singh as bonus in the ratio of 125:1 i.e. one hundred and twenty-five bonus equity shares for every one fully paid-up equity shares held by the shareholders in the Company.

### 3) Issue of Equity Shares pursuant to schemes of arrangement

Our Company has not allotted any Equity Shares pursuant to a scheme of amalgamation approved under Sections 230 to 234 of the Companies Act, 2013.

**4) Issue or transfer of Equity Shares under employee stock option schemes**

The Company does not have any employee stock option schemes under which any equity shares of the Company is granted. Accordingly, no Equity Shares have been issued or transferred by our Company pursuant to the exercise of any employee stock options.

**5) Issue of shares at a price lower than the Issue Price in the last year**

The Issue Price for the Equity Shares is ₹[●]. For details of the allotments made in the last one year, see “*Capital Structure – Share Capital History of Our Company – Equity Share capital*” beginning on page 59 of this Draft Red Herring Prospectus.

*[Remainder of the page has been intentionally left blank]*

## Shareholding Pattern of our Company

The table below presents the equity 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 Shares held (IV)	Number of Partly paid-up Equity Depository Receipts (V)	Number of underlying Depository Receipts (VI)	Total number of shares held = (IV)+(V)+(VI) (VII)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights in each class of securities (IX) Class: Equity Shares	Number of Voting Rights Total (X)	Number of Shares held (including Warrants) (XI) As a % of (A+B+C2)	Number of Shareholding, as a % assuming full conversion of convertible securities (XII)	Number of Shares locked in (XIII)	Number of Shares pledged or otherwise encumbered (XIV)	Number of Equity Shares held in dematerialized form (XV)
(A)	Promoters and Promoter Group	7	12600000	0	NIL	12600000	100	12600000	NIL	12600000	100	-	-	-
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total (A+B+C)</b>	<b>7</b>	<b>12600000</b>	<b>0</b>	<b>NIL</b>	<b>12600000</b>	<b>100</b>	<b>12600000</b>	<b>NIL</b>	<b>12600000</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>



### Other details of shareholding of our Company

As on the date of the filing of this Draft Red Herring Prospectus, our Company has 7 Shareholders.

Set forth below are the details of the build – up of our Promoter’s shareholding in our Company since incorporation:

Date of allotment/ acquisition	Number of Equity Shares allotted/ transferred	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of consideration	Nature of allotment/ transfer	Cumulative number of Equity Shares	% of Pre-Issue capital (₹) <sup>(1)</sup>	% of Post-Issue capital (₹)
<b>Nishant Seth</b>								
April 20, 2012	5,000	10	10	Cash	Subscription to MOA	5,000	Negligible	●
April 29, 2023	40,000	10	10	Cash	Preferential Allotment	45,000	Negligible	●
July 15, 2013	5,000	10	10	Cash	Transfer from Lalitkumar Seth	50,000	Negligible	
September 11, 2023	62,50,000	10	10	Other than cash	Bonus	63,00,000	49.60	
September 15, 2023	(10)	10	10	Gift	Gift to Lalitkumar Seth	62,99,990	Negligible	
September 15, 2023	(10)	10	10	Gift	Gift to Preeti Lalitkumar Seth	62,99,980	Negligible	
September 15, 2023	(10)	10	10	Gift	Gift to Shivranjani Seth	62,99,970	Negligible	
September 15, 2023	(10)	10	10	Gift	Gift to Nidhi Khanna	62,99,960	Negligible	
<b>Total (A)</b>	<b>62,99,960</b>						<b>49.99</b>	<b>●</b>
<b>Shilpi Singh</b>								
June 23, 2020	50,000	10	10	Gift	Transfer from Ambrish Chandra Kudsia	5,0000	50	●
September 11, 2023	62,50,000	10	10	Other than cash	Bonus	63,00,000	49.60	0
September 15, 2023	(10)	10	10	Gift	Transfer to Ambrish Chandra Kudsia	62,99,990	Negligible	
<b>Total (B)</b>	<b>62,99,990</b>						<b>49.99</b>	<b>●</b>
<b>Total (A+B)</b>	<b>1,25,99,950</b>						<b>99.98</b>	<b>●</b>

*The figures in the row have been rounded-off to the closest decimal.*

Set forth below is a list of Shareholders holding 1% or more of the paid-up 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	Percentage of the Equity Share capital (%)*
1.	Nishant Seth	62,99,960	49.99
2.	Shilpi Singh	62,99,990	49.99
<b>Total</b>		1,25,99,950	99.98

*\*Rounded off to the closest decimal*

Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, as of 10 days prior to the date of this Draft Red Herring Prospectus

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
1.	Nishant Seth	62,99,960	49.99
2.	Shilpi Singh	62,99,990	49.99
<b>Total</b>		1,25,99,950	99.98

*\*Rounded off to the closest decimal*

Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, on a fully diluted basis, as of one year prior to the date of this Draft Red Herring Prospectus

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
1.	Nishant Seth	50,000	50.00
2.	Shilpi Singh	50,000	50.00
<b>Total</b>		1,00,000	100

*\*Rounded off to the closest decimal*

Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, on a fully diluted basis, as of two years prior to the date of this Draft Red Herring Prospectus.

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
1.	Nishant Seth	50,000	50.00
2.	Shilpi Singh	50,000	50.00
<b>Total</b>		1,00,000	100

*\*Rounded off to the closest decimal*

The aggregate shareholding of the Promoters and Promoter group.

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Pre-Issue Equity Share capital (%)*	Percentage of the Post-Issue Equity Share capital (%)
<b>Promoters</b>				
1.	Nishant Seth	62,99,960	49.99	[●]
2.	Shilpi Singh	62,99,990	49.99	[●]
<b>Promoter Group</b>				
1.	Lalitikumar Seth	10	Negligible	[●]
2.	Preeti Seth	10	Negligible	[●]
3.	Shivranjani Seth	10	Negligible	[●]
4.	Nidhi Khanna	10	Negligible	[●]
5.	Manvendra Singh	10	Negligible	[●]
<b>Total</b>		1,26,00,000	100	[●]

*\*Rounded off to the closest decimal*

The number of specified securities purchased or sold by the Promoter Group and/ or by the Directors of our Company and their relatives in the preceding six months.

Date of Allotment	Name of Shareholder	No of Equity Shares	Subscribed/ Acquire/ Transfer	Category of Allotees (Promoter/ Promoter Group/ Director)	Percentage of the Pre-Issue Equity Share capital (%)*
September 15, 2023	Nishant Seth	62,50,000	Acquire by way of Bonus Issue in the ratio of 125:1	Promotor/Director	49.60
	Shilpi Singh	62,50,000		Promotor/Director	49.60
September 15, 2023	Nishant Seth	(10)	Transfer way of Gift	Promotor/Director	Negligible
	Lalitkumar Seth	10		Promotor group	Negligible
September 15, 2023	Nishant Seth	(10)	Transfer way of Gift	Promotor/Director	Negligible
	Preeti Lalitkumar Seth	10		Promotor group/ Director	Negligible
September 15, 2023	Nishant Seth	(10)	Transfer way of Gift	Promotor/Director	Negligible
	Shivranjani Seth	10		Promotor group	Negligible
September 15, 2023	Nishant Seth	(10)	Transfer way of Gift	Promotor/Director	Negligible
	Nidhi Khanna	10		Promotor group	Negligible
September 15, 2023	Shilpi Singh	(10)	Transfer way of Gift	Promotor/Director	Negligible
	Manvendra Singh	10		Promotor group/ Director	Negligible

#### Details of other lock-in

Pursuant to the Regulation 236 and 238 of the SEBI ICDR Regulations, an aggregate of [●]% of the Post-Issue Equity Share Capital held by our Promoters shall be considered as promoters' contribution ("Promoters' Contribution") and locked-in for a period of three years from the date of Allotment. The lock-in of the Promoters' Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

Name of Promoters	Number of Equity Shares locked-in	Date of allotment of Equity Shares and when made fully paid-up	Nature of transaction	Face Value per Equity Share (₹)	Issue / Acquisition price per Equity Share (₹)	Percentage of the pre- Issue paid-up capital (%)	Percentage of the post- Issue paid-up capital (%)	Date up to which Equity Shares are subject to lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
<b>Total</b>	<b>[●]</b>				<b>[●]</b>	<b>[●]</b>	<b>[●]</b>	

The shareholding of the Promoters in excess of 20% of the fully diluted Post-Issue Equity Share capital shall be locked in for a period of one year from the date of Allotment.

Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoters' contribution in terms of Regulation 237 of the SEBI ICDR Regulations.

In this connection, please note that:

The Equity Shares issued for Promoters' contribution do not include (i) Equity Shares acquired in the three immediately preceding years for consideration other than cash and revaluation of assets or capitalisation of intangible assets was involved in such transaction, (ii) Equity Shares resulting from bonus issue by utilisation of

revaluation reserves or unrealised profits of our Company or bonus shares issued against Equity Shares, which are otherwise ineligible for computation of minimum Promoter's contribution.

The minimum Promoter's contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being issued to the public in the Issue.

Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm

As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged.

All the Equity Shares held by our Promoters are in the process of getting dematerialised

The Equity Shares held by any person and locked-in for a period of one year from the date of Allotment in the Issue may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with the Takeover Regulations.

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

Except for the allotment of Equity Shares pursuant to the Issue, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise. 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 currency for acquisitions or participation in such joint ventures.

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 all application moneys have been refunded to the Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, undersubscription etc., as the case may be.

Our Company, our Directors and the Book Running Lead Manager have no existing buy-back arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Issue.

All Equity Shares offered pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

Neither our Company nor any entities forming part of our Promoter Group has issued any equity shares in the past to more than 49 investors in a single issuance of shares or to more than 200 investors in a single financial year, which is in violation of:

- a) Section 67(3) of Companies Act, 1956; or
- b) relevant section(s) of Companies Act, 2013, including Section 42 and the rules notified thereunder; or
- c) the SEBI ICDR Regulations; or
- d) the SEBI (Disclosure and Investor Protection) Guidelines, 2000, as applicable.

As on the date of this Draft Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

There are no outstanding convertible securities or any other right which would entitle any person any option to receive Equity Shares as on the date of this Draft Red Herring Prospectus.

No person connected with the Issue, including, but not limited to, the Book Running Lead Manager, the members of the Syndicate, our Company and Directors shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Investor for making an Application.

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

**Employee stock option schemes**

The Company does not have any employee stock option schemes under which any equity shares of the Company is granted. Accordingly, no Equity Shares have been issued or transferred by our Company pursuant to the exercise of any employee stock options.

There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares as on the date of this Draft Red Herring Prospectus.

## OBJECTS OF THE ISSUE

The Issue comprises of a Fresh Issue of upto 50,00,000 Equity Shares of our Company, for cash at an Issue Price of ₹ [●]/-per Equity Share, aggregating upto ₹ [●] Lakhs.

### Net Proceeds

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

(₹ in lakhs)	
Particulars	Amount
Gross Proceeds of the Issue	[●]
Less: Issue Expenses*	[●]
<b>Net Proceeds**</b>	<b>[●]</b>

\*For details see "Issue Related Expenses" below on page 202

\*\* To be finalised upon determination of the Issue Price and updated in the Prospectus prior to the filing with the RoC.

### Requirements of Funds

Our Company proposes to utilise the Net Proceeds for the following:

1. Funding of working capital requirements of our Company;
2. General Corporate Purposes.

(Collectively, referred to herein as the "Objects")

The main objects clause and the objects incidental and ancillary to the main objects as set out in the Memorandum of Association our Company enable us: (i) to undertake our existing business activities; (ii) to undertake the activities proposed to be funded from the Net Proceeds (including the activities for which the funds earmarked towards general corporate purposes shall be used); (iii) to undertake the activities for which the relevant loans were raised, which are proposed to be prepaid or repaid from the Net Proceeds.

Further, our Company expects to receive the benefits of listing of the Equity Shares on the EMERGE Platform of National Stock Exchange of India Limited ("NSE") including the enhancement of our Company's visibility and brand image among our existing and potential customers as well as vendors and creation of a public market for our Equity Shares in India.

### Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in the manner set forth below:

(₹ in lakhs)	
Particulars	Amount
Funding of working capital requirements of our Company	2,100.00
General Corporate Purposes	[●]
<b>TOTAL</b>	<b>[●]</b>

*The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.*

The requirement and deployment of funds as indicated above are based on our current business plan, internal management estimates, prevailing market conditions and other commercial and technical factors, including interest rates and other charges, and the financing and other agreements entered into by our Company, and have not been appraised by any bank or financial institution. Given the dynamic nature of our business, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions, competitive environment and interest or exchange rate fluctuations and configuration of the project, increase in input costs of construction materials and labour costs, logistics and transport costs incremental preoperative expenses, taxes and duties, interest and finance charges, engineering procurement and construction costs, working capital margin, regulatory costs, environmental factors and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose, at the discretion of our management, subject to compliance with applicable law.

Moreover, if the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the gross proceeds from the Issue in accordance with Regulation 230(2) of the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated amount of the Objects, business considerations may require us to explore a range of options including utilising our internal accruals, general corporate purposes and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned objects, per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in subsequent Fiscals towards the aforementioned Objects.

For further details of factors that may affect these estimates, see "**Risk Factors**" on page 24

### **Means of Finance**

We propose to fund the requirements of the Objects detailed above entirely from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue and existing identifiable internal accruals as required under Regulation 230(1)(e) the SEBI ICDR Regulations.

### **Details of the Objects**

The details in relation to objects of the Issue are set forth herein below:

#### **1. Funding of working capital requirements of our Company**

We propose to utilise ₹2,100.00 Lakhs from the Net Proceeds to fund the working capital requirements of our Company in Fiscal 2024.

We have significant working capital requirements and we fund a majority of our working capital requirements in the ordinary course of business from our existing equity, internal accruals and financing facilities from various banks, financial institutions and non-banking financial companies. As on March 31, 2023, the outstanding amount under the working capital facilities of our Company was ₹ 768.51 Lakhs. For details, please see "**Financial Indebtedness**" beginning on page 137.

In light of the increasing orders, we require working capital to finance the purchase of raw materials and have higher levels of inventories of raw materials before payment is received from customers.

Further, the funding of the incremental working capital requirements of our Company will help to a consequent increase in our profitability and in achieving the proposed targets as per our business plan.

#### **Existing and Estimated Working Capital Requirement**

The details of our Company's working capital requirement for Fiscal 2021, 2022 & 2023, derived from the restated consolidated financial statements, and the sources of funding of the same and estimated working capital requirements for Fiscal 2024 and proposed funding of such working capital requirements are as set out in the table below:

(₹ in lakhs)

Sr. No.	Particulars	As at	As at	As at	As at
		March 31, 2021	March 31, 2022	March 31, 2023	March 31, 2024
		(Actual)	(Actual)	(Actual)	(Estimated)
<b>1</b>	<b>Current Assets</b>				
	(a) Current investments	378.89	394.27	405.77	102.00
	(b) Trade receivables	4316.63	4874.94	5640.06	7240.00
	(c) Cash and Cash equivalents	231.72	65.68	86.34	75.00
	(d) Short-term loans and advances	82.97	13.04	214.28	290.00
	(e) Other current assets	698.06	785.78	1683.28	1870.00
	<b>Total Current Assets (A)</b>	<b>5708.28</b>	<b>6133.72</b>	<b>8029.72</b>	<b>9577.00</b>
<b>2</b>	<b>Current Liabilities</b>				
	(a) Short term borrowings	470.49	590.42	768.51	750.00
	(b) Trade payables	3806.62	3859.59	4945.07	4320.00
	(c) Other current liabilities	0.09	0.10	50.12	65.00
	(d) Short term provisions	240.29	127.94	109.08	125.00
	<b>Total Current Liabilities (B)</b>	<b>4517.49</b>	<b>4578.05</b>	<b>5872.78</b>	<b>5260.00</b>
<b>3</b>	<b>Net Working Capital Requirements (A-B)</b>	<b>1190.79</b>	<b>1555.66</b>	<b>2156.94</b>	<b>4317.00</b>
<b>4</b>	<b>Funding Pattern</b>				
a)	Current Borrowings from Banks, Financial Institutions and Others, Internal Accruals and Equity	<b>1190.79</b>	<b>1555.66</b>	<b>2156.94</b>	<b>2217.00</b>
c)	Proceeds from the Issue				2100.00
	<b>Total</b>	<b>1190.79</b>	<b>1555.66</b>	<b>2156.94</b>	<b>4317.00</b>

Note: As certified by C Sharat & Associates, Chartered Accountants pursuant to their certificate dated September 29, 2023 towards the working capital estimates and working capital projections, as approved by the Board of Directors of our Company pursuant to its resolution dated September 30, 2023.

#### **Holding Period (Number of Days)**

The table below contains the details of holding period (in number of days) for Fiscal 2023, Fiscal 2022 and Fiscal 2021 and the estimated holding period (in days) for the Fiscal 2024 and the assumptions based on which the working plan projections have been made and approved by our Board of Directors:

Particulars	Number of days for the year ended			
	March 31, 2021	March 31, 2022	March 31, 2023	March 31, 2024
	(Actual)	(Actual)	(Actual)	(Estimated)
<b>Current Assets</b>				
Trade Receivables	60	92	101	89
<b>Current Liabilities</b>				
Trade Payables	62	56	69	56

Note: \*As certified by C Sharat & Associates, Chartered Accountants pursuant to their certificate dated September 29, 2023 towards the working capital estimates and working capital projections, as approved



by the Board of Directors of our Company pursuant to its resolution dated September 30, 2023.

The table below sets forth the key assumptions for holding period levels:

S. No.	Particulars	Assumptions
<b>Current Assets</b>		
1.	Trade Receivables	Our Company gives credit facility to its customers in the normal course of business. Our Company had maintained trade receivable days of 60 days for Fiscal 2021, 92 days for Fiscal 2022 and 101 days for Fiscal 2023. Going forward, as the business cycle will improve and to build a long-term sustainable business relationship with customers and to add new customers we are envisaging to support them with credit terms of ~89 days in the Fiscal 2024.
<b>Current Liabilities</b>		
1.	Trade Payables	Our Company receive the credit from Suppliers / Vendors in the normal course of business. The Company had maintained trade payable days of 62 days for Fiscal 2021, 56 days for Fiscal 2022 and 69 days for Fiscal 2023. It is projected to reduce the trade payable days to seek higher margins from the GSA's and is projected to be 56 days for the Fiscal 2024.

## 2. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds, aggregating to ₹ [●] lakhs, towards general corporate purposes and the business requirements of our Company as approved by the Board, from time to time, subject to such amount not exceeding 25% of the Gross Proceeds of the Issue, in compliance with the SEBI ICDR Regulations.

The general corporate purposes for which our Company proposes to utilise Net Proceeds include, without limitation, meeting ongoing general corporate contingencies, strengthening marketing capabilities and brand building exercises, enhancing our technology related infrastructure, strategic initiatives and acquisition and/or funding any shortfall in any of the above mentioned objects. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

In addition to the above, our Company may utilise the Net Proceeds towards other purposes considered expedient and as approved periodically by our Board, subject to compliance with necessary provisions of the Companies Act. Our Company's management shall have flexibility in utilising surplus amounts, if any. Our management will have the discretion to revise our business plan from time to time and consequently our funding requirement and deployment of funds may change. This may also include rescheduling the proposed utilization of Net Proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes.

### Issue Related Expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] lakhs. The expenses of this Issue include, among others, listing fees, selling commission and brokerage, fees payable to the BRLM, Legal Advisor to the Issue, Registrar to the Issue, Escrow Collection Bank(s) and Sponsor Bank to the Issue, processing fee to the SCSBs for processing application forms, brokerage and selling commission payable to Members of the Syndicate, Registered Brokers, CRTAs, SCSBs and CDPs, printing and stationery expenses, advertising and marketing expenses, fee payable to consultants and auditors for deliverables in connection with the Issue and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchange.

All Issue expenses will be borne, upon successful completion of the Issue, by our Company in accordance with applicable law.

The break-up of the estimated Issue expenses are as follows:

(₹ in lakhs)

Particulars	Estimated Expenses <sup>(1)</sup>	As a % of the total estimated Issue Expenses <sup>(1)</sup>	As a% of the total Issue Size <sup>(1)</sup>
Fees payable to the BRLM and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]%	[●]%
Selling Commission/processing fee for SCSBs, Sponsor Bank(s) and Bankers to the Issue and fee payable to the Sponsor Bank for Applications made by RIIs. Brokerage, underwriting commission and selling commission and applying charges for Members of the Syndicate, Registered Brokers, CRTAs and CDPs <sup>(2)(3)(4)(5)(6)</sup>	[●]	[●]%	[●]%
Fees payable to the Registrar of the Issue	[●]	[●]%	[●]%
Fees payable to the other advisors to the Issue/ Company	[●]	[●]%	[●]%
<b>Other Expenses</b>			
a. Listing fees, SEBI fees, Stock Exchange processing fees, ASBA software fees, and other regulatory expenses	[●]	[●]%	[●]%
b. Printing and distribution of Issue Stationery	[●]	[●]%	[●]%
c. Advertising and Marketing Expenses	[●]	[●]%	[●]%
d. Fees payable to the Legal Advisor to the Issue	[●]	[●]%	[●]%
e. Miscellaneous	[●]	[●]%	[●]%
<b>Total estimated Issue expenses</b>	[●]	[●]%	[●]%

\* Issue expenses include goods and services tax, where applicable. Issue expenses will be incorporated at the time of filing of the Prospectus. Issue expenses are estimates and are subject to change.

- (1) To be determined on finalization of the Issue Price and updated in the Prospectus prior to filing with the RoC.
- (2) Selling commission payable to the SCSBs, on the portion for Retail Individual Investors and Non-Institutional Investors which are directly procured and uploaded by the SCSBs, 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.

Further, application charges of ₹ [●] (plus applicable goods and services tax) shall be per valid ASBA Form collected by the Syndicate, RTAs and CDPs (excluding applications made by UPI Applicants using the UPI Mechanism). The terminal from which the Application has been uploaded will be taken into account in order to determine the total application charges. No additional application charges shall be payable to SCSBs on the Application Forms directly procured by them. Selling commission payable to the Registered Brokers on the portion for Retail Individual Applicants, and Non-Institutional Applicants, which are directly procured by the Registered Brokers and submitted to SCSBs for processing, shall be ₹ [●] per valid Application Form (plus applicable goods and services tax)

- (3) No additional uploading/processing charges shall be payable by our Company to the SCSBs on the Applications Forms directly procured by them.

Processing/uploading fees payable to the SCSBs on the portion for Retail Individual Applicants and Non-Institutional Applicants 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 Application Form (plus applicable taxes)
------------------------------------------	----------------------------------------------------------

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

\*For each valid application.

- (4) The Processing fees for applications made by UPI Applicants using the UPI Mechanism would be as follows:

Sponsor Bank(s)*	₹ [●] per valid Application Form (plus applicable taxes) The Sponsor Bank(s) will 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 UPI Applicants 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 the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

- (5) Selling commission on the portion for Retail Individual Applicants (including applications using the UPI Mechanism) and Non-Institutional Applicants 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 applicants by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is applicants by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.

The selling commission and application charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the applicants terminal id as captured in the application Book of 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 Member shall not be able to Bid the Application Form above ₹ 5 lakhs and the same Application Form need to be submitted to SCSB for blocking of the fund and uploading on the Stock Exchange bidding platform. To identify bids submitted by Syndicate / Sub-Syndicate Member 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 applications and NIB applications up to ₹ 5 lakhs will not be eligible for brokerage.

The processing fees for applications made by UPI Applications 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/CIR/P/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 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.*

### **Interim Use of Funds**

Pending utilization for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds in deposits only with one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended. In accordance with Section 27 of the Companies Act 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

### **Bridge Financing Facilities**

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

### **Monitoring of Utilisation of Funds**

Since the Net Proceeds do not exceed ₹ 10,000 lakhs, in terms of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee will monitor the utilisation of the proceeds of the Issue. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchange.

Pursuant to the SEBI Listing Regulations, our Company shall disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Proceeds. Our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee of the Board of Directors, as required under applicable law. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchange on a half-yearly basis, a statement indicating (i) deviations, if any, in the utilisation of the proceeds of the Issue from the objects of the Issue as stated above; and (ii) details of category wise variations in the utilisation of the proceeds from the Issue from the objects of the Issue as stated above.

### **Variation in Objects of the Issue**

In accordance with Sections 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the Objects of the Issue unless our Company is authorised to do so by way of a special resolution of its Shareholders through a postal ballot and such variation will be in accordance with the applicable laws including the Companies Act, 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Postal Ballot Notice**") shall specify the prescribed details and be published in accordance with the Companies Act, 2013. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Tamil, the vernacular language of the jurisdiction where our Registered Office is situated in accordance with the Companies Act, 2013 and applicable rules. Our Promoter will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the Objects, at such price and in such manner, in accordance with Section 13(8) and other applicable provisions of the Companies Act, our Articles of Association, and the SEBI ICDR Regulations. For further details see, "**Risk Factors-The deployment of funds is entirely at our discretion and as per the details mentioned in the chapter titled "Objects of the Issue"**" on page 37.

### **Appraising Entity**

None of the objects of the Issue for which the Net Proceeds will be utilized have been appraised by any

bank or financial institution or other independent agency.

**Other Confirmations**

No part of the Net Proceeds will be utilized by our Company as consideration to the Promoters, members of the Promoter Group, the Directors, our Group Company(ies), our Key Managerial Personnel or our Senior Management Personnel. Our Company has not entered into or is not planning to enter into any arrangement / agreements with the Promoter, members of the Promoter Group, the Directors, our Group Company(ies), our Key Managerial Personnel or our Senior Management Personnel-in relation to the utilization of the Net Proceeds of the Issue. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects as set out above.

## BASIS FOR THE ISSUE PRICE

The Price of [●] per Equity share is determined by our Company in consultation with the Book Running Lead Manager, on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 10/- each and the Issue Price of [●] is [●] times the face value.

Investors should also refer to "*Our Business*", "*Risk Factors*", "*Restated Financial Statement*", "*Management's Discussion and Analysis of Financial Position and Results of Operations*" and "*Other Financial Information*" on pages 95, 24, 137, 179 and 176 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:

- Experienced management team having domain knowledge to scale up and expand into new opportunities.
- Industry experience with strong execution capabilities
- Wide portfolio of services addressing the needs of varied customers across the industry.
- Capture the high growth opportunities in the India Cargo and Logistics industry.
- Experienced promoters and management team.
- Strong Financial Performance.

For more details on quantitative factors, please refer to chapter "*Our Business- Competitive Strengths*" on page 99

### 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 Statement*" on page 137

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 Issue 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	620.46	620.46	3
March 31, 2022	489.06	489.06	2
March 31, 2021	368.76	368.76	1
<b>Weighted Average</b>	<b>534.71</b>	<b>534.71</b>	<b>6</b>

#### 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 Issue Price ₹ [●] per Equity Share:

Particulars	P/E Ratio (number of times)*
Based on Basic and Diluted EPS of ₹ 620.46 for Fiscal 2023	[●]
Based on Weighted Average EPS of ₹ 534.71	[●]

\*To be updated after finalization of the Issue Price.

### Industry Peer Group P/E ratio

Based on the peer company information (excluding our Company) given below in this section:

Particulars	Industry P/E (number of times)
Highest	42.2
Lowest	21.6
<b>Average</b>	<b>31.90</b>

**Notes:**

- (1) The industry high and low has been considered from the industry peer set provided later in this section. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section.
- (2) Tiger Logistics (India) Ltd and AVG Logistics Ltd, which are listed on BSE SME and SME Platform of National Stock Exchange of India Limited respectively, are used considered for Industry Peer Group and the financial information for the respective listed industry peers is sourced from the financial statements of the relevant companies for Fiscal 2023, as available on the websites of the Stock Exchanges.

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

Fiscal Year ended	RoNW (%)	Weight
March 31, 2023	25.87%	3
March 31, 2022	27.23%	2
March 31, 2021	28.06%	1
<b>Weighted Average</b>	<b>26.69%</b>	

**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	2,397.91
As on March 31, 2022	1,796.16
<b>After the Completion of the Issue:</b>	
- At Issue Price	[●]

**Notes:**

- (1) 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

We believe following is our peer group which has been determined on the basis of listed public companies comparable in the similar line of segments in which our Company operates and whose business segment in part or full may be comparable with that of our business, however, the same may not be exactly comparable in size or business portfolio on a whole with that of our business.

Following is the comparison with our peer companies listed in India:

Name of the company	Consolidated/ Standalone	Face value (₹ per share)^	Closing price on September 27, 2023 (₹ per share)	Revenue from Operations (₹ in Lakhs)	EPS (₹)		NAV (₹ per share)	P/E Ratio	RoNW (%)	PAT margin (%)	Market cap to Revenue from operation
					Basic	Diluted					
Eastern Supplychain And Logistics Limited	Standalone	10	N.A.	29,295.74	620.46	620.46	2,397.91	[●]#	25.87%	2.12%	[□]#
<b>PEER GROUP</b>											
Tiger Logistics (India) Ltd	Standalone	10	428.4	43,334.78	21.94	21.94	92.34	19.53	23.76%	5.35%	2.79
AVG Logistics Ltd	Standalone	10	296.35	42,989.51	6.68	6.68	75.71	44.36	8.82%	2.00%	3.16

\*Financial information for our Company is derived from the Restated Financial Statements as at and for the Fiscal 2023.

Source: All the financial information for listed industry peers mentioned above is sourced from the financial statements of the relevant companies for Fiscal 2023, as available on the websites of the Stock Exchanges.

**Notes for peer group:**

1. P/E Ratio has been computed based on the closing market price of equity shares on NSE on June 30, 2023 divided by the Basic EPS as at March 31, 2023.
2. Return on Net Worth (%) = Profit for the year divided by Networth of the Company.
3. NAV is computed as the Networth of the Company divided by the number of equity shares outstanding during the year.
4. #As there were no trading on June 30, 2023, we have considered the earliest preceding date where trading of equity share and closing price is available.

**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 Issue Price.

Key Performance Indicators	(₹ in lakhs except percentages and ratios)		
	March 31, 2023#	March 31, 2022#	March 31, 2021#
Revenue from Operations	29,295.739	27,843.579	25,622.642
Total Revenue	29,315.701	27,858.438	25,644.947
Gross Profit <sup>(1)</sup>	3,130.89	2,785.59	3,007.02
Gross Margin <sup>(2)</sup>	10.69%	10.00%	11.74%
EBITDA <sup>(3)</sup>	<b>909.41</b>	<b>711.42</b>	<b>572.38</b>
EBITDA Margin <sup>(5)</sup>	3.10%	2.55%	2.23%
Profit After Tax for the Year ("PAT")	<b>620.46</b>	<b>489.06</b>	<b>368.76</b>
PAT Margin <sup>(6)</sup>	2.12%	1.76%	1.44%
ROE <sup>(7)*</sup>	25.87%	27.23%	28.06%
ROCE <sup>(4)(8) *</sup>	20.09%	20.73%	22.26%



Key Performance Indicators	March 31, 2023 <sup>#</sup>	March 31, 2022 <sup>#</sup>	March 31, 2021 <sup>#</sup>
Net Debt/ EBITDA <sup>(9)</sup>	0.77	0.77	0.60

<sup>#</sup>As certified by the Independent Auditor vide their certificate dated September 29, 2023.

KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated September 30, 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 Issue Proceeds as per the disclosure made in the section "Objects of the Issue" starting on page 68 of this Draft Red Herring 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:

(₹ in lakhs) (As on March 31, 2023)

Key Performance Indicators	Tiger Logistics (India) Ltd	AVG Logistics Ltd	Eastern Supplychain And Logistics Limited
Revenue from Operations	43,334.78	42,989.51	29,295.739
EBITDA <sup>(1)</sup>	3,271.92	7,773.97	<b>909.41</b>
EBITDA Margin <sup>(3)</sup>	7.43%	18.08%	3.10%
Profit After Tax for the Year	2,319.9	786.67	<b>620.46</b>
PAT Margin <sup>(4)</sup>	5.27%	1.83%	2.12%
ROE <sup>(5)</sup>	5.05	19.65	25.87%
ROCE <sup>(2)(6)</sup>	31.21	0.12	20.09%
Net Debt/ EBITDA <sup>(1)(7)</sup>	Not Ascertainable	1.41	0.77

Source: Annual Reports of the respective companies [www.bseindia.com](http://www.bseindia.com).

<sup>#</sup>As certified by the Independent Auditor vide their certificate dated September 29, 2023.

KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated September 30, 2023.

#### Explanation for the Key Performance Indicators

1. 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.

2. *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.*
3. *EBITDA Margin is calculated as EBITDA as a percentage of Revenue from operations.*
4. *PAT Margin is calculated as profit after tax for the year / period as a percentage of Revenue from operations.*
5. *Return on Equity (ROE) is calculated as profit after tax for the year/period divided by Total Equity.*
6. *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.*
7. *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.*

#### **Explanation for KPI metrics**

<b>KPI</b>	<b>Explanations</b>
Revenue from Operations (₹ in Lakhs)	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 and financial performance of our business.
EBITDA (₹ in Lakhs)	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ in Lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from average shareholders' funds.
RoCE (%)	ROCE provides how efficiently our Company generates earnings from the average 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 Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)), 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 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) **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 Promoter / Promoter Group entities or shareholder(s), not older than 3 years prior to the date of this Draft Red Herring 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 (₹[•])	Cap Price (₹[•])
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity / convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	N.A.	N.A.	N.A.
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity / convertible securities), where promoters / promoter group entities or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of 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 transaction(s) and excluding employee stock options granted but not vested), in a single	N.A.	N.A.	N.A.

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price (₹[●])	Cap Price (₹[●])
transaction or multiple transactions combined together over a span of rolling 30 days.			
Since there were no secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, which are equal to or more than 5% of the fully diluted paid-up share capital of our Company, the information has been disclosed for price per share of our Company based on the last five secondary transactions where promoters /promoter group entities or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of the transaction.	N.A.	N.A.	N.A.

*\*As certified by M/s C Sharat & Associates, Chartered Accountants, by way of their certificate dated September 29, 2023.*

7. **Detailed explanation for Issue Price being [●] price 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.**

[●]\*

*\*To be included on finalization of price band*

8. **Explanation for Issue 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 Issue.**

[●]\*

*\*To be included on finalization of price band*

The Issue price is [●] times of the face value of the Equity Shares. The Issue Price of ₹ [●] 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 24, 95, 179 and 137 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 24 and you may lose all or part of your investment.

## STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

To  
Eastern Supplychain & Logistics Limited,  
55, Adarsh Industrial Estate, Sahar Road,  
Chakala Road, Andheri East,  
Mumbai 400099 (the “Company”)

**Re: Proposed Initial Public Offering of equity shares of face value ₹ 10 each (“Equity Shares”) of Eastern Supplychain & Logistics Limited (the “Company” or the “Issuer” and such offer, the “Issue”)**

Dear Sir(s),

We, **C Sharat & Associates**, (Firm Registration Number: 128593W), Statutory Auditor of the Company, report that the enclosed statement in the **Annexure**, states the possible special tax benefits, available to the Company and its shareholders, under the direct and indirect tax laws presently in force in India, as on the date of this certificate. Several of these benefits are dependent on the Company and its shareholders, fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company or its shareholders face in the future, the Company and its shareholders may or may not choose to fulfil.

### **Management’s Responsibility**

The preparation of the enclosed statement and contents stated therein is the responsibility of the Management of the company.

The Management is also responsible for ensuring that the Company complies with the requirements the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“**ICDR Regulations**”) and other applicable law.

The Management has confirmed that the company does not have any material subsidiaries, either incorporated in India or abroad, in terms of the Regulation 16, Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the company does not have any ‘Policy on Material Subsidiary Companies’.

### **Auditor’s Responsibility**

Pursuant to the requirements of Para (L) of clause (9) of Part A of Schedule VI to SEBI ICDR Regulations, it is our responsibility to obtain limited assurance and conclude as to whether the details provided in the Statement is in accordance with the requirements of the ICDR Regulations as applicable.

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

The benefits discussed in the enclosed **Annexure** cover only special tax benefits available to the company and its shareholders and do not cover any general tax benefits. And are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue. We are neither suggesting nor advising the investor to invest in the Issue based on this statement.

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

- (i) the Company and its shareholders will continue to obtain these benefits in future; or
- (ii) the conditions prescribed for availing the benefits have been/would be met with.

This certificate is for information and for inclusion (in part or full) in the Draft Prospectus (“**DP**”) and the Prospectus (“**Prospectus**”) filed in relation to the Issue (collectively, the “**Issue Documents**”) or any other Issue-related material, and may be relied upon by the Company, the Lead Manager and the Legal Advisors appointed by the Company in relation to the Issue.

We hereby consent to the submission of this certificate as may be necessary to the Registrar of Companies, Maharashtra situated at Mumbai (“**RoC**”), the relevant stock exchanges, any other regulatory authority and/or for the records to be maintained by the Lead Managers and in accordance with applicable law. We hereby consent to this certificate being disclosed by the Lead Managers, 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 defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

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

We have no responsibility to update this report / certificate for events and circumstances occurring after the date of this report.

#### **Restriction on distribution or use**

As discussed above, our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the SEBI ICDR Regulations. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability are in no way changed by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are subject to this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.

We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Issue Documents.

For **C Sharat & Associates**  
Chartered Accountants  
ICAI Firm Registration Number: 128593W

Sd/-

Chintan Sharatchandra Shah  
Partner  
Membership No.:127551  
Place: Mumbai  
Date: 27-09-2023 UDIN:  
23127551BGTRSM2482

## SECTION – IV ABOUT OUR COMPANY

### INDUSTRY OVERVIEW

*Industry publications are prepared based on information as at specific dates and may no longer be current or reflect current trends. The information in this chapter is also derived from extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. The information has not been independently verified by us, the Lead Manager, or any of our or their respective affiliates or advisors. The data may have been re-classified by us for the purposes of presentation.*

*Accordingly, investment decisions should not be based on such information. For additional details, including the disclaimers associated with the Industry Report, see “**Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data**” beginning on page 17 of this Prospectus.*

### GLOBAL ECONOMIC OVERVIEW

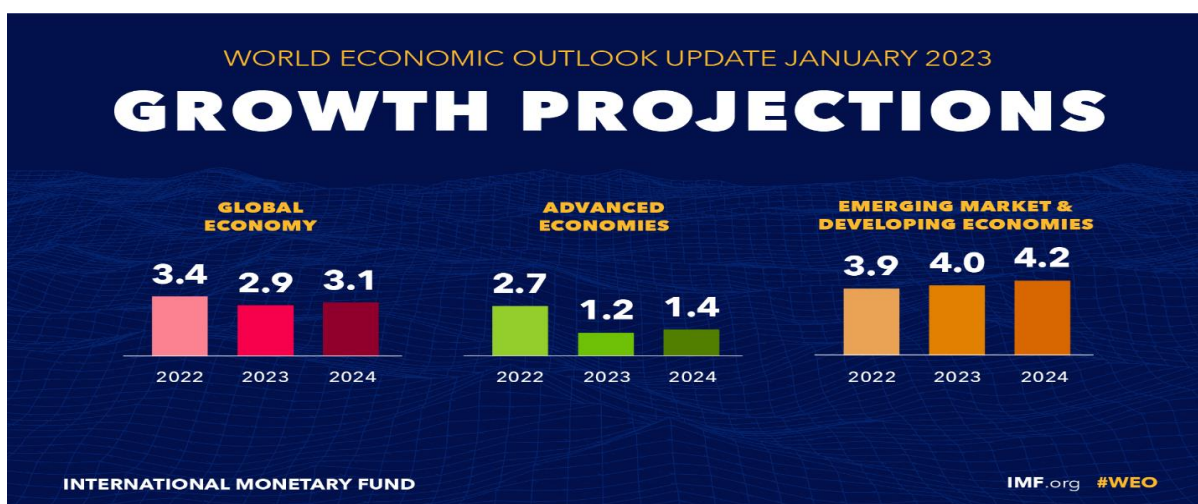
Global growth is projected to fall from an estimated 3.4 percent in 2022 to 2.9 percent in 2023, then rise to 3.1 percent in 2024. The forecast for 2023 is 0.2 percentage point higher than predicted in the October 2022 World Economic Outlook (WEO) but below the historical (2000–19) average of 3.8 percent. The rise in central bank rates to fight inflation and Russia’s war in Ukraine continue to weigh on economic activity. The rapid spread of COVID-19 in China dampened growth in 2022, but the recent reopening has paved the way for a faster-than-expected recovery. Global inflation is expected to fall from 8.8 percent in 2022 to 6.6 percent in 2023 and 4.3 percent in 2024, still above pre-pandemic (2017–19) levels of about 3.5 percent.

The balance of risks remains tilted to the downside, but adverse risks have moderated since the October 2022 WEO. On the upside, a stronger boost from pent-up demand in numerous economies or a faster fall in inflation are plausible. On the downside, severe health outcomes in China could hold back the recovery, Russia’s war in Ukraine could escalate, and tighter global financing costs could worsen debt distress. Financial markets could also suddenly reprice in response to adverse inflation news, while further geopolitical fragmentation could hamper economic progress.

In most economies, amid the cost-of-living crisis, the priority remains achieving sustained disinflation. With tighter monetary conditions and lower growth potentially affecting financial and debt stability, it is necessary to deploy macroprudential tools and strengthen debt restructuring frameworks. Accelerating COVID-19 vaccinations in China would safeguard the recovery, with positive cross-border spillovers. Fiscal support should be better targeted at those most affected by elevated food and energy prices, and broad-based fiscal relief measures should be withdrawn. Stronger multilateral cooperation is essential to preserve the gains from the rules-based multilateral system and to mitigate climate change by limiting emissions and raising green investment.

The global fight against inflation, Russia’s war in Ukraine, and a resurgence of COVID-19 in China weighed on global economic activity in 2022, and the first two factors will continue to do so in 2023. Despite these headwinds, real GDP was surprisingly strong in the third quarter of 2022 in numerous economies, including the United States, the euro area, and major emerging market and developing economies. The sources of these surprises were in many cases domestic: stronger-than-expected private consumption and investment amid tight labor markets and greater-than-anticipated fiscal support. Households spent more to satisfy pent-up demand, particularly on services, partly by drawing down their stock of savings as economies reopened. Business investment rose to meet demand. On the supply side, easing bottlenecks and declining transportation costs reduced pressures on input prices and allowed for a rebound in previously constrained sectors, such as motor vehicles. Energy markets have adjusted faster than expected to the shock from Russia’s invasion of Ukraine.

In the fourth quarter of 2022, however, this uptick is estimated to have faded in most—though not all—major economies. US growth remains stronger than expected, with consumers continuing to spend from their stock of savings (the personal saving rate is at its lowest in more than 60 years, except for July 2005), unemployment near historic lows, and plentiful job opportunities. But elsewhere, high-frequency activity indicators (such as business and consumer sentiment, purchasing manager surveys, and mobility indicators) generally point to a slowdown.



(Source: <https://www.imf.org/en/Publications/WEO/Issues/2023/01/31/world-economic-outlook-update-january-2023>)

## INDIAN ECONOMIC OVERVIEW

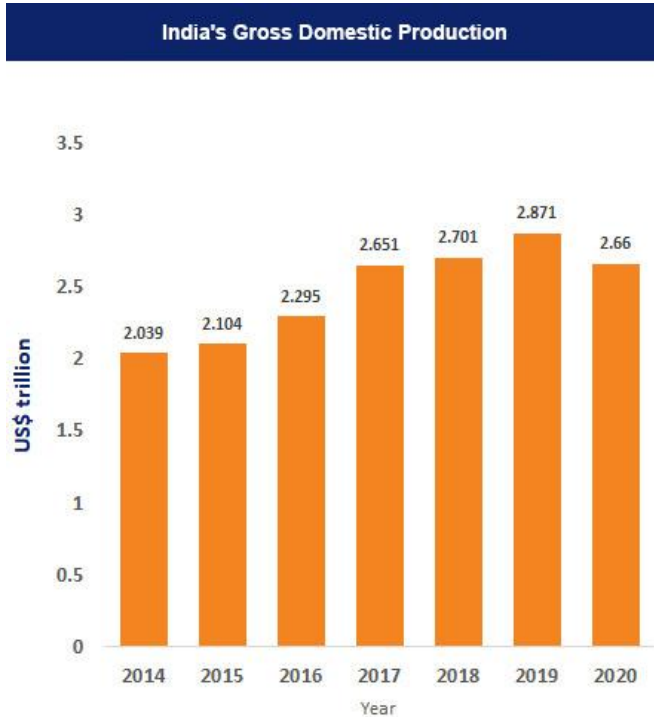
Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2022–23 is currently about 4% higher than its corresponding 2019-20, indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-September 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.



## Market Size



India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy and is planning to achieve 40% of its energy from non-fossil sources by 2030.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at 2.1% of GDP in the first quarter of FY 2022-23.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of

their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, Indian exports are expected to reach US\$ 1 trillion by 2030.

## Recent Developments

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- As of September 21, 2022, India's foreign exchange reserves stood at US\$ 524,520 million.
- The private equity-venture capital (PE-VC) sector investments stood at US\$ 2 billion in September 2022.
- Merchandise exports in September 2022 stood at US\$ 32.62 billion.
- PMI Services remained comfortably in the expansionary zone at 56.7 during April-September 2022
- In September 2022, the gross Goods and Services Tax (GST) revenue collection stood at Rs. 147,686 crore (US\$ 17.92 billion).
- Between April 2020-June 2022, cumulative FDI equity inflows to India stood at US\$ 604,996 million.
- In August 2022, the overall IIP (Index of Industrial Production) stood at 131.3. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 99.6, 131.0 and 191.3, respectively, in August 2022.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 7.41% in September 2022.
- In FY 2022-23, (until October 28, 2022), Foreign Portfolio Investment (FPI) outflows stood at Rs. 58,762 crore (US\$ 7.13 billion).
- The wheat procurement in Rabi 2021-22 and the anticipated paddy purchase in Kharif 2021-22 would include 1208 lakh (120.8 million) metric tonnes of wheat and paddy from 163 lakh (16.7 million) farmers, as well as a direct payment of MSP value of Rs. 2.37 lakh crore (US\$ 31.74 billion) to their accounts.

## **Government Initiatives**

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

- Home & Cooperation Minister Mr. Amit Shah, laid the foundation stone and performed Bhoomi Pujan of Shri Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by the Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for the IT companies and start-ups in both the countries.
- India and Namibia entered into a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (INR) in order to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly-developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on 11 July 2022.
- In June 2022:
  - Prime Minister Mr. Narendra Modi, laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the groundbreaking ceremony of the UP Investors Summit in Lucknow.
  - The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, Handloom & Textiles.
  - The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of biocapsule, an encapsulation technology for bio fertilization on 30 June, 2022.
  - As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
  - The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 lakh crore (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).

- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of AtmaNirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 lakh crore (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2500 crore (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 lakh crore (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 lakh crore (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of an average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt

- Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system and help fuel liquidity and boost the Indian economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY2022-23; it is expected to raise Rs. 4 lakh crore (US\$ 53.58 billion) in the next three years.
  - By November 1, 2021, India and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
  - In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
  - In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
  - In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
  - India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
  - The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

### **Road Ahead**

In the second quarter of FY 2022-23, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2022. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked fifth in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in FY 2022–23 (until August 2022), stood 46.8% higher than the same period last year. The ratio of revenue expenditure to capital outlay decreased from 6.4 in the previous year to 4.5 in the current year, signaling a clear change in favour of higher-quality spending. Stronger revenue generation as a result of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Despite the continued global slowdown, India's exports climbed at the second highest rate this quarter. With a reduction in port congestion, supply networks are being restored. The CPI-C and WPI inflation reduction from April 2022 already reflects the impact. In August 2022, CPI-C inflation was 7.0%, down from 7.8% in April 2022. Similarly, WPI inflation has decreased from 15.4% in April 2022 to 12.4% in August 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

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

### **LOGISTICS INDUSTRY OVERVIEW**

India has been the world's fastest-growing major economy for four of the past five years, due to rising demand for goods and services. The movement of goods across the country and beyond its borders has created economic opportunities for millions of India's citizens.

Today, the logistics sector represents five percent of India's Gross Domestic Product (GDP) and employs 2.2 crore people. India handles 4.6 billion tonnes of goods each year, amounting to a total annual cost of INR 9.5 lakh crore. These goods represent a variety of domestic industries and products: 22 percent are agricultural goods, 39 percent are mining products, and 39 percent are manufacturing-related commodities. Trucks and other vehicles handle most of the movement of these goods. Railways, coastal and inland waterways, pipelines, and airways account for the rest.

Recognising the critical role of the sector in the country's future, the Government of India (GOI) is pursuing a range of actions to improve its logistics performance. These include the development of dedicated rail-based freight corridors, improvements to the capacity and connectivity of coastal and inland water-based shipping. It is

also looking at the buildout of road infrastructure projects such as Bharatmala and the Golden Quadrilateral, and the creation of supportive policies.

As national freight activity grows about five-fold by 2050, India’s freight transport ecosystem has a critical role to play in supporting India’s ambitious priorities. Some of these include international competitiveness, job growth, urban and rural livelihoods, and clean air and environment.

As products are made, they move along a supply chain until they reach the consumer. To move those goods, the logistics sector combines vehicles and warehouses, all of which are selected to efficiently move and process them. The types of vehicles and storage facilities selected are typically based on the type of goods being moved and the distance over which they are being moved. This process of supply chain managers efficiently deploying and using a set of vehicles and warehouses to move goods through the production process to their final use by consumers is critical to the wellbeing of communities and economies.



**Product Supply Chain involves multiple modes of Transport**

The manufacturing and distribution of any product typically involves multiple types of modes. For example, consider a product made in Malaysia, bought by a consumer in India. The raw material may be transported to the processing unit by rail. The finished goods may be shipped overseas on a container vessel, across the country by rail, brought to a distribution centre by a truck and LCV, and finally delivered to the store by a three-wheeled goods vehicle where it is sold to a consumer.

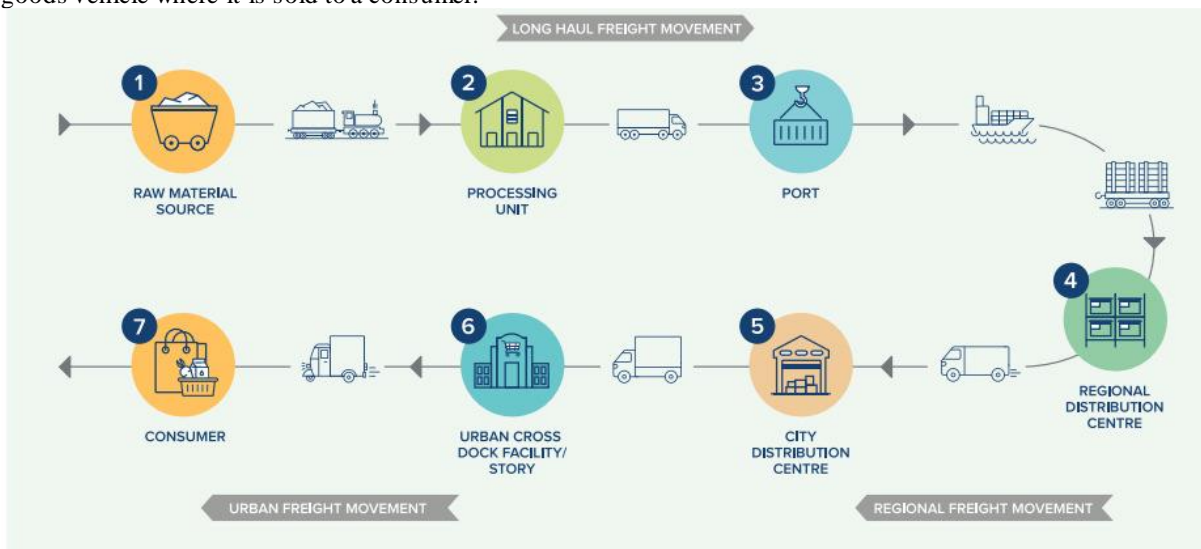
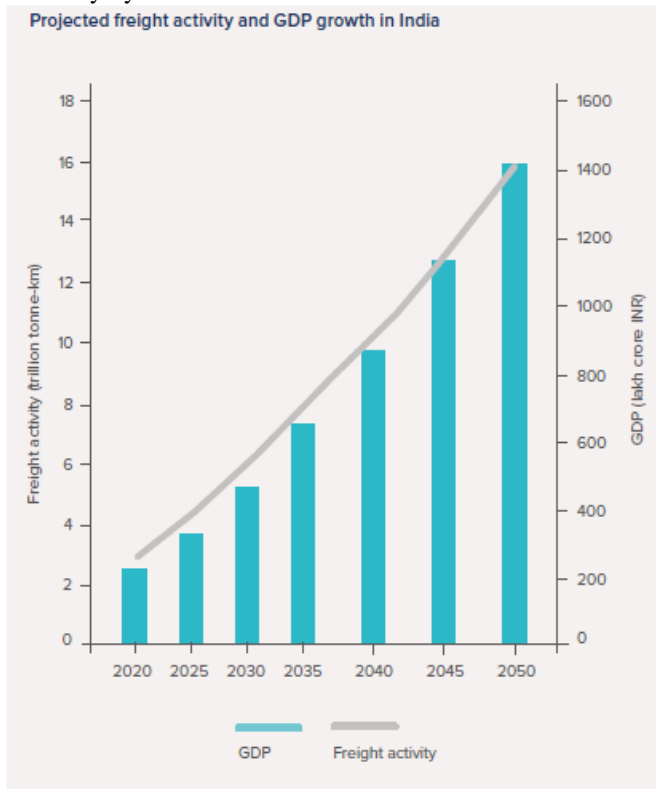


Exhibit 1-1 Supply chain of goods across various modes

## INDIAN LOGISTICS INDUSTRY

India is world's fifth-largest economy in terms of nominal GDP and among the fastest growing major economy world-wide. Efficient logistics ecosystem is considered to act as a catalyst in enhancing the competitiveness of all the sectors of the economy. Thus, improving supply chain efficiencies and reducing logistics costs are fundamental to India capitalizing on this strategic shift and meeting the well-defined aspiration to become a US\$ 5 trillion economy by 2025.




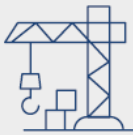




India's logistics sector comprises over 10,000 types of products and has a market size of INR 11 lakh crore. It is expected to grow to a market of INR 15 lakh crore by 2022. Currently, commercial activities in India generate about 4.6 billion tonnes of freight annually, which results in over three trillion tonne-km of transportation demand at a cost of INR 9.5 lakh crore. This demand for freight transport has been rising as the population has grown and standards of living have improved, leading consumers and business to demand and consume more goods.

Between 2015 and 2020, India's GDP grew by 32 percent to 217 lakh crore —making India the sixth largest economy in the world. In the same decade, India's population also increased by 5 percent, while freight demand increased by 28 percent. With rising income levels, higher exports, a rapidly growing e-commerce sector, a growing retail sales market, and a projected GDP growth of seven to eight percent in the next five years, the demand for goods movement is also expected to increase at 7 percent Compound Annual Growth Rate (CAGR). As the demand for goods continues to grow, goods movement is

expected to increase to 15.6 trillion tonne-km in 2050. This activity will spur growth across freight modes, but especially in road-freight transport. This will lead to over three trillion kilometres travelled on Indian roads by freight vehicles in 2050.

To meet this demand, India has been continuously improving its logistics system. India had improved its score on the Logistics Performance Index (LPI), a World Bank tool, commonly used to measure a country's logistics capabilities, from 3.07 to 3.42 between 2007 and 2016. This progress came from improving infrastructure, introducing policies and programmes like Make in India, and incorporating technological and digital improvements in the logistics supply chain. However, work remains to be done. Despite being one of the world's biggest and fastest-growing logistics industries, India's LPI only ranks 44th in the world.

India has a portfolio of policies and supportive market trends that can accelerate the transition to effective, cost-efficient, clean, and safe freight movement.

ENABLING MARKET CONDITIONS			SUPPORTIVE POLICY ENVIRONMENT		
 <b>INDIA'S GROWING IT CAPABILITIES</b>	 <b>EXPERIENCED MANUFACTURING SECTOR</b>	 <b>DYNAMIC MARKET ECONOMY</b>	<b>MAKE IN INDIA</b> Make in India is an initiative to promote domestic manufacturing of products and infrastructure by providing dedicated investments. The initiative aims to reduce India's reliance on other nations for manufacturing capabilities of goods and associated infrastructure. <sup>53</sup>	<b>DIGITAL INDIA</b> Digital India is a flagship programme with a vision to transform India into a digitally empowered society and knowledge economy. The vision of the programme will support the digitisation of the supply chain that can improve logistics efficiency. <sup>54</sup>	<b>LOGISTICS EFFICIENCY ENHANCEMENT PROGRAM (LEEP)</b> LEEP is designed to improve freight transportation efficiency by improving associated cost, transportation time, and logistical practices like goods transferring and tracking through Infrastructure, technology, and process interventions. <sup>55</sup>
 <b>GROWING E-COMMERCE MARKET</b>	 <b>BLOOMING ENTREPRENEURIAL CULTURE</b>	 <b>CULTURE OF INNOVATION</b>	<b>NATIONAL LOGISTICS POLICY (DRAFT)</b> The goal of the National Logistics Policy is to enhance the economic growth of India by making the logistics sector more efficient, seamless, and integrated. It also aims to drive down logistics costs as a share of GDP. <sup>56</sup>	<b>FASTER ADOPTION AND MANUFACTURING OF ELECTRIC VEHICLES (FAME II)</b> FAME II is a subsidy scheme by the GOI to accelerate the manufacturing and uptake of electric vehicles. Policies like FAME II will promote the deployment of EVs and associated charging infrastructure for freight EVs. <sup>57</sup>	<b>BHARAT STAGE (BS) EMISSION NORMS</b> Bharat Stage Emission Norms are emissions standards set by the GOI to reduce criteria pollutant emissions from motor vehicles and improve vehicle efficiency. BS VI has been effective since April 2020. <sup>58</sup>

***The Union Budget announced in 2021 allocated INR 2.3 lakh crore for transport infrastructure***

It has been felt necessary to develop a comprehensive plan to integrate all the existing and proposed development initiatives by way of a National Master Plan wherein various economic zones will be the fulcrum of economic development interconnected with a network of multimodal connectivity infrastructure up to the last mile. With this vision, Hon'ble Prime Minister in his Independence Day speech highlighted that the Government has been targeting an investment of more than INR 100 lakh Crore on infrastructure over the next five years through 'Gati-Shakti' program. Improvement in Logistics is the cornerstone of the Government's push towards achieving Aatma nirbhar Bharat. Various initiatives are being taken by the Central governments to improve logistics ecosystem across the country. Infrastructure development initiatives like Sagarmala, Bharatmala, Dedicated Freight Corridors (DFCs) amongst others are under different stages of implementation. Besides, regulatory and process related reforms like paperless EXIM trade process through E-Sanchit, faceless assessment through Turant Customs and introduction of mandatory electronic toll collection system (FASTag) have contributed to increasing the efficiency of the logistics sector.

The dedicated freight corridors are long distance, high-capacity freight rail routes that are being developed by the GOI for freight movement.

The Sagarmala project focuses on developing waterways transport by improving existing ports and developing Coastal Economic Zones.

The Bharatmala and Golden Quadrilateral projects focus on the development of road highway infrastructure in the country.

The Jal Marg Vikas Project (JMVP) is developed for operations for operations of National Waterway 1 is under progress.

National infrastructure pipeline includes over 7,400 infrastructure projects – INR 30 lakh crore for roads, INR 14 lakh crore for railways, INR 1.4 lakh crore for airports and INR one lakh crore for ports and inland waterways. UDAN scheme aims to establish 100 more airports to improve air connectivity.

Hydrogen Energy Mission is aimed to ramp up the production for green hydrogen used for various end use sectors such as industries and transport.

### ***Global Trade – Better Days Ahead***

The OECD has projected a robust recovery in global growth to 5.7% in 2021 and 4.5% in 2022, helped by strong policy support, deployment of effective vaccines and resumption of economic activities, particularly in the services sector. In its assessment, global GDP has surpassed its prepandemic level. The World Trade Organisation (WTO) is predicting global merchandise trade volume to grow at 10.8% in 2021. Trade in Asia is expected to grow at 14.4%, fastest globally. Having said that, supply-side issues such as semiconductor scarcity, port backlogs may strain supply chains and weigh on trade in particular areas, according to WTO.

Covid-19 pandemic posed significant challenges for supply chains globally. Multiple national lockdowns slowed or even temporarily stopped the flow of raw materials and finished goods, disrupting manufacturing as a result. The pandemic brought to light previously unseen vulnerabilities in the supply chain and is forcing manufacturers everywhere to reassess their supply chains. Overall, it has accelerated and magnified problems that already existed in the supply chain.

Companies are now focusing on making their supply chain strategies more resilient, collaborative, and networked with customers, suppliers, and other stakeholders. There is a shift seen from linear supply chains to more integrated networks connecting many players. With the newly defined objectives of global companies and countries to reduce their supply chain risks in the long term and fix the broken value chains in the short term, India has an exclusive opportunity to emerge as the preferred investment destination going forward.

Exports from India have been rising consistently over the last few quarters, after plummeting for a few months as the outbreak of Covid-19 disrupted global trade. India's merchandise exports in September 2021 were USD 33.44 Bn, an increase of 21.35% over USD 27.56 Bn in September 2020 and an increase of 28.51% over USD 26.02 Bn in September 2019. India's merchandise exports in April-September 2021 were USD 197.11 Bn, an increase of 56.92% over USD 125.61 Bn in April-September 2020 and an increase of 23.84% over USD 159.16 Bn in April-September 2019. Export hit nearly half of this fiscal's export target of USD400 Bn set by the government.

According to experts, India is well placed to increase its exports and become a substitute for China across various product categories or sectors. With robust growth in global trade as estimated by WTO, India is poised to capture larger share of global trade going forward. Recognizing this opportunity, Hon'ble Prime Minister of India, in his address to the nation on 12 May 2020, laid-out his vision of an 'Aatmanirbhar Bharat' and outlined economy, infrastructure, system, demography and demand as the five pillars.

India has been active on the policy front and is paving the way to become the world's most preferred manufacturing hub. The Production Linked Incentive (PLI) scheme is a cornerstone of the Government's push for achieving an Aatmanirbhar Bharat, boost domestic manufacturing and make it globally competitive.

### ***Improving Logistics Competitiveness of India***

India is world's fifth largest economy by nominal GDP and is one of the fastest-growing economies globally. Efficient logistics is the bed rock for a growing economy like India. The reduction in logistics cost could be a key enabler in enhancing the competitiveness of all sectors of the economy. Improving supply chain efficiencies and reducing logistics costs are fundamental to India capitalizing on this strategic shift and meeting the well-defined aspiration to become a USD 5 trillion economy as set by the Hon'ble Prime Minister.

India's logistics cost is estimated to be about 14% of its GDP. For most of the developing countries the cost is in the same range. However, the logistics cost is considerably low for developed countries and it lies within the range of 8-10 percent.

As India march on the economic development path, it needs to focus on addressing issues inhibiting reduction in logistics cost including sub-optimal modal mix, fragmented regulatory/Institutional regime, warehousing and packaging losses, shortage of skilled manpower, sub optimal fleet size and lack of inter-modal terminals.



## OUR BUSINESS

*Some of the information in this section, including information with respect to our business plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read “**Forward-Looking Statements**” on page 18 for a discussion of the risks and uncertainties related to those statements and also “**Risk Factors**”, “**Financial Information**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 24, 137 and 179, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Our Company’s financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Financial Statement, prepared in accordance with Ind GAAP, Companies Act and SEBI Regulations. For further information, see “**Restated Financial Statement**” on page 137 of this Draft Red Herring Prospectus. Additionally, see “**Definitions and Abbreviations**” on page 2 of this Draft Red Herring Prospectus for certain terms used in this section. Unless the context otherwise requires, in this section, references to “**we**”, “**us**” and “**our**” “**our Company**” or “**the Company**” refer to Eastern Supplychain and Logistics Limited*

### BUSINESS OVERVIEW

Our Company is a complete 3PL (third-party logistics) service provider, delivering end-to-end solutions in the logistics and supply chain domain involving air freight, sea transportation, multimodal transport operations (MTO), warehousing and custom clearance services. We provide a total supply chain solution for client’s logistics and freight management requirements and specialises in delivering end-to-end solutions in the logistics and supply chain services to various industries with a primary focus on pharmaceutical logistics, temperature-sensitive cargo, and time-critical deliveries. We serve the specific requirement of our pharmaceutical clients by providing them air cargo services with refrigerated transportation or transportation of pharmaceutical items in insulated boxes with temperature monitoring devices which is periodically calibrated. We have also forayed in providing ocean freight services offering full container load and less than container load, break bulk shipping, customs clearance, port-to-port and door-to-door deliveries, among other ancillary services to our clients.

Over the years, we have nurtured our capabilities and we believe that we also possess requisite expertise in the segment of project logistics where we take care of end-to-end pickup, clearance & delivering for all kinds of heavy and over dimensional cargo. Project cargo is a specialized activity requiring detailed planning, scheduling, and technical expertise.

In order to provide efficient, cost-effective, and coordinated transportation solutions to our clients and optimize the entire supply chain process, our Company has forayed into multimodal transport services to seamlessly integrate different transportation modes, such as road, rail, sea, and air, into a single logistics chain supported by warehousing facility. We also offer our clients, services pertaining to custom clearance. Our representatives are adept at handling and execution of customs brokering, documentation and inland clearance for our clients in a hassle free and convenient manner. Our custom clearance service portfolio also includes custom documentation and other ancillary services.

Our Company is an ISO 9001:2015 Company, headquartered in Mumbai with presence in major cities such as Bangalore, Hyderabad, Chennai, Delhi, Ahmedabad. Our Company is an accredited member of the International Air Transport Association (IATA) and is registered as Multimodal Transport Operators with the Directorate General of Shipping. Our Company is also certified with the World Health Organization – Good Distribution Practices and is member of GDP, IATA, IEC, MTO, MGLM, and is registered as a Consol Agent. In order to comply with the Good Distribution Practice, we constantly endeavour to provide training to our employees and sub-contractor as per the standard operating procedure on Good Distribution Practice.

Our cross-border air and sea cargo operations are supported by a network of service partners and vendors with whom we enter into arrangement that enables us to service client requirements across India and abroad. We believe our business model enables us to provide solutions that enable our customers to leverage our distribution network which optimizes the performance, cost and efficiency of their supply chains, shortening their lead-time to market resulting in lower inventory costs to the customer.

We majorly focus on the air cargo services where we endeavor to provide best possible air freight rates for both air export and import shipments from and to India. We believe that we have established good relationship with reputed airlines to add to our capabilities to handle consignments ranging from small to bulk shipments of pharmaceutical products, temperature-sensitive cargo, and time-critical deliveries to most destinations of the world. Our services feature complete documentation & consular work as well as door-to-door services including customs clearance. Our services depend upon our customer's need for special service, which includes same day, one day and two days delivery services. Our comprehensive hub-and-spoke network provides our clients with access to key transportation centers worldwide. Our all-points international air hubs are connected with other regional hubs located in strategic cities around the world. Our professionally trained representatives provide shipment forwarding and logistical support, as well as real time delivery information regarding the ultimate destination. Our centralized booking service offers direct routings, plus alternative and bypass flights.

We have an experienced and qualified senior management team, which has fostered a culture of innovation, entrepreneurship and teamwork. Many members of our management have several years of experience across diverse industries, including logistics and supply chain management. Our management team is led by our Managing Director, Mr. Nishant Seth, who has over a decade of experience in logistics and aviation business. Members of our management team are well-recognized in the logistics industry. In addition to experience in the transportation and logistics industry, several members of our management team have backgrounds in a variety of disciplines such as finance, operations, IT and consulting. We believe that our management team's comprehensive industry experience and diverse expertise assists us with detailed planning and management of our operations, effective quality control, implementation of our growth strategies and allows us to take advantage of current and future market opportunities. This has also helped us understand the requirements and preferences of, and develop strong relationships with, our clients as well as develop our large network of service partners and vendors. We also believe that this has contributed to the development of our brand over the years. The growth in our business and financial performance in the last few years demonstrates the effectiveness of our management team.

The business of our Company can be segregated into the following business verticals:

- i. **Air Cargo** - Over the years, we have established relationships with global airline carriers, assured competitive rates, transit time, and fixed allocations in every major trade lane. We are also registered with IATA to provide air freight services to our customers through our dedicated team and a 24X7 service assurance, to create unparalleled synergies for business success. Some of the salient features are:
  - Cargo pick-up from the warehouse of the shipper
  - Export clearance at the airport of origin.
  - Import clearance at the airport of destination
  - Safe handling of General cargo / Perishable/temperature sensitive cargo
  - Door-to-Door Express Products
- ii. **Sea Cargo** – We arrange and coordinate all activities for shipping freight, with unique dimensions to remote locations, in and out of India by sea. Wherever shipments need to reach, our innovative solutions bridge the gap between the point of sales and procurement market. Our arrangement with multiple carriers makes us a single-source logistics window for all products moving through the supply chain. We provide our customers with flexible schedules, shipment tracking facilities, purchase order management and space protection during periods of high demand. Our comprehensive and customized solutions help our clients to navigate through the complexities of international shipping. Some of the salient features are:
  - LCL Cargo - Less Than Container Load
  - FCL Cargo - Full Container Load
  - Consolidation of cargo
  - Custom clearance services
  - Pick-up, packing options, delivery, and distribution
  - Complete documentation service
  - Sensitive freight –Perishables/ temperature sensitive cargo
- iii. **Multimodal Transport operations** - We have a Multi-Modal Transport Operator's License for servicing our customer's requirements. By rail or road, our flexible inland transportation services cover both FCL (full container load) and LCL (less than full container load) and help ensure products are collected and delivered to the right place, at the right time. These services are offered under a single entity, having time and cost

benefits. We have over the years developed an expertise for rendering these services effectively. We provide smooth and hassle-free deliveries at worldwide destinations. Some of the salient features are:

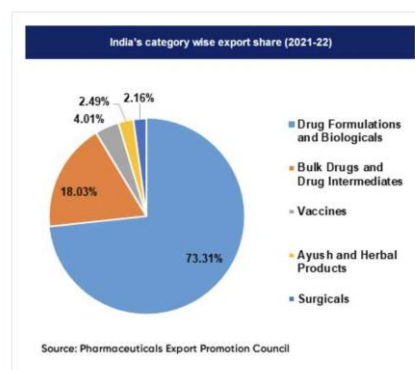
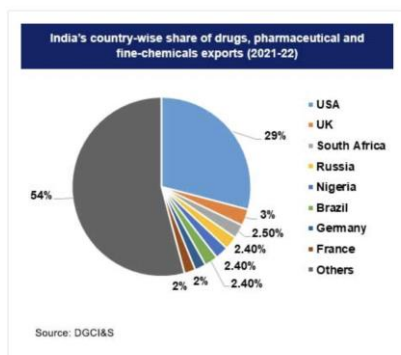
- Multimodal transportation by sea/air/road
- Origin Pickup/Trucking
- Warehousing, if required
- Customs Clearance & Documentation at the origin.
- Origin charges payable like THC, B/L Fee etc.
- Inland trucking, if required.
- Customs Clearing of goods at the destination and Warehousing, if required.
- Door Delivery of the cargo

- iv. **Custom Clearance** - We have entered into an internal arrangement with Eastern Cargo Services(India) Private Limited who have a valid Custom House Agent's License for providing custom clearing services to our customers. We help our customers for customs documentation, carting / receiving goods, inspection of shipments, handling of stuffing & de-stuffing at ports, ICD's and customers warehouse.
- v. **Project Cargo** – We also specialize in handling project cargo that calls for special care, attention, and expertise. Right from the inception to completion, we monitor the project closely involving activities like ocean and land transportation, customs clearance, route survey, documentation, obtaining NOC and other permissions from Government departments, and arranging heavy lift equipment and inland transportation to its ultimate destination.

### Market Opportunity & Investment rationale

The logistics Space in India is approximately 9 Trillion dollar industry which is expected to grow to over a staggering 18 trillion dollar business in the next 6 years. This constitutes and includes air transportation, ocean logistics, transport and trucking, rail movement, etcetera. Approximately 11% is contributed by pharmaceutical exports on worldwide basis. Such large numbers are the result of the constantly improving healthcare industry, and the strong focus of almost all nations towards the healthcare, medical infrastructure, and lifesiences.

Source –<https://www.ibef.org/exports/pharmaceutical-exports-from-india>



### Key Performance Indicator

From the commencement of our business operations, we have witnessed a rise in our revenue from operations and moreover, we have demonstrated profitability with operating performance.

Our key financial performance indicator for Financial Year 2023, Financial Year 2022 and Financial Year 2021 are detailed as below;

Key Performance Indicators	₹ in lakhs except percentages and ratios)		
	March 31, 2023 <sup>#</sup>	March 31, 2022 <sup>#</sup>	March 31, 2021 <sup>#</sup>
Revenue from Operations	29,295.739	27,843.579	25,622.642
Total Revenue	29,315.701	27,858.438	25,644.947
Gross Profit <sup>(1)</sup>	3,130.89	2,785.59	3,007.02
Gross Margin <sup>(2)</sup>	10.69%	10.00%	11.74%
EBITDA <sup>(3)</sup>	<b>909.41</b>	<b>711.42</b>	<b>572.38</b>

Key Performance Indicators	March 31, 2023 <sup>#</sup>	March 31, 2022 <sup>#</sup>	March 31, 2021 <sup>#</sup>
EBITDA Margin <sup>(5)</sup>	3.10%	2.55%	2.23%
Profit After Tax for the Year ("PAT")	<b>620.46</b>	<b>489.06</b>	<b>368.76</b>
PAT Margin <sup>(6)</sup>	2.12%	1.76%	1.44%
ROE <sup>(7)*</sup>	25.87%	27.23%	28.06%
ROCE <sup>(4)(8) *</sup>	20.09%	20.73%	22.26%
Net Debt/ EBITDA <sup>(9)</sup>	0.77	0.77	0.60

<sup>#</sup>As certified by the Statutory Auditor vide their certificate dated September 29, 2023. KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated September 30, 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.

### Explanation for KPI metrics

KPI	Explanations
Revenue from Operations (₹ in Lakhs)	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 and financial performance of our business.
EBITDA (₹ in Lakhs)	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ in Lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from average shareholders' funds.
RoCE (%)	ROCE provides how efficiently our Company generates earnings from the average capital employed in the business.

KPI	Explanations
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.

For further details, please see “*Management Discussion and Analysis of Financial Condition Results of Operations*” and “*Basis for Issue Price*” on page 179 and 76 respectively.

### Operation wise revenue

Our Company’s revenue from operations for Financial Year 2023, Financial Year 2022 and Financial Year 2021 are detailed as below;

Our operations	As on March 31, 2023	As % of Revenue from Operations	As on March 31, 2022	As % of Revenue from Operations	As on March 31, 2021	As % of Revenue from Operations
Air Cargo	16878.99	57.62	15725.56	56.48	20617.53	80.47
Sea Cargo	10187.45	34.77	675.10	24.25	3177.18	12.40
Multimodal Transport operations	1759.03	6.00	1327.30	4.77	1255.678	4.90
Warehousing	304.77	1.04	337.60	1.21	45.59	1.78
Custom Clearance	16.54	0.56	13.28	0.47	11.64	0.45
Project Cargo	0	0.00	3569.92	12.82	0	0.00

## OUR COMPETITIVE STRENGTH

### Integrated, end-to-end logistics services and solutions

Our integrated, end-to-end logistics services focus on creating solutions that address the requirements of our clients. Use of integrated, end-to-end solutions from a single 3PL logistics service provider such as us results in enhanced cost efficiencies for our clients, which encourages them to use our services. We offer a wide range of solutions including transportation, warehousing and other value-added services. Our business development and solutions are dedicated to, and specialize in, designing customized integrated logistics solutions for our clients, which have helped improve service levels, cost, quality, scalability and visibility of our clients’ supply chain. This, along with a combination of our logistics and transportation network and diversified service portfolio, has made it possible for us to attract and retain clients across various industry segments. This integrated approach allows us to exploit network and infrastructure synergies, reduces our dependence on any single business line and also reduces the effect of cyclicity in our customers’ businesses on our operations.

### Existing Client Relationship

We constantly try to address our customer needs relating to various services that we provide. We believe that our existing client relationships help us to get repeat business from our customers. This has helped us maintain a long-term working relationship with our customers and improve our customer retention strategy. Our existing clients are majorly from pharmaceutical industry whom we serve with pharmaceutical logistics, temperature-sensitive cargo, and time-critical deliveries. We serve the specific requirement of our pharmaceutical clients by providing them cargo services with refrigerated transportation or transportation of pharmaceutical items in insulated boxes with temperature monitoring devices which is periodically calibrated. We believe that our existing relationship with our clients represents a competitive advantage in gaining new clients and increasing our business.

### Our existing Network

We believe that we have tapped our markets across the countries by establishing a strong and symbiotic

relationship through our network with international companies through our associate and group companies. In addition, we have also established a strong relationship with the ship lines and air carriers. These Airlines, shipping companies, transporters and other vendors are crucial to our business. By maintaining our existing relationship with these carries we are able to procure space onboard on priority basis and on commercially feasible terms. This network also helps us to negotiate favorable commercial terms and operational advantageous for our clients during high demand and peak load times.

#### **Strong knowledge and expertise of Our management team**

We have an experienced and a qualified management team, which has fostered a culture of innovation, entrepreneurship and teamwork. Many members of our management have several years of experience across diverse industries, including logistics and supply chain management. Our management team is led by our Managing Director, Mr. Nishant Seth, who has over a decade of experience in logistics and aviation business. Members of our management team are well-recognized in the logistics industry. In addition to experience in the transportation and logistics industry, several members of our senior management team have backgrounds in a variety of disciplines such as finance, operations, IT and consulting. We believe that our management team's comprehensive industry experience and diverse expertise assists us with detailed planning and management of our operations, effective quality control, implementation of our growth strategies and allows us to take advantage of current and future market opportunities. This has also helped us understand the requirements and preferences of, and develop strong relationships with, our clients as well as develop our large network of service partners and vendors. We also believe that this has contributed to the development of our brand over the years. The growth in our business and financial performance in the last few years demonstrates the effectiveness of our management team.

#### **OUR BUSINESS STRATEGIES**

##### **Expand our geographical reach by leveraging our position as pharmaceutical logistics Company**

To expand our business, we intend to aggressively penetrate in the domestic and international markets and expand our market presence by expanding our service and distribution network. We will continue to work with domestic and international merchants to grow our cross-border businesses and broaden our service offerings in international markets. We target to further penetrate our existing markets and expand into other regions. Domestically, we also intend to add branches as well as increase the depth of our existing network in key states in due course of time. We plan to drive our international business growth by forming new alliances so that it will account for a meaningful portion of our total revenue. We also aim to expand our business and cover new geographic locations with the help of our marketing team. We intend to cater to the increasing demand of our existing customers by enhancing the distribution and supply reach in different parts of the world. We aim to expand our global presence by enhancing our existing international network and developing new networks.

Our Company realised the market potential for the pharmaceutical logistic industry at an early stage and hence have developed special expertise to handle particular service requirements for the movement of pharmaceutical shipments. with the growth pharma companies in India it's export commodities also expanded exponentially for which the company perfected and mastered the scale of moving specialised products for various pharmaceutical manufacturers. special experience and expertise was brought on board to handle the portfolio including time critical shipments, temperature sensitive medicines, urgent and crucial vaccines, injectable medication requiring specialised 15 degrees to 25 degrees temperature requirement, highly critical pharmacy samples requiring specialised equipment with ambient temperature of 2 degrees to 8 degrees etc. etc.

We continuously strive to expand our business expertise and teams to serve life sciences and pharmaceutical customers. Some of these verticals may be towards building expertise in moving time critical perishable business, purchasing and chartered capacity for quick moving products such as express and Courier for pharma samples business, cool chain, temperature control warehousing, refer storage and movement and many other areas of logistics which may prove helpful in an increasing business portfolio towards this direction.

##### **Focus on large revenue clients by providing integrated, end-to-end solutions and continue to provide additional services to existing clients**

We intend to continue to acquire large revenue clients and provide them with integrated, end-to-end solutions to

address all their logistics requirements. This gives our clients flexibility and scalability in their operations along with cost efficiencies. We expect that focusing on a few clients will allow us to manage and allocate our resources efficiently and enhance our ability to provide customized solutions. We also believe that this approach will result in increased revenues and a higher rate of renewal of contracts and will allow us to continue to grow our business. However, this approach may result in certain dependence on a limited number of clients in certain industry verticals. Additionally, we will also continue to expand our relationships with our existing clients by offering additional logistics services to them.

### Quality Assurance

Our endeavor is in maintaining quality services to our customers with standard operating procedures being put in place for quality and timely service management to our clients. Our company intends to strengthen its service effort by leveraging skills of its employees which will help to increase the sales of the Company and retain customers.

### Reduction of operational costs and achieving efficiency

Apart from expanding business and revenues we have to look for areas to reduce costs and achieve efficiencies in order to remain a cost competitive company. Our focus has been to reduce the operational costs to gain competitive edge.

### Our Client Base

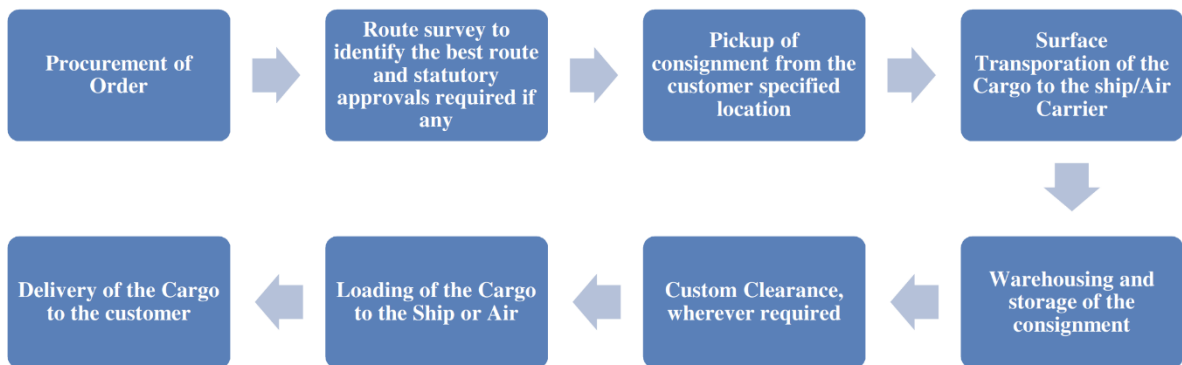
The percentage of revenue from operations derived from our top clients is given below:

*(in ₹ lakhs)*

No.	Particulars	Financial Year 2022-23		Financial Year 2021-22		Financial Year 2020-21	
		Revenue	%	Revenue	%	Revenue	%
1)	Revenue from Top five (5) Clients	26,790.00	91	23,044.78	82.77	24,789.17	96.75
2)	Revenue from Top ten (10) Clients	27439.00	94	26987.00	97.00	25105.00	98.00

*As certified by our Statutory Auditor vide certificate dated 29 September, 2023*

### PROCESS DESCRIPTION (LOGISTIC & WAREHOUSING)



### CAPACITY AND CAPACITY UTILIZATION

Capacity and capacity utilization is not applicable to our company since we are primarily involved in logistics movement and storage activity.

### EXPORT OBLIGATION

As on date, our Company does not have any export obligation.

### COLLABORATIONS/TIE UPS/JOINT VENTURES

As on date, our Company has not entered into any Collaborations/ Tie-Ups/ Joint Ventures.

## **MARKETING STRATEGY**

The efficiency of the marketing and sales network is a critical success factor of our Company. Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. Our team through their relevant experience and good rapport with these customers owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company. We believe our relationship with our customers is strong and established as we receive repeated orders. To retain our customers, our team regularly interacts with them and focuses on gaining an insight into the additional needs of customers. We intend to expand our existing customer base by reaching out to other geographical areas. Our marketing team is ready to take up challenge so as to scale new heights.

## **INSURANCE**

Our Company have not obtained any insurance pertaining to our operations. We rely on the insurance obtained by our clients and third party transportation or storage service provider and thus our insurance coverage may be insufficient to cover all the risks associated with our business and operations and generally do not cover losses from business interruption.

## **INFRASTRUCTURE & UTILITIES: -**

**Materials:** -We are engaged in the business of logistic and storage of cargo and consignment. Over the years we have established healthy relationship with major ship and airline carriers through our market standing and extensive business networks. Being a part of service sector, we don't have any specific material requirements.

**Power:** - Power requirements for our office and warehouse are very limited and are met through state electricity board.


**Water:** - Since we are logistic and storage company our water requirement is minimum.

**Software:** - We have Winsoft cloud-based software to ensure seamless and smooth tracking and documentation from start to end of the shipment. The software assures accuracy and helps build efficiency. The system helps track shipments that ensure an accurate update to customers at every checkpoint within the supply chain system.

## **Human Resource:**

Our Company has a total strength of over 58 Employees and apart from the same, we also employ people on service contract, as may be required for certain works such as guards and security personnel's etc. Our Company is committed towards creating an organization that nurtures talent. We provide our employees an open atmosphere with a continuous learning platform that recognizes meritorious performance. We believe is a people-oriented organization. We believe that people are the most important element in the success of our enterprise. The classification of the Employees as per their qualification and designation is stated below:-

## **Intellectual Property**

As on the date of filing of this Draft Red Herring Prospectus, our Company uses the logo . However, we do not own the same or any other trademark or tradename.

## **IMMOVABLE PROPERTY:**

**Details of our properties are as follows:**

No.	Details of the Properties	Actual Use	Owned/Leased/ License
1)	Unit-55, Adarsh Industrial Estate, Chakala, Sahar Road, Andheri East, Mumbai - 400099	Office Premises	License



No.	Details of the Properties	Actual Use	Owned/Leased/ License
2)	Unit-26 and 60, Adarsh Industrial Estate, Chakala, Sahar Road, Andheri East, Mumbai - 400099	Office Premises	License
3)	Unit-26 and 60, Adarsh Industrial Estate, Chakala, Sahar Road, Andheri East, Mumbai - 400099	Office Premises	License
4)	G4, Summit Business Park, Chakala, Anheri East	Office Premises	Owned
5)	304, Connection Point Building, Old Airport Road, Cafe Juice Shop, Konena Agrahara, Bengaluru, Bengaluru Urban, Karnataka, 560017	Office Premises	License
6)	23/179/4, NEAR ING VYSA YA, MADHURANAGAR, SHAMSHABAD, HYDERABAD, Hyderabad, Telangana, 501218	Office Premises	License
7)	A-150-151, Road No 4, Gali No 9, Mahipalpur Ext. new Delhi - 110037	Office Premises	License
8)	H-108, NEAR SACHIN TOWERS, 100FT. RING ROAD, SATELLITE, AHMEDABAD, Ahmedabad, Gujarat, 380015	Office Premises	License
9)	22, Vembuli Amman Koil Street, Palavanthangal, Chennai – 600 114	Office Premises	License
10)	388, 5 <sup>th</sup> Floor, CTS No. E/274, E/275 and E/276 of Village Bandra Linking Road, Khar West, Mumbai 400052	Guest House	License

## KEY REGULATIONS AND POLICIES IN INDIA

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled “Government and Other Approvals” on page 190 of this Draft Red Herring Prospectus -*

### **Key Legislations Applicable to our Business**

#### ***The Carriage by Air Act, 1972 (the “Air Carriage Act”)***

The Air Carriage Act, and the rules framed thereunder, were enacted to regulate domestic and international carriage of passengers and goods by air. The Air Carriage Act inter alia sets out the liability of a consignor for all damages suffered by the carrier or the cargo freight on account of misstatements relating to the freight made by the consignor. The Air Carriage Act requires every consignor to provide accurate statements relating to the weight, dimensions, and packaging of goods while transporting a consignment by air.

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

The Indian Carriage of Goods by Sea Act, 1925 is an important piece of legislation in India that governs the rights and liabilities of parties involved in the carriage of goods by sea. This act was enacted to adopt the rules and regulations laid down in the Hague Rules, which were established in 1924 during the International Convention for the Unification of Certain Rules of Law Relating to Bills of Lading, commonly known as the Hague Rules. The Act outlines the responsibilities and obligations of the carrier, which include ensuring the seaworthiness of the vessel, properly handling the cargo, and delivering the goods in the same condition as received (subject to certain exceptions).

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

The Multimodal Transportation Act defines ‘multimodal transport’ as the “carriage of goods by at least two different modes of transport, under a multimodal transport contract, from a place of acceptance of goods in India to a place of delivery of such goods outside India.” A multimodal transport is governed by a transport contract, which, inter alia, sets out the liability of a multimodal transport operator to perform, or procure the performance of, multimodal transportation against payment of freight. The Multimodal Transportation Act allows a person to provide multimodal transportation services on obtaining a certificate of registration, which is valid for a period of three years. A multimodal transport operator is liable for losses resulting from (a) any loss of, or damage to, the consignment or delay in delivery of the consignment and (b) any consequential loss or damage arising from such delay, where such loss, damage or delay in delivery took place while the consignment was in the charge of the multimodal transport operator.

### **Corporate and Commercial Laws**

#### **The Companies Act, 2013**

The Companies Act primarily regulates the formation, financing, functioning, and restructuring of separate legal entity as companies. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial, and managerial aspects of companies. The provisions of the Act state the eligibility, procedure, and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law lays down transparency, corporate governance, and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

### **Competition Act, 2002**

The Competition Act, 2002 came into effect on June 1, 2011, and has been enacted to “prohibit anti-competitive agreements, abuse of dominant positions by enterprises” and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act. The Act prohibits Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is likely to have an appreciable adverse effect on competition in India.

### **Indian Contract Act, 1872**

Indian Contract Act codifies the way we enter into a contract, execute a contract, implementation of provisions of a contract and effects of breach of a contract. The Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced as amended from time to time. It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them. It is the essential Act which is being used for each and every commercial transaction.

### **Negotiable Instruments Act, 1881**

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honored by their bankers and returned unpaid. Section 138 of the Act creates statutory offence in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

### **The Registration Act, 1908 (“Registration Act”)**

The Registration Act was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

### **Indian Stamp Act, 1899 (the “Stamp Act”)**

Under the Indian Stamp Act, 1899, stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title, or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

### **The Arbitration and Conciliation Act, 1996**

This Act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration, and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. The main objectives of the Act is to comprehensively cover international and commercial arbitration and conciliation as also domestic arbitration and conciliation, to make provision for an arbitral procedure which is fair, efficient and capable of meeting the needs of the specific arbitration, to provide that the arbitral tribunal gives reasons for its arbitral award, to ensure that the arbitral tribunal remains within the limits of its jurisdiction, to minimise the supervisory role of courts in the arbitral process, to permit an arbitral tribunal to use mediation, conciliation or other procedures during the arbitral proceedings to encourage settlement of disputes, to provide

that every final arbitral award is enforced in the same manner as if it were a decree of the court, to provide that a settlement agreement reached by the parties as a result of conciliation proceedings will have the same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal and to provide that, for purposes of enforcement of foreign awards, every arbitral award made in a country to which one of the two International Conventions relating to foreign arbitral awards to which India is a party applies, will be treated as a foreign award.

### **The Insolvency and Bankruptcy Code, 2016 (the “Code”)**

The Insolvency and Bankruptcy Code, 2016 cover Insolvency of companies, Limited Liability partnerships (LLPs), unlimited liability partnerships, and individuals. The IBC 2016 has laid down a collective mechanism for resolution of insolvencies in the country by maintaining a delicate balance for all stakeholders to preserve the economic value of the process in a time bound manner. The code empowers any creditor of a Corporate Debtor (CD), irrespective of it being a Financial Creditor (FC) or Operational Creditor (OC) or secured or unsecured creditor, or the Corporate Debtor itself, to make an application before the Adjudicating Authority (AA) to initiate Corporate Insolvency Resolution Process (CIRP) against a Corporate Debtor, at their discretion, in the event of there being a default by the Corporate Debtor in payment of their dues for an amount as specified from time to time. On initiation of the Said CIRP, a resolution to be sought for the company within a time bound time period of 180 days otherwise it is put on liquidation.

### **Other Relevant Legislations**

#### ***The Customs Act, 1962 (“Customs Act”)***

The provisions of the Customs Act apply at the time of import or export of goods. Under the Customs Act, the Central Board of Excise and Customs (“CBEC”) is empowered to appoint, by notification, inter alia, ports or airports as customs ports or customs airports and places as the Inland Container Depot. Any person importing or exporting any goods is required to get themselves registered under the Customs Act and obtain an Importer Exporter Code number. The Customs Act, among others, also permits the exporter to self-seal the export goods and export them from all custom stations /ports across the country.

#### ***Motor Vehicles Act, 1988 (the “Motor Vehicles Act”)***

The Motor Vehicles Act and the rules prescribed thereunder regulate all aspects of motor vehicles in India, including special provisions relating to state transport undertakings, insurance, liabilities, offences and penalties. Accordingly, the Motor Vehicles Act places a liability on every owner of, or person responsible for, a motor vehicle to ensure that every person who drives a motor vehicle holds an effective driving license. Further, the Motor Vehicles Act requires that an owner of a motor vehicle bear the responsibility of ensuring that the vehicle is registered in accordance with the provisions of the Motor Vehicles Act and that the certificate of registration of the vehicle has not been suspended or cancelled. Further, the Motor Vehicles Act prohibits a motor vehicle from being used as a transport vehicle unless the owner of the vehicle has obtained the required permits authorizing him/her to use the vehicle for transportation purposes.

### **Shops and Establishments Legislations**

Under the provisions of local shops and establishments legislations applicable in different states, commercial establishments are required to be registered. Such legislations regulate the working and employment conditions of workers employed in shops and commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

#### ***The Micro, Small and Medium Enterprises Development Act, 2006 r/w Industries (Development and Regulation) Act, 1951 (“MSMED Act”)***

The Act provides for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. The Central Government is empowered to classify by notification, any class of enterprises including *inter alia*, a company, a partnership, firm or undertaking by whatever name called, engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the

Industries (Development and Regulation) Act, 1951 as: (i) a micro enterprise, (ii) a small enterprise, or (iii) a medium enterprise, as per criteria mentioned in the said Act. The MSMED Act, *inter alia*, stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

***The Legal Metrology Act, 2009 (the “Legal Metrology Act”) and the Legal Metrology (Packaged Commodities) Rules, 2011 (the “Packaged Commodity Rules”)***

The Legal Metrology Act, 2009 came into force on March 1, 2011. The Legal Metrology Act provides that the units of weights and measures must be in accordance with the metric system based on the international system of units, and prohibits quotations made otherwise. The Legal Metrology (General) Rules, 2011, which came into force on April 1, 2011, also provide the detailed specifications of standard weights and measures and the standard equipment. The Legal Metrology Act regulates the trade and commerce in weights and measures, and provides for the appointment of a director, controller and other legal metrology officers, and empowers them to undertake inspection or forfeiture to ensure compliance with its provisions. The Legal Metrology Act provides for imposition of penalty on use of non-standard, or unverified weights and measures, and for making any transaction, deal or contract in contravention of the standards of weights and measures. The Legal Metrology Act allows companies to nominate a person who will be held responsible for the breach of provisions of this legislation. The Legal Metrology (General) (Amendment) Rules, 2021 provide that every weight that is to be used in a transaction or for the protection of living beings shall be verified and stamped by a legal metrology officer periodically. The amendment also provides for a procedure to avoid double stamping in case such weights or measures are sent from one State to another.

The Packaged Commodities Rules were framed under Sections 52(2)(j) and (q) of the Legal Metrology Act and lay down specific provisions applicable to packages intended for retail sale, wholesale and for export and import. A “pre-packaged commodity” means a commodity which without the purchaser being present is placed in a package of a pre-determined quantity. The Packaged Commodities Rules provide that it is illegal to manufacture, pack, sell, import, distribute, deliver, offer, expose or possess for sale any pre-packaged commodity unless the package is in such standard quantities or number and bears thereon such declarations and particulars as prescribed. Further, all pre-packaged commodities must conform to the declarations provided thereon as per the requirement of Section 18(1) of the Legal Metrology Act and no pre-packaged commodity shall be packed with error in net quantity beyond the limit prescribed in the first schedule of the Packaged Commodity Rules.

***The Information Technology Act, 2000 (the “IT Act”)***

The IT Act creates liability on a body corporate which is negligent in implementing and maintaining reasonable security practices and procedures, and thereby causing wrongful loss or wrongful gain to any person, while possessing, dealing or handling any sensitive personal data or information in a computer resource owned, controlled or operated by it but affords protection to intermediaries with respect to third party information liability. The IT Act also provides for civil and criminal liability including compensation, fines and imprisonment for various computer related offences. These include offences relating to unauthorized access to computer systems, damaging such systems or modifying their contents without authorization, unauthorized disclosure of confidential information and committing fraudulent acts through computers. In April 2011, the Department of Information Technology under the then Ministry of Communications and Information Technology notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (the “IT Personal Data Protection Rules”) under Section 43A of the IT Act and notified the Information Technology (Intermediaries Guidelines) Rules, 2011 and Information Technology (Reasonable security practice and procedure and sensitive personal data or information) Rules, 2021 (the “IT Intermediaries Rules”) under Section 79(2) of the IT Act. The IT Personal Data Protection Rules prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data. The IT Intermediaries Rules require persons receiving, storing, transmitting or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under the Intermediaries Rules and to disable such information after obtaining knowledge of it.

### ***The Consumer Protection Act, 1986 (the “COPRA”)***

The COPRA provides for the protection of the interests of consumers and the settlement of consumer disputes. The COPRA sets out a mechanism for consumers to file complaints against, inter alia, service providers in cases of deficiencies in services, unfair or restrictive trade practices and excessive pricing. The terms “defect” and “deficiency” are broadly defined and cover any kind of fault, imperfection or shortcoming in the quality, quantity, potency, purity or standard. A three-tier consumer grievance redressal mechanism has been implemented pursuant to the COPRA at the national, state and district levels. If the allegations specified in a complaint about the services provided are proved, the service provider can be directed to inter alia remove the deficiencies in the services in question, return to the complainant the charges paid by the complainant and pay compensation, including punitive damages, for any loss or injury suffered by the consumer. Non-compliance with the orders of the authorities may attract criminal penalties in the form of fines and/or imprisonment.

### **Labour and Employment Legislations**

#### **Minimum Wages Act, 1948**

The State Governments may stipulate the minimum wages applicable to a particular industry. The minimum wages generally consist of a basic rate of wages, cash value of supplies of essential commodities at concession rates and a special allowance, the aggregate of which reflects the cost of living index as notified in the Official Gazette. Workers are to be paid for overtime at overtime rates stipulated by the appropriate State Government. Any contravention may result in imprisonment of up to six months or a fine of up to Rs. 500.

#### **Payment of Wages Act, 1936**

The Payment of Wages Act applies to the persons employed in the factories and to persons employed in industrial or other establishments where the monthly wages payable to such persons is less than Rs. 10,000/-. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

#### **Employees’ Compensation Act, 1923**

The Employee’s Compensation Act, 1923 has been enacted with the objective to provide for the payment of compensation by certain classes of employers to their workmen or their survivors for industrial accidents and occupational diseases resulting in the death or disablement of such workmen. The Act makes every employer liable to pay compensation in accordance with the Act if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by an accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the Act within one month from the date it falls due, the Commissioner may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

#### **The Employees State Insurance Act, 1948 (“ESI”)**

All the establishments to which the Employees State Insurance Act applies are required to be registered under the Act with the Employees State Insurance Corporation. The Act applies to those establishments where 20 or more persons are employed. The Act requires all the employees of the factories and establishments to which the Act applies to be insured in the manner provided under the Act. Further, employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the ESI department.

#### **Payment of Gratuity Act, 1972**

Gratuity is a lump sum payment made by an employer as the retiral reward for his past service when his employment is terminated. The provisions of the Act are applicable on all the establishments in which ten or more employees were employed on any day of the preceding twelve months and as notified by the government from time to time. The Act provides that within 30 days of opening of the establishment, it has to notify the controlling authority in Form A thereafter whenever there is any change in the name, address or in the change in the nature of the business of the establishment a notice in Form B has to be filed with authority. An employee who has been

in continuous service for a period of five years will be eligible for gratuity upon his retirement, superannuation, death, or disablement. The maximum amount of gratuity payable shall not exceed Rs. 3.50 Lakhs. Further, every employer has to obtain insurance for his liability towards gratuity payment to be made under payment of Gratuity Act 1972, with Life Insurance Corporation or any other approved insurance fund.

#### **Payment of Bonus Act, 1965**

The Payment of Bonus Act, 1965 is applicable to every establishment employing 20 or more employees. Under the said Act an employee in a factory who has worked for at least 30 working days in a year is eligible to be paid a bonus. This Act provides for a minimum bonus of 8.33 percent of wages. The salary limited fixed for eligibility purposes is Rs. 3,500 per month and the payment is subject to the stipulation that the bonus payable to employees drawing wages or salary not exceeded Rs. 10000 per month would be calculated as if their salary or wages is Rs. 3,500 per month. The Central Government is the appropriate authority in respect of the industries /establishments for which it is appropriate Government under the Industrial Disputes Act, 1947. Annual Return in the prescribed form (FORM D) within 30 days of payment of the bonus to the Inspector.

#### **The Employees Provident Fund and Miscellaneous Provisions Act, 1952 (“EPF Act”) and the schemes formulated there under (“Schemes”)**

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed, and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

#### **The Maternity Benefit Act, 1961**

The purpose of Maternity Act 1961 is to regulate the employment of pregnant women and to ensure that they get paid leave for a specified period during and after their pregnancy. It provides *inter alia* for payment of maternity benefits, medical bonus and enacts prohibition on dismissal, reduction of wages paid to pregnant women etc. It applies in the first instance, to every establishment being a factory, mine or plantation including any such establishment belonging to Government and to every establishment wherein persons are employed for the exhibition of equestrian, acrobatic and other performances.

#### **Code of Wages, 2019**

The Code aims to consolidate the laws relating to wages and bonus and matters connected therewith or incidental thereto. It received the assent of President of India on August 08, 2019. The Code contains the procedure for fixing minimum wage, limit for fines and deductions in wages, minimum and maximum bonus, calculation of allocable and available surplus, as well as gender neutral consideration in fixing wages. The Code has given the power to Central Government to fix a “floor wage” and the State governments cannot fix any minimum wage less than the “floor wage”. It amalgamates and subsumes four imperative labour laws - the Payment of Wages Act, 1936; the Minimum Wages Act, 1948; the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The date of implementation of the Code is yet to be notified.

#### **The Code on Social Security, 2020**

This Code received the assent of President of India on September 28, 2020, though the implementation of the same is yet to be notified. The Code aims to provide better social security benefits such as provident fund, insurance, and gratuity to workers. It extends the reach of the Employees' State Insurance Corporation and the Employees' Provident Fund Organization (which regulate benefits such as provident fund, insurance, pension, etc.) to the workers in the unorganized sector and the platform and gig workers. The Code further stipulates gratuity benefit for fixed term employees without any condition for a minimum service period as envisaged under the current regime. The Code subsumes nine (9) labour laws relating to social security, namely, the Employees'

Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Cine-Workers Welfare Fund Act, 1981, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers Social Security Act, 2008.

### **The Industrial Relations Code, 2020**

This Code received the assent of President of India on September 28, 2020, though the implementation of the same is yet to be notified. The Code aims to streamline the laws regulating industrial disputes and trade unions in India. For the benefit of the employers, the Code has introduced various aspects such as increasing the threshold of workers to three hundred (300) for obtaining the consent of the concerned government in case of lay off, retrenchment or closure of the establishment, notice of change not required to be given subject to the conditions stipulated in the Code, increasing the wage threshold to Rs. 18,000 for exclusion from the definition of worker, etc. The Industrial Relations Code also introduces the concept of deemed certification of standing orders. The Code subsumes three labour laws relating to industrial relations, namely, the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

### **Occupational Safety, Health, and Working Conditions Code, 2020 (“OSH Code”)**

The Occupational Safety, Health, and Working Conditions Code, 2020 is one of three new labor codes that will consolidate the bulk of labor legislation in India and streamline labor compliance besides expanding the social security net for workers. This Code received the assent of President of India on September 28, 2020, though the implementation of the same is yet to be notified. Rules to implement the Code are expected to be finalized in the next few weeks. New establishments covered by the OSH Code must register themselves (within 60 days of commencement of the Code) with registering officers appointed by the appropriate government. Establishments already registered under any other federal law will not be required to register again. Every employer is directed to undertake the following obligations by the OSH Code:

- Ensure that the workplace is free from hazards can cause injury or occupational disease to the employees and comply with the OSH Code and the government’s directions on the same;
- Provide free annual health examination or testing, free of cost, to certain classes of employees;
- Provide and maintain, as reasonably practical, a working environment that is safe and without risk to the health of the employees;
- Issue letters of appointments to employees; and
- Ensure that no charge is levied on any employee for maintenance of safety and health at workplace, including the conduct of medical examination and investigation for the purpose of detecting occupational diseases.

Further, the Code directs employers with respect to factories, mines, dock work, building and other construction work, or plantations to ensure: (i) safety arrangements in the workplace and absence of risk to health in connection with the use, storage, and transport of articles and substances; (ii) provision of such information, instruction, training, and supervision as are necessary to ensure the health and safety of all employees at work, etc. This Code shall subsume more than 10 labour laws including Factories Act 1948, Contract Labour Act 1970, and Mines Act 1952.

### **Apprentices Act, 1961**

The Apprentices Act was enacted in 1961 for imparting training to apprentices i.e., a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. Every employer shall make suitable arrangements in his workshop for imparting a course of practical training to every apprentice engaged by him in accordance with the programme approved by the apprenticeship adviser. The central apprenticeship adviser or any other person not below the rank of an assistant apprenticeship adviser shall be given all reasonable facilities for access to each apprentice with a view to test his work and to ensure that the practical training is being imparted in accordance with the approved programme.



### **Child Labour (Prohibition and Regulation) Act, 1986**

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act, the employment of child labour in the building and construction industry is prohibited.

### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”)**

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides for the protection of women at workplace and prevention of sexual harassment at workplace. The Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours or making sexually colored remarks, showing pornography or any other unwelcome physical, verbal, or non-verbal conduct of sexual nature. The Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e., a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000/- (Rupees Fifty Thousand Only).

### **Environment Protection Legislations**

#### **Environment Protection Act, 1986 (“Environment Act”)**

The Environment Act provides a framework for the coordination of activities of various state and central authorities established under previous environmental laws by the Central Government. The Environment Act states that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of prescribed standards. Further, it empowers the Central Government to make rules for various purposes, including prescribing as below:

- (i) the standards of quality of air, water, or soil for various areas;
- (ii) the maximum allowable limits of concentration of various environmental pollutants for different areas;
- (iii) the procedures and safeguards for the prevention of accidents which may cause environmental pollution and remedial measures for such accidents.

#### **Environment (Protection) Rules, 1986 (“Environment Rules”)**

The Environment Rules were notified by the Central Government, in exercise of its powers under the Environment Act. Pursuant to the Environment Rules, every person who carries on an industry, operation or process requiring consent under Water (Prevention and Control of Pollution) Act, 1974 or Air (Prevention and Control of Pollution) Act, 1981, shall submit to the concerned Pollution Control Board (“PCB”) an environmental statement for that financial year in the prescribed form.

#### **The Noise Pollution (Regulation & Control) Rules 2000 (“Noise Regulation Rules”)**

The Noise Regulation Rules regulate noise levels in industrial, commercial, and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. The penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act, 1986.

#### **Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)**

The Air Act mandates that any individual, industry or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions, obtains consent from the PCB prior to commencing any activity. The consent

may be conditional on certain specifications like installation of pollution control equipment.

#### **Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”)**

Under the provisions of the Water Act, any individual, industry or institution discharging industrial or domestic wastewater or establishing any treatment or disposal system or the using of any new or altered outlet for the discharge of sewage is required to obtain the consent of the applicable state PCB, which is empowered to establish standards and conditions that are required to be complied with. The consent to operate is granted for a specific period after which the conditions stipulated at the time of granting consent are reviewed by the state PCB. Even before the expiry of the consent period, the state PCB is authorized to carry out random checks on any industry to verify if the standards prescribed are being complied with by the industry. In the event of non-compliance, the state PCB after serving notice to the concerned industry may withdraw water supply to the industry or cause magistrates to pass injunctions to restrain such polluters.

#### **Hazardous and other Wastes (Management and Trans boundary Movement) Rules, 2016 (“HW Rules”)**

The HW Rules impose an obligation on every occupier of an establishment generating hazardous waste to recycle or reprocess or reuse such wastes through a registered recycler or to dispose of such hazardous wastes in an authorized disposal facility. Every person engaged, *inter alia*, in the generation, processing, treatment, package, storage and disposal of hazardous waste is required to obtain an authorization from the relevant state PCB for collecting, recycling, reprocessing, disposing, storing, and treating the hazardous waste. The new HW Rules as compared to the Rules of 2008 have enlarged the scope of regulated wastes by including ‘other wastes’ in its ambit. Other wastes include Waste tyre, paper waste, metal scrap, used electronic items, etc. and are recognized as a resource for recycling and reuse. These resources supplement the industrial processes and reduce the load on the virgin resource of the country.

#### **Fire Safety Legislations**

Fire safety legislations enacted by several states in India provide for, amongst other things, the establishment of state fire services departments in respective State. Under these laws, owners of certain premises or certain class of premises, which are used for purposes which may cause a risk of fire, are required to obtain an approval from the relevant authority of such fire services department. Owners are further required to implement adequate fire prevention and safety measures and appoint a fire safety officer for inspection of premises from time to time, as may be prescribed under applicable law. Further, restrictions have been imposed on the working of high-risk premises in case these approvals are not acquired or for other violations of the provisions of the fire safety laws.

#### **Intellectual Property Laws**

##### **The Trademarks Act, 1999 (“Trademarks Act”)**

Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trademark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewals.

#### **Foreign Exchange Regulations**

##### **The Foreign Trade (Development & Regulation) Act, 1992 (“FTA”)**

The Foreign Trade (Development & Regulation) Act, 1992, provides for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto. As per the provisions of the FTA, the Government: (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and

implementation of the Export-Import Policy. FTA read with the Indian Foreign Trade Policy *inter-alia* provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

#### **Foreign Exchange Management Act, 1999 (“the FEMA”) and Rules and Regulations thereunder**

Export of goods and services outside India is governed by the provisions of the Foreign Exchange Management Act, 1999, read with the applicable regulations. The Foreign Exchange Management (Export of goods and services) Regulations, 2000 have been superseded by the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 ("Export of Goods and Services Regulations 2015") issued by the RBI on January 12, 2016 (last amended on June 23, 2017). The RBI has also issued a Master Circular on Export of Goods and Services. The export is governed by these Regulations which make various provisions such as declaration of exports, procedure of exports as well as exemptions.

#### **Laws Relating to Taxation**

The Goods and Services Tax (“**GST**”) is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST is enforced through various acts viz. Central Goods and Services Act, 2017 (“**CGST**”), relevant state’s Goods and Services Act, 2017 (“**SGST**”), Union Territory Goods and Services Act, 2017 (“**UTGST**”), Integrated Goods and Services Act, 2017 (“**IGST**”), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Further, the Income-tax Act, 1961 (the “**Income Tax Act**”) is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of the Income Tax Act or rules made there under depending upon its “Residential Status” and “Type of Income” involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued, or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

## HISTORY AND CERTAIN CORPORATE MATTERS

### Brief history of our Company

Our Company was incorporated on April 24, 2012 as 'Procet Freight (India) Private Limited.', a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated April 24, 2012, issued by the Registrar of Companies, Maharashtra. Subsequently, the name of our Company was changed from 'Procet Freight (India) Private Limited.' to 'Eastern Supplychain and Logistics Private Limited.' Pursuant to name change and a fresh certificate of incorporation dated April 3, 2013 was issued by Registrar of Companies, Maharashtra. Further, again the name of our Company was changed from 'Eastern Supplychain and Logistics Private Limited' to 'Eastern Supplychain and Logistics Limited.' Pursuant to the conversion from private to public company and a fresh certificate of incorporation dated September 29, 2023 issued by the Registrar of Companies, Maharashtra.

### Changes in the Registered Office

Except as disclosed below, there has been no change in the registered office of our Company since the date of incorporation.

Date of change	Details of change in the registered office	Reasons for change
September 15, 2023	Change in registered office from 26, Adarsh Industrial Estate, Behind Cigarette Factory, Sahar Chakala Road, Andheri (E), Mumbai 400099 To Unit 55, Adarsh Industrial Estate, Behind Cigarette Factory, Sahar Chakala Road, Andheri (E), Mumbai 400099	To ensure administrative ease and enable greater efficiency.

### Main objects of our Company

The main objects contained in our Memorandum of Association are as follows:

- To carry on the business of transportation of goods, facilities and personnel, as principals, agents, subcontractors, brokers at home and overseas, to act as freight forwarders, clearing and forwarding agents, customhouse agents, consolidation & break bulk agents, lodgers and suppliers of goods, carriers of goods and passengers by sea, land or air, cargo and passage consultants, packers, hauliers, warehousemen and to undertake every kind of operation in connection with the transportation, import, export, packing warehousing and handling of goods facilities and personnel by air, sea or land*
- To carry on the business of General Sales Agents of Airlines and of sale agents of agents recognized by International Air Transport Association.*

The main objects clause as contained in the Memorandum of Association enable our Company to undertake its existing activities.

### Amendments to the Memorandum of Association

Set out below are the amendments to our Memorandum of Association for the past ten years of our Company till the date of this Draft Red Herring Prospectus.

Date of member's Resolution	Particulars
March 5, 2013	Pursuant to the amendment in the Clause I of the Memorandum of Association comprising the name clause of the Company was amended pursuant to shareholders resolution dated March 5, 2013 to change the name of our Company from "Procet Freight (India) Private Limited" to 'Eastern Supplychain and Logistics Private Limited', and a fresh certificate of incorporation dated April 3, 2013 was issued by the Registrar of Companies Mumbai to our Company.
April 18, 2013	Clause V of the MoA was amended to reflect the increase in the Authorised

Date of member's Resolution	Particulars
	Share Capital of our Company. The Authorised Share Capital of our Company was increased from ₹5,00,000 (rupees five lakh) consisting of 50,000 (fifty thousand) Equity Shares of ₹10 each to ₹10,00,000 (rupees ten lakh) consisting of 1,00,000 (one lakh) Equity Shares of ₹10 each.
September 8, 2023	Clause V of the MoA was amended to reflect the increase in the Authorised Share Capital of our Company. The Authorised Share Capital of our Company was increased from to ₹10,00,000 (rupees ten lakh) consisting of 1,00,000 (one lakh) Equity Shares of ₹10 each to ₹ 20,00,00,000 (rupees twenty crore) consisting of 2,00,00,000 (two crore) Equity Shares of ₹10 each.
September 15, 2023	The registered office of our Company was shifted from 26, Adarsh Industrial Estate, Behind Cigarette Factory, Sahar Chakala Road, Andheri (E), Mumbai 400099 To 55, Adarsh Industrial Estate, Behind Cigarette Factory, Sahar Chakala Road, Andheri (E), Mumbai 400099
September 16, 2023	Pursuant to the amendment in the Clause I of the Memorandum of Association comprising the name clause of the Company was amended pursuant to shareholders resolution dated September 16, 2023 to change the name of our Company from ' <i>Eastern Supplychain and Logistics Private Limited</i> ' to ' <i>Eastern Supplychain and Logistics Limited</i> ', and a fresh certificate of incorporation dated September 29, 2023 was issued by the Registrar of Companies Mumbai to our Company.

#### Major events and milestones of our Company

The table below sets forth some of the key events in the history of our Company:

Calendar Year	Events
April 2012	Incorporated as 'Procet Freight (India) Private Limited'
2013	Accredited by IATA for the first time. Thereafter we have been accredited by IATA almost every year.
April 2013	The name of our Company was changed from 'Procet Freight (India) Private Limited.' to 'Eastern Supplychain and Logistics Private Limited
2015	MTO certificate under Multimodal Transportation of Goods Act 1993 & Multimodal Transport operators Act 1992
2016	The Company opened a branch in Bengaluru
2017	The Company opened a branch in Hyderabad/ Chennai/Ahemdabad/Delhi
2018	ISO Certificate Received.
2023	Company received the Good Distribution Practices certificate for pharmaceutical products from QSA international ltd
2023	Certified member of Majestic Global Logistics Network

#### Awards and Accreditations

As of the date of this Draft Red Herring Prospectus, our Company has not received any awards and accreditations.

#### Significant financial and strategic partnerships

As of the date of this Draft Red Herring Prospectus, our Company does not have any significant financial or strategic partnerships.

#### Time/cost overrun

There has been no time or cost over-run in respect of our business operations.

#### Launch of key products or services, entry into new geographies or exit from existing markets

For details of key services launched by our Company, entry into new geographies or exit from existing markets, see “*Our Business*” beginning on page 95 of this Draft Red Herring Prospectus.

**Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks**

There have been no instances of rescheduling/ restructuring of borrowings with financial institutions/ banks in respect of our current borrowings from lenders.

**Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last ten years**

Our Company has not made any material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. since its incorporation.

**Holding company**

As of the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

**Our Subsidiaries**

Our Company has no Subsidiaries as on the date of this Draft Red Herring Prospectus.

**Joint Venture of our Company**

Our Company has no Joint Ventures as on the date of this Draft Red Herring Prospectus

## OUR MANAGEMENT

### Board of Directors

As on the date of this Draft Red Herring Prospectus, we have 5 directors on our Board, comprising of 2 Executive Directors, 1 Non-Executive Director, and 2 Independent Directors, including 1 Woman Director. The present composition of our Board of Directors and its committees are in accordance with the Companies Act, 2013, and SEBI Listing Regulations.

The following table sets forth details regarding our Board as on the date of this Draft Red Herring Prospectus.

Name, date of birth, designation, address, occupation, term, period of directorship and DIN	Designation	Other Directorships
<p><b>Nishant Seth</b></p> <p><b>Date of birth:</b> April 14, 1983</p> <p><b>Age (years):</b> 40</p> <p><b>Address:</b> Felicia-601, Sherly Ranjan Road, Bandra West, Mumbai, Maharashtra - 400050</p> <p><b>Occupation:</b> Business</p> <p><b>Term:</b> 5 Years</p> <p><b>Period of directorship:</b> Since April 24, 2012, till date</p> <p><b>DIN:</b> 00240512</p>	<p>Managing Director</p>	<p><i>Indian Companies</i></p> <ul style="list-style-type: none"> <li>• Network Couriers Private Limited</li> <li>• Rainbow Aviation Private Limited</li> <li>• Upsilon Tech Private Limited</li> <li>• Tiger Freight Services Private Limited</li> </ul> <p><i>Limited Liability Partnership</i></p> <ul style="list-style-type: none"> <li>• Super Skies Air Services LLP</li> </ul> <p><i>Foreign Companies</i></p> <ul style="list-style-type: none"> <li>• Yoshini Holding PTE LTD</li> <li>• Blue Sky Holding PTE LTD</li> </ul>
<p><b>Manvendra Singh</b></p> <p><b>Date of birth:</b> July 11, 1965</p> <p><b>Age (years):</b> 58</p> <p><b>Address:</b> B-203, Gundecha Symphony Apartments, Fun Republic Lane Veera Desai Road, Near Country Club, Andheri West, Mumbai, Maharashtra - 400053</p> <p><b>Occupation:</b> Business</p> <p><b>Term:</b> 5 Years</p> <p><b>Period of directorship:</b> Since June 12, 2017, till date</p> <p><b>DIN:</b> 06365465.</p>	<p>Executive Director</p>	<p><i>Indian Companies</i></p> <ul style="list-style-type: none"> <li>• Nil</li> </ul> <p><i>Limited Liability Partnership</i></p> <ul style="list-style-type: none"> <li>• Nil</li> </ul> <p><i>Foreign Companies</i></p> <ul style="list-style-type: none"> <li>• Nil</li> </ul>

Name, date of birth, designation, address, occupation, term, period of directorship and DIN	Designation	Other Directorships
<p><b>Preeti Lalitkumar Seth</b></p> <p><b>Date of birth:</b> July 29, 1961</p> <p><b>Age (years):</b> 62</p> <p><b>Address:</b> Felicia-601, Sherly Ranjan Road, Bandra West, Mumbai, Maharashtra - 400050</p> <p><b>Occupation:</b> Business</p> <p><b>Term:</b> 5 Years</p> <p><b>Period of directorship:</b> Since September 15, 2023, till date</p> <p><b>DIN:</b> 0240994</p>	<p>Non-Executive Director</p>	<p><i>Indian Companies</i></p> <ul style="list-style-type: none"> <li>• Unique Global Logistics Private Limited</li> <li>• Eastern Cargo Carriers (India) P Ltd</li> <li>• Rainbow Aviation Private Limited</li> <li>• Upsilon Tech Private Limited</li> <li>• Tiger Freight Services Private Limited</li> </ul> <p><i>Limited Liability Partnership</i></p> <ul style="list-style-type: none"> <li>• Npex Limited Liability Partnership</li> </ul> <p><i>Foreign Companies</i></p> <ul style="list-style-type: none"> <li>• Nil</li> </ul>
<p><b>Deepak Arvindkumar Mehta</b></p> <p><b>Date of birth:</b> June 27, 1970</p> <p><b>Age (years):</b> 53</p> <p><b>Address:</b> Flat No. 1302, 13<sup>th</sup> Floor, H Wing, Palacia, Ghodbunder Road, Kavesar Na, Thane, Mumbai, Maharashtra - 400615</p> <p><b>Occupation:</b> Entrepreneur</p> <p><b>Term:</b> 3 Years</p> <p><b>Period of directorship:</b> Since September 15, 2023, till date</p> <p><b>DIN:</b> 07439911</p>	<p>Independent Director</p>	<p><i>Indian Companies</i></p> <ul style="list-style-type: none"> <li>• Augmentum Management Solutions Private Limited</li> </ul> <p><i>Limited Liability Partnership</i></p> <ul style="list-style-type: none"> <li>• Nil</li> </ul> <p><i>Foreign Companies</i></p> <ul style="list-style-type: none"> <li>• Nil</li> </ul>
<p><b>Nandkishore Shyamsundar Agarwal</b></p> <p><b>Date of birth:</b> September 21, 1991</p> <p><b>Age (years):</b> 32</p> <p><b>Address:</b> A/204 Shanit Jyoti, Station Road, Balaji Nagar, Bhayander West Thane 401101</p> <p><b>Occupation:</b> Professional</p>	<p>Independent Director</p>	<p><i>Indian Companies</i></p> <ul style="list-style-type: none"> <li>• Someshwar Enterprises Private Limited</li> </ul> <p><i>Limited Liability Partnership</i></p> <ul style="list-style-type: none"> <li>• Nil</li> </ul> <p><i>Foreign Companies</i></p> <ul style="list-style-type: none"> <li>• Nil</li> </ul>



Name, date of birth, designation, address, occupation, term, period of directorship and DIN	Designation	Other Directorships
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Term: 3 Years

Period of directorship: 3 Year

DIN: 07924473

#### Arrangement or understanding with major Shareholders, customers, suppliers or others

None of our Directors have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others. For details, please see "*History and Certain Corporate Matters*" beginning on page 114 of this Draft Red Herring Prospectus.

#### Brief profiles of our Directors

**Nishant Seth** is the Managing Director cum Promoter of our Company. He completed his Degree of Bachelor of Engineering from the University of Mumbai in 2006, and subsequently, he pursued a Master of Business Administration from the University of Liverpool and graduated in 2008. He was director in Allied Aviation International Private Limited. He has been associated with our Company since 2012. He serves as the top executive of the company, responsible for setting and executing the company's vision, mission, and strategies. His role entails providing strong leadership, fostering a positive company culture, and ensuring the organization's growth, profitability, and operational excellence. For further details please see "*Our Promoter and Promoter Group*" beginning on page 129 of this Draft Red Herring Prospectus.

**Manvendra Singh** is the Executive Director of our Company. He holds a Bachelor's degree in Arts from Delhi University, in the year 1986. His prior work experience involves working as a Local Manager Cargo and later as Commercial Manager in Air France India from November 1, 1989 to September 23, 2015. He has been associated with our Company since 2017. He has over 34 years of experience in cargo business. His role in the Company is of strategic planning, decision-making, operational management, and to ensure overall business growth. This role involves guiding the company's vision, mission, and goals while ensuring effective execution of strategies to drive success

**Preeti Seth** is a Non-Executive Director of our Company. She holds a degree of Bachelors of Arts from University of Calcutta, in the year 1983. Her prior work experience involves working as sales manager in Eastern Cargo Carriers Private Limited from April 2014 till date. She has been associated with our Company since September 15, 2023.

**Deepak Arvindkumar Mehta** is an Independent Director of our Company. He holds a Diploma in Mechanical Engineering from Department of Technical Examination, Maharashtra State, in the year 1998. He also holds a Six Sigma Green Belt in 2010. His prior work experience involves working as a Junior Engineer Production in Crompton Greaves Limited from 1992-1996, Junior Officer (Production Transmission Division) from 1996 to 1998, CEO at HRD Management from 1998-2016 and CEO and Director at Augmentum Management Solutions Private Limited from May 2016 till date. He is been associated with our Company since September 2023

**Nandkishor Shyamsundar Agarwal** is an Independent Director of Our Company. He holds a Bachelors of Commence degree from Mumbai University in the year 2012 and he also holds professional degree of Chartered Accountant from the Institute of Chartered Accountants of India. He is a practicing Chartered accountant having his own firm which is run in the name and style of Nandkishor & Co

#### Relationship between Directors and Key Managerial Personnel or Senior Management

Other than Nishant Seth, who is a son of Preeti Seth, none of our Directors are related to each other and to our Key Managerial Personnel.

#### **Terms of appointment of our Managing Director**

Nishant Seth is the Managing Director of our Company. He was appointed on as a Managing Director on September 15, 2023 for a term of 5 years. His compensation is :

1. Salary (Excluding perquisites)	Upto Rs. 10,00,000 per month. Further, the annual increments to the salary will not exceed 20% per annum at the discretion of the Board of Directors based on the recommendations of the Nomination and Remuneration Committee.
2. Commission	Such percentage of net profits of the Company or such other quantum of the net profits of the Company as may be approved by the Board of Directors, at its absolute discretion, for each financial year, limited to a maximum of the annual salary.
3. Perquisites and other allowances	<p>a) Reimbursement of medical expenses covering medical treatment for self and family, including premium for insurance and other related expenses</p> <p>b) Expenses incurred for travelling, boarding and lodging including during business trips and provision of car &amp; fuel for use on Company's business and communication expenses at residence &amp; mobile shall be reimbursed at actuals.</p> <p>c) Such other allowances, benefits, utilities, amenities, reimbursement of expenditure and such other facilities at the discretion of the Board</p> <p>All perquisites and other allowances limited to a maximum value equal to the annual salary.</p>
4. Other benefits	In the event of loss of office, the Managing shall be paid compensation in the manner and to the extent and subject to the limits or priorities prescribed under Sections 191 and 202 of the Companies Act, 2013 and rules made thereunder

#### **Compensation of Whole-time Director/ Compensation of Managing Directors and/or Non-Executive Directors**

As on the date of filing of this Draft Red Herring Prospectus we do not have any Whole Time Director.

#### **Compensation paid to our Executive Directors.**

The details of the Remuneration paid to our Executive Directors in the F.Y 2022-23 is set out as below:

<b>Name of Director</b>	<b>Designation</b>	<b>Remuneration (Rs. in lakhs)</b>
Manvendra Singh	Executive Director	32.00
Nishant Seth	Managing Director\	114.75

#### **Compensation paid to our Non-Executive Directors and Independent Directors**

Our Company did not have any Non- Executive Directors in the Financial Year 2023 and as such, there was no sitting fees or commission paid.

#### **Sitting fees and commission paid to our Independent Directors**

Our Company did not have any Independent Directors in the Financial Year 2023 and as such, there was no sitting fees or commission paid.

#### **Bonus or profit-sharing plan for the Directors**

Our Company does not have any bonus or profit-sharing plan for our Directors.

#### **Shareholding of our Directors**

Our Articles of Association do not require our Directors to hold any qualification shares

The table below sets forth details of Equity Shares held by the Directors, as on date of filing of this Draft Red

Herring Prospectus:

Sr. No.	Name of the Director	No. of shares held	Percentage (%)
1	Nishant Seth	62,99,960	49.99%
2	Preeti Seth	10	Negligible
3	Manvendra Singh	10	Negligible

#### **Service contracts with Directors**

As on the date of filing of this Draft Red Herring Prospectus, our Company has not entered into any service contracts with the Directors.

#### **Contingent and/or deferred compensation payable to our Whole-time Director:**

There are no contingent or deferred compensation payable to our Executive Director which does not form part of his remuneration

#### **Borrowing Powers**

Pursuant to the shareholders resolution dated September 27, 2023, our Board is authorised to raise or borrow funds or any sums of monies which together with the money already borrowed not exceeding ₹ 100 Crores

#### **Interest of Directors**

Our Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company for attending meetings of our Board or committees thereof.

Our Directors may be interested to the extent of Equity Shares, if any, held by them, or held by the entities in which they are associated as partners, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees and any dividend and other distributions payable in respect of such Equity Shares.

Our Promoter cum Managing Director receives a rent of Rs. 3.5 Lakhs from our Company for the use of 388, 5<sup>th</sup> Floor, CTS No. E/274, E/275 and E/276 of Village Bandra Linking Road, Khar West, Mumbai 400052 under the Memorandum of Understanding dated October 1, 2022. For further details, see "*Our Business – Properties*" beginning on page 102 of this Draft Red Herring Prospectus.

#### **None of our Directors have availed any loan from our Company.**

No sum has been paid or agreed to be paid to our Directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/ her to become, or to qualify him/ her as a Director, or otherwise for services rendered by him/ her or by such firm or company, in connection with the promotion or formation of our Company.

#### **Interest in property**

None of our Directors are interested in any property acquired or proposed to be acquired by our Company.

#### **Interest in promotion or formation of our Company**

Our Director, Nishant Seth and Shilpi Singh are the Promoters of our Company. For further details regarding our Promoters, see "*Our Promoters*" beginning on page 129 of this Draft Red Herring Prospectus.

#### **Business interest**

Except as stated in the sections titled "**Restated Financial Statements – Annexure 32 – Related Party Transactions**" on page 161 of this Draft Red Herring Prospectus, our Directors do not have any other business interest in our Company.

#### **Confirmation**

None of our Directors is or was a director of any listed company whose shares have been or were suspended from being traded on any stock exchanges in India during the term of their directorship in such companies, in the last five years preceding the date of this Draft Red Herring Prospectus.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchanges, during the term of their directorship in such Companies.

None of our Directors have been declared as Wilful Defaulters or Fraudulent Borrowers.

#### **Confirmation in relation to RBI Circular dated July 1, 2016**

Neither our Company nor any of our Directors have been declared as Fraudulent Borrowers by RBI in terms of the RBI circular dated July 1, 2016.

#### **Changes in our Board during the last three years**

The changes in our Board of our Company during the last three years till the date of this Draft Red Herring Prospectus are set forth below.

<b>Name of Director</b>	<b>Date</b>	<b>Reason</b>
Ramesh Laxman Wagh	May 31, 2020	Cessation as Director
Preeti Seth	September 15, 2023	Appointment as Additional Non-Executive Director
Deepak Arvindkumar Mehta	September 15, 2023	Appointment as Independent Director
Nandkishor Shyamsundar Agarwal	September 15, 2023	Appointment as Independent Director
Nishant Seth	September 15, 2023	Change in Designation

#### **Corporate Governance**

As on the date of this Draft Red Herring Prospectus, we have 5 directors on our Board, comprising of 2 Executive Directors, 1 Non-Executive Director and 2 Independent Directors, including 1 Woman Director. The Chairman of our Board, Nishant Seth, is an Executive Director(MD).

The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act, 2013 and the SEBI Listing Regulations in relation to the composition of our Board and constitution of committees thereof. Our Company undertakes to take all necessary steps to continue to comply with all applicable requirements of the SEBI Listing Regulations and the Companies Act.

Our Company undertakes to take all necessary steps to continue to comply with all applicable requirements of the SEBI Listing Regulations and the Companies Act.

#### **Board committees**

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

- a) Audit Committee;
- b) Nomination and Remuneration Committee;
- c) Stakeholders Relationship Committee; and
- d) Internal Complaints Committee.

Details of each of these committees are as follows:

#### **Audit Committee**

The Audit Committee was constituted pursuant to a meeting of our Board held on September 19, 2023.

The Audit Committee currently consists of:

- a) Deepak Arivndkumar Mehta (*Chairman*)
- b) Nandkishor Shyamsundar Agarwal (*Member*); and
- c) Preeti Seth (*Member*).

Further, the Company Secretary of our Company shall act as the secretary to the Audit Committee.

The scope, functions and the terms of reference of the Audit Committee is in accordance with the Section 177 of the Companies Act, 2013 and Regulation 18 (3) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule II Part C.

The role of the audit committee shall include the following

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - (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 section 134 of the Companies Act, 2013;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) Significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with listing and other legal requirements relating to financial statements;
  - (f) Disclosure of any related party transactions;
  - (g) Modified opinion(s) in the draft audit report
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft Red Herring Prospectus/ Red Herring Prospectus /Prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence, performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors any significant findings and follow up there on;
15. 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;
16. 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;
  17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non – payment of declared dividends) and creditors;
  18. To review the functioning of the whistle blower mechanism;
  19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
  20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
  21. 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;
  22. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Further, the Audit Committee shall mandatorily review the following:

- (a) Management discussion and analysis of financial condition and results of operations;
- (b) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- (c) Internal audit reports relating to internal control weaknesses; and
- (d) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;
- (e) Statement of deviations:
  - (i) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of regulation 32(1);
  - (ii) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

#### **Nomination and Remuneration Committee:**

The Nomination and Remuneration committee was constituted by a resolution of our Board dated September 19, 2023.

The Nomination and Remuneration Committee currently consists of:

- a) Preeti Seth (*Chairperson*);
- b) Nandkishor Shyamsundar Agarwal (*Member*); and
- c) Deepak Arvindkumar Mehta (*Member*)

The scope, functions and the terms of reference of the Nomination and Remuneration Committee is in accordance with the Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference of Nomination and Remuneration Committee shall include the following:

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (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) Formulation of criteria for evaluation of performance of independent directors and the board of directors;

- (4) Devising a policy on diversity of board of directors
- (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 of directors their appointment and removal.
- (6) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (7) Recommend to the board, all remuneration, in whatever form, payable to senior management

#### **Stakeholders' Relationship Committee [**

The Stakeholders' Relationship Committee was constituted pursuant to a meeting of our Board held on September 19, 2023. The Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently consists of:

- a) Preeti Seth (*Chairperson*);
- b) Deepak Arvindkumar Mehta (*Member*); and
- c) Manvendra Singh (*Member*)

#### **Role of Stakeholders' Committee**

The role of Stakeholder Relationship Committee, together with its powers, is as follows:

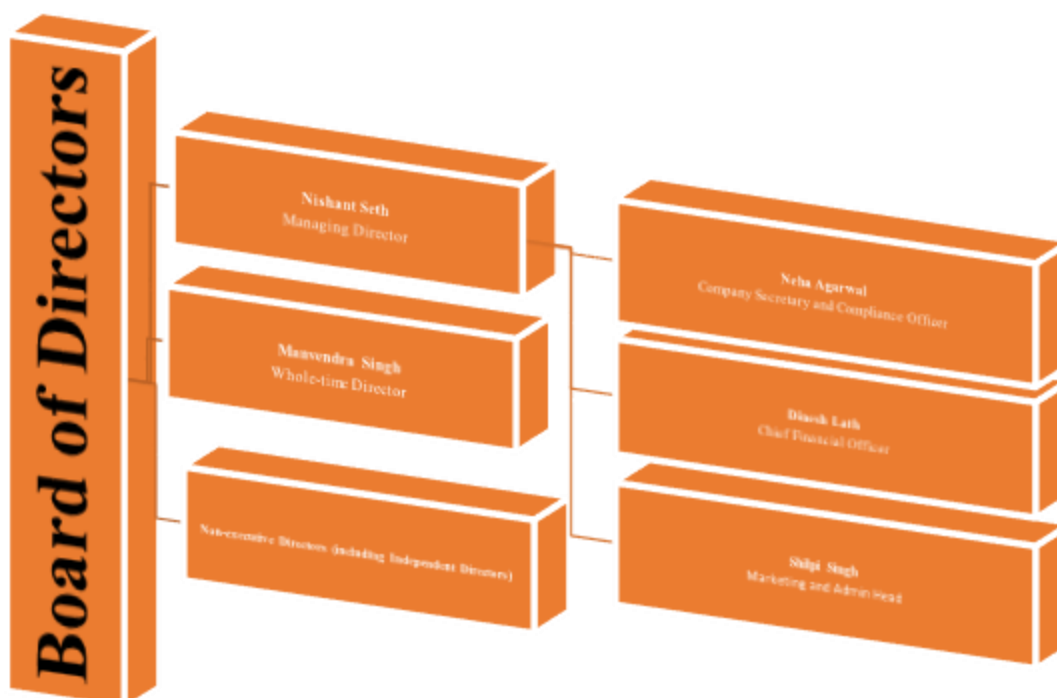
- (1) Resolving grievances of our security holders, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- (2) Review of measures taken for effective exercise of voting rights by shareholders;
- (3) Review of adherence to the service standards adopted by our Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- (4) Review of various measures and initiatives taken by our 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.

#### ***Internal Complaints Committee – Redressal of Sexual Harassment***

The Internal Complaints Committee was re-constituted pursuant to a meeting of our Board held on September 19, 2023, for redressal of sexual harassment complaints and for ensuring time bound resolution of such complaints. The Internal Committee is in compliance with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Committee / Complaints Committee currently consists of:

- (a) Shilpi Singh (*Presiding Officer*);
- (b) Vishal Wadekar (*Member*);
- (c) Muthupandian Velu Thevar (*Member*); and
- (d) Nikita Bachate (*Member*).

## Management Organization Structure



### Key Managerial Personnel and Senior Management Personnel

#### *Key Managerial Personnel*

Other than the Nishant Seth, Managing Director of our Company and Manvendra Singh, Executive Director of our Company, whose details are provided hereinabove, the details of our Key Managerial Personnel, as on the date of this Draft Red Herring Prospectus are set forth below.

Dinesh Lath is the Chief Financial Officer of our Company. He holds a degree in Bachelors of Commerce from MK Saboo College of Commerce in the year 1992. He has a work experience of 18 years as a head of Accounts and Finance in C.H. Robins International (India) Private Limited.

Neha Agarwal is the Company Secretary and the Compliance office of our Company. She holds a degree in Bachelors of Commers from University of Rajasthan in the year 2020. She also holds professional degree of Company Secretary from the Institute of Company Secretaries of India in the year 2022.

#### *Senior Management Personnel*

**Shilpi Singh** is the promoter, and Marketing and Admin Head of our Company. She holds a Master's in Business Administration from Jiwanji Roa SCINIDA University at Gwalior in the year 1994. She has been associated with our Company from 2021. She currently heads the Marketing and Administration of our Company.



### **Service Contracts with Key Managerial Personnel**

Except for statutory benefits upon termination of their employment in our Company or retirement, no Key Managerial Personnel and Senior Management has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

### **Interest of Key Managerial Personnel and Senior Management Personnel**

Other than to the extent of the remuneration, benefits, interest of receiving dividends on the Equity Shares, reimbursement of expenses incurred in the ordinary course of business, our Key Managerial Personnel and Senior Management Personnel have no other interest in the equity share capital of the Company.

No loans have been availed by our Key Managerial Personnel and Senior Management Personnel from our Company as on the date of this Draft Red Herring Prospectus.

### **Relationship amongst Key Managerial Personnel and Senior Management Personnel**

Except as disclosed in the "*Our Management - Relationship between Directors and Key Managerial Personnel or Senior Management*", none of our Key Managerial Personnel and Senior Management Personnel are related to each other.

### **Arrangements and understanding with major Shareholders, customers, suppliers or others**

None of our Key Managerial Personnel and Senior Management Personnel have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others.

### **Compensation and/or benefits to our Key Managerial Personnel and Senior Management Personnel**

No non-salary amount or benefit has been paid or given to any officer of our Company including Key Managerial Personnel or Senior Management on the date of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment or any employee stock options, for services rendered as officers of our Company, dividend that may be payable in their capacity as Shareholders.

### **Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management Personnel**

There is no contingent or deferred compensation payable to any of our Key Managerial Personnel and Senior Management Personnel.

### **Bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management Personnel**

There is no bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management Personnel.

### **Status of Key Managerial Personnel and Senior Management Personnel**

All our Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

### **Shareholding of Key Managerial Personnel and Senior Management Personnel**

Except as detailed below, none of our Key Managerial Personnel and Senior Management Personnel hold Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

No.	Name of the Shareholder	Number of Equity Shares	Percentage of pre- offer equity share capital
1	Nishant Seth	62,99,960	49.99%

### **Changes in Key Managerial Personnel and Senior Management Personnel during the last three years**

The changes in our Key Managerial Personnel and Senior Management Personnel during the last three years till the date of this Draft Red Herring Prospectus are set forth below.

<b>Name</b>	<b>Date</b>	<b>Reason</b>
Dinesh Lath	September 15, 2023	Appointed as CFO
Neha Agarwal	September 15, 2023	Appointed as CS and Compliance officer.

### **Attrition of Key Managerial Personnel and Senior Management Personnel**

The attrition of Key Managerial Personnel is not high in our Company

### **Employee Stock Options and Stock Purchase Schemes**

As on date of this Draft Red Herring Prospectus, our Company does not have any Employee Stock Options and other Equity-Based Employee Benefit Schemes.

### **Payment or Benefit to Key Managerial Personnel and Senior Management Personnel of our Company**

No non-salary related amount or benefit has been paid or given to any officers of our Company, including Key Managerial Personnel and Senior Management Personnel since its incorporation or is intended to be paid or given, as on the date of filing of this Draft Red Herring Prospectus other than in the ordinary course of their employment.

## OUR PROMOTERS AND PROMOTER GROUP

### Our Promoter

As on date of this Draft Red Herring Prospectus, our Promoters in aggregate, hold 1,25,99,950 Equity Shares in our Company, representing 99.98% 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 63 of this Draft Red Herring Prospectus.

### Details of our Individual Promoters



**Nishant Seth**, aged 40 years is the promoter, and Managing Director of our Company. For a complete profile of Nishant Seth, i.e., his date of birth, residential address, educational qualifications, professional experience, positions/ posts held in the past and other directorships, special achievements, business and other activities, see "**Our Management**" beginning on page 117 of this Draft Red Herring Prospectus

*Permanent Account Number: BCUPS7124J*



**Shilpi Singh** aged 51 years is the promoter, and Marketing and Admin Head of our Company. She holds a Masters in Business Administration from Jiwaji Roa SCINIDA University at Gwalior in the year 1994. She has been associated with our Company from 2021. She currently heads the Marketing and Administration of our Company.

*Permanent Account Number: CHXPS3220A*

Our Company confirms that the permanent account numbers, bank account numbers, the passport numbers, the Aadhar card number and driving license number of the promoters shall be submitted NSE Emerge at the time of filing of this Draft Red Herring Prospectus.

### Other Ventures of our Promoters

Except as set out in this chapter under heading "**Promoter Group**", '**Our Management**' and as mentioned below, our Promoters are not involved with any other venture, as a shareholder/stakeholder, proprietor, partner, promoter or director.

### Changes in control of our Company

There has not been any change in the management or control of our Company in five years immediately preceding the date of this Draft Red Herring Prospectus. For further details of acquisitions of the Equity Shares by our Promoters, see "**Capital Structure**" on page 59 of this Draft Red Herring Prospectus.

### **Experience in the proposed line of business**

For details of the experience of our Promoters in relation to the business of our Company, see “*Our Management*” on page 117 of this Draft Red Herring Prospectus.

### **Interest of our Promoters**

The Promoters are interested in our Company to the extent (i) that they have promoted our Company, (ii) of the Equity Shares, if any, held by them or their relatives in our Company and dividend payable, if any, and other distributions in respect of the Equity Shares held by them or their relatives, (iii) of any transactions or business arrangements undertaken by our Company with the Promoters, or their relatives or entities in which the Promoters hold shares or entities in which the Promoters are members of the board of directors or firms in which relatives of the Promoters hold interest, (iv) of remuneration payable to them and their relatives as Directors of our Company, (v) of unsecured loans availed from them or their relatives by our Company and the interest payable thereon, and (vi) of payment of rent or license fee for premises, including certain premises, leased and licensed from them or their relatives and companies/partnership firms in which they are shareholders/directors/partners, as applicable. For details regarding the shareholding of the Promoters and the Promoter Group in our Company, see “*Capital Structure - Details of the Shareholding of the Promoters and members of the Promoter Group*” on page 63 of this Draft Red Herring Prospectus, and for business transactions with our Promoters and the Promoter Group, see “*Restated Financial Statement - Related Party Disclosure*” on page 161 of this Draft Red Herring Prospectus. For details of remuneration payable to the Promoters and Promoter Group, see “*Our Management - Terms of Appointment and remuneration of Chairman and Managing Director and Terms of Appointment and remuneration of Whole Time Director*” on page 120 of this Draft Red Herring Prospectus.

Except as disclosed below, in “*Our Management - Interest of our Directors*” and in “*Restated Financial Statement - Related Party Disclosure*” on pages 121 and 161, respectively of this Draft Red Herring Prospectus, none of the Promoters have any interest in any property acquired within 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.

None of the Promoters are interested as a member of a firm or company, and no sum has been paid or agreed to be paid to the Promoters or to such firm or company in cash or shares or otherwise by any person either to induce them to become, or to qualify them as a director, or otherwise for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

For details of related party transactions entered into by our Company with our Promoters during the financial year immediately preceding the date of this Draft Red Herring Prospectus, see “*Restated Consolidated Financial Information—Related Party Disclosure*” on page 161 of this Draft Red Herring Prospectus.

### **Companies or firms with which our Promoter have disassociated in the last three years**

Our Promoters have not disassociated themselves from any company or firm during the three years preceding the date of filing of this Draft Red Herring Prospectus.

### **Confirmations**

Our Promoters have not been declared as Wilful Defaulters or Fraudulent Borrowers.

Our Promoters and members of our Promoter Group have not been debarred from accessing the capital market for any reasons by SEBI or any other regulatory or governmental authorities.

Our Promoters are not promoters or directors of any other Company which is debarred from accessing capital markets.

None of our Promoters have been declared as a Fugitive Economic Offender.

No material guarantees have been given to third parties by our Promoters with respect to Equity Shares of our Company.

Our Promoters are not interested in any other entity which holds any intellectual property rights that are used by our Company.

### Promoter Group

Persons constituting the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations except the Promoter are set out below:

*Natural persons forming part of our Promoter Group (other than our Promoter):*

Sr. No.	Name of the Individuals	Relationships
<b>Nishant Seth</b>		
1.	Shivranjani Seth	Spouse
2.	Lalitkumar Seth	Father
3.	Preeti LalitkumarSeth	Mother
4.	Nidhi Khanna	Sister
5.	Asaavari Seth	Daughter
6.	Vijay Mehrotra	Spouse's Father
7.	Parul Mehrotra	Spouse's Mother
8.	Vrindavani Mehrotra	Spouse's Sister

Sr. No.	Name of the Individuals	Relationships
<b>Shilpi Singh</b>		
1.	Manvendra Singh	Spouse
2.	Ambrish Kudsia	Father
3.	Nutan Kudsia	Mother
4.	Aashish Kudsia	Brother
5.	Maanveer Singh	Son
6.	Kartikeya Singh	Son
7.	Rameshwar Singh	Spouse's Father
8.	Mamta Singh	Spouse's Mother
9.	Yadvendra Singh	Spouse's Brother
10.	Sunanda Chowdhury*	Spouse's Sister
11.	Supriya Verma	Spouse's Sister

\* Pursuant to Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, an 'immediate relative' of a promoter (i.e., any spouse of that person, or any parent, brother, sister or child of the person or the spouse) is required to form part of the 'Promoter Group'. Accordingly, while Sunanda Chowdhury is a member of the promoter group in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations, the relevant confirmations and undertakings in respect of herself and her relevant entities (if any) as 'promoter group', as defined under the SEBI ICDR Regulations ("**Sunanda Chowdhury Promoter Group**") is not available. Given that our Company does not have any confirmations/information/affirmations or undertakings of Sunanda Chowdhury Promoter Group, as required under the SEBI ICDR Regulations, our Company is unable to provide any disclosures pertaining to the Sunanda Chowdhury Promoter Group. For details, see "**Risk Factors – Our Company is unable to procure requisite information from one of the sister of our Promoters, Sunanda Chowdhury, who is deemed to be a part of the Promoter Group under the SEBI ICDR Regulations**" on page 36.

*Entities forming part of our Promoter Group (other than our Promoter):*

Sr. No.	Name of the entities
<b>Body corporates, HUF and Firm in which at least 20% of the equity share capital is held by our Promoter or the immediate relatives as set out above of our Promoters</b>	
1.	Rainbow Aviation Private Limited
2.	Upsilon Tech Private Limited
3.	Tiger Freight Services Private Limited
4.	Super Skies Air Services LLP
5.	EGL Supplychain Private Limited
6.	Network Allied Aviation Private Limited
7.	Unique Global Logistics Private Limited
8.	Eastern Cargo Carriers (India) Private Limited

Sr. No.	Name of the entities
9.	Network Couriers Private Limited
10.	Nishant Seth HUF
11.	Lalit Seth HUF
12.	Windlog Private Limited
13.	NPEX LLP
<b>Body corporate in which at least 20% of the equity share capital is held by the body corporates forming a part of our Promoter Group as set out above</b>	
1.	Yoshini Holding PTE LTD
2.	Blue Sky Holding PTE LTD

### **Common Pursuits**

The Promoters do not have any other interest in any venture that is involved in any activities similar to those conducted by our Company

For further details, please see “*Our Group Companies - Common Pursuits among the Group Companies and our Company*” and “*Risk Factors - Our Group Company have conflict of interest as it is engaged in similar business and may compete with us*” on pages 134 and 30, respectively of this Draft Red Herring Prospectus.

### **Payment of Benefits to our Promoters or Promoter Group**

Other than as disclosed in “*Restated Financial Statement – Related Party Disclosure*” and “*Our Management—Interest of our Directors*” on pages 161 and 121, respectively of this Draft Red Herring Prospectus, there has been no payment of benefits to the Promoters or the Promoter Group during the two years immediately preceding the date of filing of this Draft Red Herring Prospectus, nor is there any intention to pay or give any benefit to the Promoters or any members of the Promoter Group by the Company.

Our Company has not entered into any contract, agreement or arrangements during the two years immediately preceding the date of this Draft Red Herring Prospectus and does not propose to enter into any such contract in which our Promoters or the Promoter Group are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made other than as disclosed in “*Restated Financial Statement – Related Party Disclosure*” on pages 161 of this Draft Red Herring Prospectus.

### **Companies with which the Promoters have Disassociated in the Last Three Years**

Our Promoters have not disassociated themselves from any company in the three years immediately preceding the date of this Draft Red Herring Prospectus.

## OUR GROUP COMPANIES

*Under the SEBI ICDR Regulations, the definition of 'group companies' includes (a) such companies (other than the promoters and subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under applicable accounting standards, and (b) such other companies as are considered material by our Board. Pursuant to a Board resolution dated September 27, 2023 our Board formulated a policy with respect to companies which it considered material to be identified as group companies.*

*Accordingly, for (a) above, all such companies (other than our Corporate Promoter and Subsidiaries) with which our Company had related party transactions during the period covered in the Restated Consolidated Financial Statements, as covered under the applicable accounting standards, are considered as Group Companies in terms of the SEBI ICDR Regulations. For (b) above, our Board does not consider any company as a group company.*

Based on the above criteria, laid out by the SEBI ICDR Regulations and our Materiality Policy, our Board has identified: Reeco Healthcare Private Limited, Rainbow Aviation Private Limited, Tiger Freight Services Private Limited and Eastern Cargo Carriers (INDIA) Private Limited as the group companies of our Company ("**Group Companies**") as on the date of this Draft Red Herring Prospectus

### Details of our Group Companies

#### **1. Reeco Healthcare Private Limited**

The registered office of Reeco Healthcare Private Limited ("RHPL") is situated at 5/ Building No.-8-B, Samitha Comm Prem Co-Operative Society Limited, A.K. Road, Near Saki Naka, Telephone Exchange, Andheri (E), Mumbai Maharashtra 400072.

The details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited financial statements of Reeco Healthcare for financial years ended March 31, 2022, March 31, 2021, and March 31, 2020, in terms of the SEBI ICDR Regulations are available on the Company's website at <http://esupplychain.co.in/>

#### **2. Rainbow Aviation Private Limited**

The registered office of Rainbow Aviation Private Limited ("RAPL") is situated at Unit No. 55 Adarsh Industrial Estate Sahar Road Andheri (E) Mumbai Maharashtra 400099.

The details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited financial statements of Rainbow Aviation for financial years ended March 31, 2022, March 31, 2021, and March 31, 2020, in terms of the SEBI ICDR Regulations are available on the Company's website at <http://esupplychain.co.in/>

#### **3. Tiger Freight Services Private Limited**

The registered office of Tiger Freight Services Private Limited ("TFSP") is situated at Unit No. 60, Adarsh Industrial Pre Chs Ltd, Sahar Road, Chakala, Andheri (East) Mumbai Maharashtra 400099.

The details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited financial statements of Tiger Freight for financial years ended March 31, 2022, March 31, 2021, and March 31, 2020, in terms of the SEBI ICDR Regulations are available on the Company's website at <http://esupplychain.co.in/>

#### **4. EASTERN CARGO CARRIERS (INDIA) Private Limited**

The registered office of Eastern Cargo Carriers (INDIA) Private Limited ("ECCPL") is situated at 26, Adarsh Industrial Estate, Behind Cigarette Factory, Sahar Chakala Road, Andheri (E), Mumbai 400099

The details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited financial statements of Tiger Freight for financial years ended March 31, 2022, March 31, 2021, and March 31, 2020, in terms of the SEBI ICDR Regulations are available on the Company's website at <http://esupplychain.co.in/>

#### **Interest of Group Companies in our Company**

**(a) In the promotion of our Company or business interests in our Company**

None of our Group Companies has any interest in the promotion of our Company. Except as disclosed in the section "**Restated Financial Information-Related Party Transactions**" on page 161 of this Draft Red Herring Prospectus, none of our group companies has any business interest in our Company.

**(b) In the properties acquired by our Company in the past three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired**

None of our Group Companies has any interest in the properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or that are proposed to be acquired by our Company

**(c) In transactions for acquisition of land, construction of building and supply of machinery**

None of our Group Companies has any interest in any transactions for the acquisition of land, construction of building or supply of machinery

#### **Common Pursuits amongst the Group Companies with our Company**

Except Eastern Cargo Carriers (INDIA) Private Limited, Rainbow Aviation Private Limited and Tiger Freight Services Private Limited, there are no common pursuits between the Group Companies and our Company

#### **Related Business Transactions with our Group Companies and significance on the financial performance of our Company**

##### **Reeco Healthcare Private Limited**

Financial Year	Nature of Transaction	Amount of Transaction	Cumulative Amount Outstanding
2022-23	Purchase of goods	182.30	52.67
2021-22	Purchase of goods	71.7	5.17
2020-21	Purchase of goods	246.87	5.69

##### **Rainbow Aviation Private Limited**

Financial Year	Nature of Transaction	Amount of Transaction	Cumulative Amount Outstanding
2022-23	Purchase of services	36.60	0.89
2021-22	Purchase of services	3.11	0.45
2020-21	Purchase of services	4.87	3.16

##### **Tiger Freight Services Private Limited**

Financial Year	Nature of Transaction	Amount of Transaction	Cumulative Amount
----------------	-----------------------	-----------------------	-------------------



			Outstanding
2022-23	[●]	[●]	[●]
2021-22	[●]	[●]	[●]
2020-21	Purchase of Services	25.40	519.50

#### Eastern Cargo Carriers I Pvt Ltd

Financial Year	Nature of Transaction	Amount of Transaction	Cumulative Amount Outstanding
2022-23	Purchase of Services	21090.63	401902932.8
2021-22	Purchase of Services	18073.23	222.69
2020-21	Purchase of Services and reimbursement exp	2783.31	264.00

#### Litigations

Except as disclosed in the “*Outstanding Litigation and Material Development*” beginning on page 186 of this Draft Red Herring Prospectus. Our Group companies are not parties to any pending litigation which will have a material impact on our company.

#### Confirmations

Our Group Companies do not have any securities listed on any stock exchanges. Further, they have not made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Red Herring Prospectus.

For further confirmations with respect to our Group companies, see “*Other Regulatory and statutory Disclosures*” beginning on page 194 of this Draft Red Herring Prospectus.

## DIVIDEND POLICY

The declaration and payment of dividend 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 our Articles of Association and the applicable laws including the Companies Act, 2013 together with the applicable rules issued thereunder. The dividend distribution policy of our Company was approved and adopted by our Board on [●] (the "**Dividend Distribution Policy**").

The Dividend Distribution Policy provides that our Board may consider the following financial/internal parameters while declaring or recommending dividend to Shareholders: (i) our Company's net profits earned during the Financial Year after tax; (ii) retained earnings; (iii) working capital requirement and repayment of debts, if any, (iv) contingent liabilities; (v) earnings outlook for at least next three years; (vi) current and expected future capital/liquidity requirements including expansion, modernization, investment in group companies and acquisitions; (vii) buyback of shares or any other profit distribution measure; (viii) stipulations/covenants of any agreement to which our Company is a party (including; financing documents, investment agreements and shareholders agreement); (ix) applicable legal restrictions; (x) and overall financial position of our Company; and (xi) any other factors and material events considered relevant by our Board, including those set out in any annual business plan and budget of our Company.

Our Board may consider the following external parameters while declaring or recommending dividend to Shareholders: (i) the applicable legal requirements, regulatory conditions or restrictions; (ii) dividend pay-out ratios of companies in similar industries; (iii) financing costs; (iv) the prevailing economic environment; and (v) any other relevant factors and material events to our Company.

Further, our Board may not declare or recommend dividend for a particular period if it is of the view that it would be prudent to conserve capital for the then ongoing or planned business expansion or other factors which may be considered by the Board.

Retained earnings may be utilized by our Company for making investments for future growth and expansion plans, for the purpose of generating higher returns for the shareholders or for any other specific purpose, as approved by the Board. Our Company may also, from time to time, pay interim dividends. For details in relation to risks involved in this regard, see "**Risk Factors - Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures**" on page 37 of this Draft Red Herring Prospectus.

We have not declared and paid any dividends on the Equity Shares in any of the five Financial Years preceding the date of this Draft Red Herring Prospectus and until the date of this Draft Red Herring Prospectus. The dividend history in the past is not necessarily indicative of our dividend amounts, if any, in the future.

**SECTION V – FINANCIAL INFORMATION**

**RESTATED FINANCIAL STATEMENTS**

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**EASTERN SUPPLYCHAIN AND LOGISTICS LIMITED**  
(Formerly known as EASTERN SUPPLYCHAIN AND LOGISTICS PRIVATE LIMITED)

CIN : U63000MH2012PLC230183

**RESTATED BALANCE SHEET**

		(Amount In Lakhs)		
PARTICULARS	NOTE NO	AS ON 31/03/2023	AS ON 31/03/2022	AS ON 31/03/2021
		Rs.	Rs.	Rs.
<b>I. EQUITY AND LIABILITIES</b>				
<b>1. Shareholder's funds</b>				
(a) Share Capital	2	10.00	10.00	10.00
(b) Reserves and Surplus	3	2,389.53	1,786.15	1,304.10
		2,399.53	1,796.15	1,314.10
<b>3. Non- current liabilities</b>				
(a) Long-term borrowings	4	15.96	21.02	105.32
(b) Deferred Tax liabilities (Net)	5	3.81	2.67	-
(C) Long-term Provisions	6	5.86	4.56	-
		25.62	28.25	105.32
<b>4. Current Liabilities</b>				
(a) Short term borrowings	7	768.51	590.42	470.49
(b) Trade payables	8	4,945.07	3,859.59	3,806.62
(c) Other current liabilities	9	50.12	0.10	0.09
(d) Short term provisions	10	109.08	127.94	240.29
		5,872.78	4,578.05	4,517.49
<b>TOTAL</b>		8,297.94	6,402.46	5,936.91
<b>II ASSETS</b>				
<b>1. Non-current assets</b>				
(a) Property , Plant and Equipment	11	259.06	259.11	221.96
(b) Long-term loans and advances	12	1.54	2.59	6.13
(c) Other non-current assets		7.62	7.05	-
		268.22	268.75	228.63
<b>2. Current assets</b>				
(a) Current investments	13	405.77	394.27	378.89
(b) Trade receivables	14	5,640.06	4,874.94	4,316.63
(c) Cash and Cash equivalents	15	86.34	65.68	231.72
(d) Short-term loans and advances	16	214.28	13.04	82.97
(e) Other current assets	17	1,683.28	785.78	698.06
		8,029.72	6,133.72	5,708.28
<b>TOTAL</b>		8,297.94	6,402.46	5,936.91
Significant accounting policies and notes to accounts	1			

As per our report of even date

For C. Sharat & Associates

Chartered Accountants

*Chintan Shah*



Chintan Sharatchandra Shah  
Partner

M. No - 127551

Reg No : 128593W

UDIN: 23127551BG TRS13325

Place : Mumbai

Date : 29th Sep, 2023

For and on behalf of the Board

For Eastern Supplychain and Logistics Limited

(Formerly known as Eastern Supplychain and Logistics Pvt. Ltd.)



*Nishant Seth*

Nishant Seth

Director

00240512

*Manvendra Singh*

Manvendra Singh

Director

06365465

*Dinesh Lath*

Dinesh Lath

CFO

*Neha Agarwal*

Neha Agarwal

CS

**EASTERN SUPPLYCHAIN AND LOGISTICS LIMITED**  
(Formerly known as EASTERN SUPPLYCHAIN AND LOGISTICS PRIVATE LIMITED)  
CIN : U63000MH2012PLC230183

**RESTATED STATEMENT OF COMPREHENSIVE INCOME**

PARTICULARS		NOTE NO	(Amount In Lakhs)		
			AS ON 31/03/2023	AS ON 31/03/2022	AS ON 31/03/2021
			Rs.	Rs.	Rs.
<b>A CONTINUING OPERATIONS</b>					
1 Revenue from operations	18	29,295.74	27,843.58	25,622.64	
2 Other Income	19	19.96	14.86	22.31	
<b>3 Total Income (1 + 2)</b>		29,315.70	27,858.44	25,644.95	
4 Expenses					
(a) Cost of Services consumed	20	26,164.85	25,057.99	22,615.63	
(d) Employee benefits expense	21	287.56	183.78	127.85	
(e) Finance Costs	22	18.94	10.08	51.96	
(f) Depreciation and amortization expense	10	27.43	16.47	13.13	
(g) Other expense	23	1,953.88	1,905.24	2,329.09	
<b>Total Expenses</b>		28,452.65	27,173.56	25,137.65	
5 Profit before exceptional and extraordinary items and tax (III-IV)		863.05	684.87	507.29	
6 Exceptional Items					
7 Profit before extraordinary items and tax (5 - 6)		863.05	684.87	507.29	
8 Extraordinary items		-			
9 Profit before tax (7 - 8)		863.05	684.87	507.29	
10 Tax expense:					
(a) Current Tax		239.83	192.59	135.60	
(b) Deferred Tax		1.13	3.22	2.93	
		240.96	195.81	138.53	
11 Profit/(Loss) for the period from continuing operations (9 - 10)		622.09	489.06	368.76	
12 Profit/(Loss) for the period carried to BS		622.09	489.06	368.76	
13 Earnings per equity share:					
(a) Basic (INR)		622.09	489.06	368.76	
(b) Diluted					

As per our report of even date

For C. Sharat & Associates

Chartered Accountants

*Chintan Shah*



Chintan Sharatchandra Shah

Partner

M. No - 127551

Reg No : 128593W

UDIN: 23127551BGTFSI3325

Place : Mumbai

Date : 29th Sep, 2023

For and on behalf of the Board  
For Eastern Supplychain and Logistics Limited  
(Formerly known as Eastern Supplychain and Logistics Pvt. Ltd.)



*Nishant Seth*

Nishant Seth  
Director  
00240512

Manvendra Singh  
Director  
06365465

*Dinesh Lath*  
Dinesh Lath  
CFO

Neha Agarwal  
CS

**EASTERN SUPPLYCHAIN AND LOGISTICS LIMITED**  
(Formerly known as EASTERN SUPPLYCHAIN AND LOGISTICS PRIVATE LIMITED)

CIN : U63000MH2012PLC230183

**CASH FLOW STATEMENT**

PARTICULARS	(Amount In Lakhs)		
	AS ON 31/03/2023	AS ON 31/03/2022	AS ON 31/03/2021
	Rs.	Rs.	Rs.
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit Before Taxation	863.05	684.87	507.29
Adjustments for:			
Depreciation / Amortisation / Write Offs	27.43	16.47	13.13
Interest Expense	18.94	10.08	51.96
Interest Income	(18.88)	(14.78)	(15.20)
CSR Expenses	(10.00)	(7.00)	-
Other Income	(1.08)	(0.08)	(7.10)
Discount & Excess/Short Provision Made	-	-	-
Adjustment of Taxes	(8.71)	-	(5.83)
<b>Operating Profit Before Working Capital Changes</b>	<b>870.74</b>	<b>689.56</b>	<b>544.25</b>
Changes In Working Capital:			
Decrease / (Increase) In Inventories	-	-	-
Decrease / (Increase) In Trade Receivables	(765.11)	(558.31)	(2,385.75)
Decrease / (Increase) In Loans and Advances	1.05	3.54	(0.10)
Decrease / (Increase) In Short Term Advances	(201.24)	69.93	6.11
Decrease / (Increase) In Other Current Assets	(898.07)	(94.76)	(23.28)
Increase / (Decrease) In Trade Payables	1,085.48	52.97	1,760.73
Increase / (Decrease) In Other Current Liabilities	50.02	0.01	208.76
Increase / (Decrease) In Short Term Provision	(17.55)	(107.79)	-
<b>Cash Generated From / (Used In) Operations</b>	<b>125.32</b>	<b>55.15</b>	<b>110.72</b>
Taxes Paid	(239.83)	(192.59)	(135.60)
<b>Net Cash Generated From / (Used In) Operating Activities</b>	<b>(114.51)</b>	<b>(137.44)</b>	<b>(24.88)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Tangible / Intangible Assets	(27.38)	(53.62)	(5.60)
Sale of Intangible Assets	-	-	0.11
Changes in Capital Work-in-Progress	-	-	-
Proceeds from Sale of Investment	-	-	-
Purchase of Long Term Investment	(11.49)	(15.38)	7.10
Other Income	1.08	0.08	-
Dividend Received	-	-	-
<b>Net Cash Generated From / (Used In) Investing Activities</b>	<b>(37.79)</b>	<b>(68.93)</b>	<b>1.61</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Sale of Intangible Assets	-	-	-
Repayment of Long Term Borrowings	(5.07)	(84.30)	(40.92)
Proceeds From Short Term Borrowings	-	-	-
Repayment of Short Term Borrowings	-	-	-
Interest Expense	(18.94)	(10.08)	(51.96)
Interest Income	18.88	14.78	15.20
Dividend Paid	-	-	-
Dividend Distribution Tax Paid	-	-	-
<b>Net Cash Generated From / (Used In) Financing Activities</b>	<b>(5.13)</b>	<b>(79.60)</b>	<b>(77.67)</b>
<b>Net Increase / (Decrease) in cash and cash equivalents (A+B+C)</b>	<b>(157.43)</b>	<b>(285.97)</b>	<b>(100.94)</b>
Cash and Cash Equivalents as at the beginning of the year	(524.74)	(238.77)	(137.83)
Cash and Cash Equivalents as at the end of the year (Overdraft Utilisation)	(682.17)	(524.74)	(238.77)

As per our report of even date

For C. Sharat & Associates

Chartered Accountants

*Chintan Shah*



Chintan Sharatchandra Shah

Partner

M. No - 127551

Reg No : 128593W

UDIN: 23127551BGTRSL3325

Place : Mumbai

Date : 29th Sep, 2023

For and on behalf of the Board

For Eastern Supplychain and Logistics Limited

(Formerly known as Eastern Supplychain and Logistics Pvt. Ltd.)



*Nishant Seth*

Nishant Seth

Director

00240512

*Manvendra Singh*

Manvendra Singh

Director

06365465

*Dinesh Lath*

Dinesh Lath

CFO

*Neha Agarwal*

Neha Agarwal

CS

**EASTERN SUPPLYCHAIN AND LOGISTICS LIMITED**  
(Formerly known as EASTERN SUPPLYCHAIN AND LOGISTICS PRIVATE LIMITED)

Schedule Forming Part of Balance Sheet

(Amount In Lakhs)

NOTE NO		2022-2023	2021-2022	2020-2021
2	<b>(a) Share Capital</b>			
	<b>Equity Share Capital</b>			
	Authorised Share capital 100,000 Equity Shares Of Rs. 10 each			
	Issued, subscribed & fully paid share capital 100,000 Equity Shares Of Rs. 10 each	10.00	10.00	10.00
	<b>Details of Shareholding Pattern holding more than 5%</b>	<b>No of Shares</b>	<b>No of Shares</b>	<b>No of Shares</b>
	Mr. Nishant Seth	50,000.00	50,000.00	50,000.00
	Mrs. Shilpi Singh	50,000.00	50,000.00	50,000.00
	Mr. Ambrish has gifted 50000 share to Mrs. Shilpi Singh on 23rd June 2020			
	Shares held by Promoter at the end of the year 31st March 2023 March			
	Promoter Name	No of Shares	% of change during the Year	% of change during the Year
	Mr. Nishant Seth	50,000.00		
	Ms Shilpi Singh	50,000.00		
	Shares held by Promoter at the end of the year 31st March 2022			
	Promoter Name	No of Shares	% of change during the Year	% of change during the Year
	Mr. Nishant Seth	50,000.00		
	Ms Shilpi Singh	50,000.00		
	Shares held by Promoter at the end of the year 31st March 2021			
	Promoter Name	No of Shares	% of change during the Year	% of change during the Year
	Mr. Nishant Seth	50,000.00		
	Ms Shilpi Singh	50,000.00		
	<b>Note:</b>			
1	The Company has issued only one class of equity shares having a par value of 10/- per share. Each holder of equity share 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 any of the remaining assets of the Company after distribution of all preferential amounts. However, no such preferential amount exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.			
2	No shares has been pledged by any shareholders			
3	During the preiod of five year immediately preceeding the balance sheet date, company has not issued any share without payment being received in cash or by way of bonus			
	<b>Total</b>			
3	<b>(b) Reserves and Surplus</b>			
	Profit & Loss Account			
	Opening Balance	1,786.15	1,304.10	941.17
	Add / (Less) : Short/excess provision for tax	(8.71)	-	(5.83)
	Less: CSR Expenses*	(10.00)	(7.00)	-
	Add: Profit Generated During the Year	622.08	489.06	368.76
	<b>Total</b>	<b>2,389.53</b>	<b>1,786.15</b>	<b>1,304.10</b>
	* CSR spent are directly debited to P&L after tax, and is as per prescribed limits of 2% as per note in SAP (Note 11)			
NOTE NO		2022-2023	2021-2022	2020-2021
4	<b>Non- current liabilities</b>			
	<b>(a) Long-term borrowings</b>			
	Secured Loans- Motor Car	15.96	21.02	105.32
	CY Loan is security against the Motor car.	-	-	-
	<b>Total</b>	<b>15.96</b>	<b>21.02</b>	<b>105.32</b>
5	<b>(b) Deferred Tax liabilities (Net)</b>			
	<b>Total</b>			
	<b>(d) Long-term Provisions</b>			
	Gratuity Provision	5.86	4.56	-
	<b>Total</b>	<b>5.86</b>	<b>4.56</b>	<b>-</b>



**EASTERN SUPPLYCHAIN AND LOGISTICS LIMITED**  
(Formerly known as EASTERN SUPPLYCHAIN AND LOGISTICS PRIVATE LIMITED)

Schedule Forming Part of Balance Sheet

(Amount In Lakhs)

NOTE NO		2022-2023	2021-2022	2020-2021
	<b>Current Liabilities</b>			
7	<b>(a) Short term borrowings</b>			
	<b>Bank CC/HYP Limit Of SCB (Sanction Limit is 12 Crore)</b>	763.44	-	-
	Secured against the property, Book Debt, Personal Guarantee of Nishant Seth, Manvendar Singh and Shilpi Singh, Property of Company along with Demand Promissory Note.			
	<b>Bank CC/HYP Limit Of CITI BANK (Sanction limit is Rs. 6.70 Crore)</b>		585.73	470.49
	Secured against the Fixed deposit Book Debt, Personal Guarantee of Nishant Seth, Manvendar Singh and Ambrish Kudsia, Property of Company along with Demand Promissory Note.			
	<b>Toyota Car Loan payable in 12 Months</b>	5.07	4.69	-
	<b>Total</b>	<b>768.51</b>	<b>590.42</b>	<b>470.49</b>
8	<b>(b) Trade payables</b>			
	Creditors for Purchase	4,131.02	3,265.86	3,151.52
	Creditors for Expenses	814.06	593.74	655.10
	Note : Kindly Refer Disclosure Sheet			
	<b>Total</b>	<b>4,945.07</b>	<b>3,859.59</b>	<b>3,806.62</b>
	<b>(c) Other current liabilities</b>			
9	Mobilization from Debtors	0.12	0.10	0.09
	Trade deposit from Vendor	50.00	-	-
	<b>Total</b>	<b>50.12</b>	<b>0.10</b>	<b>0.09</b>
9	<b>(d) Short term provisions</b>			
	<b>Short term provisions</b>			
	Duties & Taxes	99.87	116.08	232.98
	Salary & Bonus Payable	9.21	11.85	7.31
	<b>Total</b>	<b>109.08</b>	<b>127.94</b>	<b>240.29</b>

NOTE NO		2022-2023	2021-2022	2020-2021
	<b>Non-current assets</b>			
11	<b>(i) Property, Plant and Equipment</b>			
	Computer (Gross Block)	12.14	11.19	10.35
	Less : Depreciation	9.99	7.67	5.47
	Electrical Instalation (Gross Block)	5.41	5.25	2.36
	Less : Depreciation	2.50	1.43	0.51
	Furniture & Fixtures (Gross Block)	14.02	14.02	14.02
	Less : Depreciation	8.24	6.77	5.25
	Office Premises (Gross Block)	219.52	219.52	219.52
	Less : Depreciation	33.07	25.75	18.44
	Air Condition (Gross Block)	113.87	87.61	37.72
	Less : Depreciation	52.09	36.84	32.33
	Kindly refer the schedule as attach			
	<b>Total</b>	<b>259.06</b>	<b>259.11</b>	<b>221.96</b>
11	<b>(c) Deferred tax assets (net)</b>			
	<b>Total</b>			
12	<b>(d) Long-term loans and advances</b>			
	Security Deposit	1.54	2.59	6.13
	Note : Kindly Refer Disclosure Sheet			
	<b>Total</b>	<b>1.54</b>	<b>2.59</b>	<b>6.13</b>
	<b>(e) Other non-current assets</b>			
	Gratuity Assets	7.62	7.05	-
	<b>Total</b>	<b>7.62</b>	<b>7.05</b>	<b>-</b>

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**EASTERN SUPPLYCHAIN AND LOGISTICS LIMITED**  
(Formerly known as EASTERN SUPPLYCHAIN AND LOGISTICS PRIVATE LIMITED)

Schedule Forming Part of Balance Sheet

NOTE NO		(Amount In Lakhs)		
		2022-2023	2021-2022	2020-2021
	<b>Current assets</b>			
13	<b>(a) Current investments</b>			
	Investment - Bank FD is Secured with bank towards issuing of BG to Airlines and CITI bank CC Limit	405.77	394.27	378.89
	<b>Total</b>	<b>405.77</b>	<b>394.27</b>	<b>378.89</b>
14	<b>(c) Trade receivables</b>			
	Sundry Debtors	5,640.06	4,874.94	4,316.63
	<b>Total</b>	<b>5,640.06</b>	<b>4,874.94</b>	<b>4,316.63</b>
15	<b>(d) Cash and Cash equivalents</b>			
	Cash on Hand	0.62	1.96	3.31
	Bank Balances	85.72	63.72	228.41
	<b>Total</b>	<b>86.34</b>	<b>65.68</b>	<b>231.72</b>
16	<b>(e) Short-term loans and advances</b>			
	Loans & Advances	213.21	7.26	39.78
	(Good and unsecured and recoverable in cash and kind)			
	Advance to Creditors	1.06	5.78	43.19
	<b>Total</b>	<b>214.28</b>	<b>13.04</b>	<b>82.97</b>
17	<b>(f) Other current assets</b>			
	Receivable from Government	12.36	67.66	19.21
	Receivable from Government is adjustable against liability	1,670.91	718.12	678.85
	Gratuity Assets	-	-	-
	<b>Total</b>	<b>1,683.28</b>	<b>785.78</b>	<b>698.06</b>
NOTE NO		2022-2023	2021-2022	2020-2021
18	<b>Revenue from operations</b>			
	Sales of Services net of taxes	29,295.74	27,843.58	25,622.64
	<b>Total</b>	<b>29,295.74</b>	<b>27,843.58</b>	<b>25,622.64</b>
NOTE NO		2022-2023	2021-2022	2020-2021
19	<b>Other Income</b>			
	Interest on FD	17.02	14.78	3.76
	Interest Received on Income tax Refund	1.85	-	11.44
	Discount Received	1.08	0.08	7.10
	<b>Total</b>	<b>19.96</b>	<b>14.86</b>	<b>22.31</b>
NOTE NO		2022-2023	2021-2022	2020-2021
20	<b>(a) Cost of Services consumed</b>			
	Purchase of Services	26,164.85	25,057.99	22,615.63
	<b>Total</b>	<b>26,164.85</b>	<b>25,057.99</b>	<b>22,615.63</b>

9



**EASTERN SUPPLYCHAIN AND LOGISTICS LIMITED**  
(Formerly known as EASTERN SUPPLYCHAIN AND LOGISTICS PRIVATE LIMITED)

Schedule Forming Part of Balance Sheet

NOTE NO		(Amount in Lakhs)		
		2022-2023	2021-2022	2020-2021
21	<b>(d) Employee benefits expense</b>			
	Salaries, Welfare & Bonus	287.56	183.78	127.85
	(Included in FY 22-23 1.45 Cr as Director Remuneration(FY 21-22 amount was 49.80 Lacs)			
	<b>Total</b>	<b>287.56</b>	<b>183.78</b>	<b>127.85</b>
22	<b>(e) Finance Costs</b>			
	Interest Expenses	18.94	10.08	51.96
	<b>Total</b>	<b>18.94</b>	<b>10.08</b>	<b>51.96</b>
23	<b>(g) Other expense</b>			
	Direct Expenses	1,488.80	1,221.27	1,199.47
	General & Administrative Overheads	465.08	683.97	1,129.62
	<b>Total</b>	<b>1,953.88</b>	<b>1,905.24</b>	<b>2,329.09</b>

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**EASTERN SUPPLYCHAIN AND LOGISTICS LIMITED**

**(FORMERLY KNOWN AS EASTERN SUPPLYCHAIN & LOGISTICS PRIVATE LIMITED)**

**NOTES FORMING PART OF THE RESTATED STANDALONE FINANCIAL INFORMATION**

(₹ in lakhs)

**ANNEXURE 01 - RESTATED STANDALONE STATEMENT OF ASSET & LIABILITIES**

	PARTICULARS	NOTE NO	AS ON 31/03/2023 Rs.	AS ON 31/03/2022 Rs.	AS ON 31/03/2021 Rs.
I.	<b><u>EQUITY AND LIABILITIES</u></b>				
1.	<b>Shareholder's funds</b>				
	(a) Share Capital	2	10.00	10.00	10.00
	(b) Reserves and Surplus	3	2,389.53	1,786.15	1,304.10
			2,399.53	1,796.15	1,314.10
3.	<b>Non- current liabilities</b>				
	(a) Long-term borrowings	4	15.96	21.02	105.32
	(b) Deferred Tax liabilities (Net)	5	3.81	2.67	-
	(C) Long-term Provisions	6	5.86	4.56	-
			25.62	28.25	105.32
4.	<b>Current Liabilities</b>				
	(a) Short term borrowings	7	768.51	590.42	470.49
	(b) Trade payables	8	4,945.07	3,859.59	3,806.62
	(c) Other current liabilities	9	50.12	0.10	0.09
	(d) Short term provisions	10	109.08	127.94	240.29
			5,872.78	4,578.05	4,517.49
	<b>TOTAL</b>		<b>8,297.94</b>	<b>6,402.46</b>	<b>5,936.91</b>
II	<b><u>ASSETS</u></b>				
1.	<b>Non-current assets</b>				
	(a) Property , Plant and Equipment	11	259.06	259.11	221.96
	(b) Long-term loans and advances	12	1.54	2.59	6.13
	(c) Other non-current assets		7.62	7.05	-



			268.22	268.75	228.63
2.	<b>Current assets</b>				
	(a) Current investments	13	405.77	394.27	378.89
	(b) Trade receivables	14	5,640.06	4,874.94	4,316.63
	(c) Cash and Cash equivalents	15	86.34	65.68	231.72
	(d) Short-term loans and advances	16	214.28	13.04	82.97
	(e) Other current assets	17	1,683.28	785.78	698.06
			8,029.72	6,133.72	5,708.28
	<b>TOTAL</b>		8,297.94	6,402.46	5,936.91

**ANNEXURE 02 - RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS**

	PARTICULARS	NOTE NO	AS ON	AS ON	AS ON
			31/03/2023	31/03/2022	31/03/2021
			Rs.	Rs.	Rs.
<b>A</b>	<b>CONTINUING OPERATIONS</b>				
1	Revenue from operations	18	29,295.74	27,843.58	25,622.64
2	Other Income	19	19.96	14.86	22.31
3	<b>Total Income (1 + 2)</b>		29,315.70	27,858.44	25,644.95
4	Expenses				
	(a) Cost of Services consumed	20	26,164.85	25,057.99	22,615.63
	(d) Employee benefits expense	21	287.56	183.78	127.85
	(e) Finance Costs	22	18.94	10.08	51.96
	(f) Depreciation and amortization expense	10	<b>27.43</b>	16.47	13.13
	(g) Other expense	23	1,953.88	1,905.24	2,329.09
	<b>Total Expenses</b>		28,452.65	27,173.56	25,137.65
5	Profit before exceptional and extraordinary items and tax (III-IV)		863.05	684.87	507.29
6	Exceptional Items				
7	Profit before extraordinary items and tax (5 - 6)		863.05	684.87	507.29



8	Extraordinary items	-		
9	Profit before tax (7 - 8)	863.05	684.87	507.29
10	<b>Tax expense:</b>			
	(a) Current Tax	239.83	192.59	135.60
	(b) Deferred Tax	1.13	3.22	2.93
		240.96	195.81	138.53
11	Profit/(Loss) for the period from continuing operations (9 - 10)	622.09	489.06	368.76
12	Profit/(Loss) for the period carried to BS	622.09	489.06	368.76
13	<b>Earnings per equity share:</b>			
	(a) Basic	622.09	489.06	368.76
	(b) Diluted			

**ANNEXURE 03 - RESTATED STANDALONE STATEMENT OF CASH FLOW**

PARTICULARS	AS ON	AS ON	AS ON
	31/03/2023	31/03/2022	31/03/2021
	Rs.	Rs.	Rs.
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
<b>Profit Before Taxation</b>	<b>863.05</b>	<b>684.87</b>	<b>507.29</b>
<u>Adjustments for:</u>			
Depreciation / Amortisation / Write Offs	27.43	16.47	13.13
Interest Expense	18.94	10.08	51.96
Interest Income	(18.88)	(14.78)	(15.20)
CSR Expenses	(10.00)	(7.00)	-
Other Income	(1.08)	(0.08)	(7.10)
Discount & Excess/Short Provision Made	-	-	-
Adjustment of Taxes	(8.71)	-	(5.83)
<b>Operating Profit Before Working Capital Changes</b>	<b>870.74</b>	<b>689.56</b>	<b>544.25</b>

Decrease / (Increase) In Inventories	-	-	-
Decrease / (Increase) In Trade Receivables	(765.11)	(558.31)	(2,385.75)
Decrease / (Increase) In Loans and Advances	1.05	3.54	(0.10)
Decrease / (Increase) In Short Term Advances	(201.24)	69.93	6.11
Decrease / (Increase) In Other Current Assets	(898.07)	(94.76)	(23.28)
Increase / (Decrease) In Trade Payables	1,085.48	52.97	1,760.73
Increase / (Decrease) In Other Current Liabilities	50.02	0.01	208.76
Increase / (Decrease) In Short Term Provision	(17.55)	(107.79)	-
<b>Cash Generated From / (Used In) Operations</b>	<b>125.32</b>	<b>55.15</b>	<b>110.72</b>
Taxes Paid	(239.83)	(192.59)	(135.60)
<b>Net Cash Generated From / (Used In) Operating Activities</b>	<b>(114.51)</b>	<b>(137.44)</b>	<b>(24.88)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Tangible / Intangible Assets	(27.38)	(53.62)	(5.60)
Sale of Intangible Assets	-	-	0.11
Changes in Capital Work-in-Progress	-	-	-
Proceeds from Sale of Investment	-	-	-
Purchase of Long Term Investment	(11.49)	(15.38)	7.10
Other Income	1.08	0.08	-
Dividend Received	-	-	-
<b>Net Cash Generated From / (Used In) Investing Activities</b>	<b>(37.79)</b>	<b>(68.93)</b>	<b>1.61</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Sale of Intangible Assets	-	-	-
Repayment of Long Term Borrowings	(5.07)	(84.30)	(40.92)
Proceeds From Short Term Borrowings	-	-	-
Repayment of Short Term Borrowings	-	-	-
Interest Expense	(18.94)	(10.08)	(51.96)

Interest Income	18.88	14.78	15.20
Dividend Paid	-	-	-
Dividend Distribution Tax Paid	-	-	-
<b>Net Cash Generated From / (Used In) Financing Activities</b>	<b>(5.13)</b>	<b>(79.60)</b>	<b>(77.67)</b>
<b>Net Increase / (Decrease) in cash and cash equivalents (A+B+C)</b>	<b>(157.43)</b>	<b>(285.97)</b>	<b>(100.94)</b>
Cash and Cash Equivalents as at the beginning of the year	(524.74)	(238.77)	(137.83)
Cash and Cash Equivalents as at the end of the year (Overdraft Utilisation)	(682.17)	(524.74)	(238.77)

#### ANNEXURE 04 - CORPORATE INFORMATION

'Eastern Supplychain & Logistics Limited was incorporated on 24-04-2012 under the Provisions of Companies Act 1956. The Company was incorporated with objects of providing end to end services and solutions in Logistics business vide Freight Forwarding business.

The Restated Standalone Financial Information are duly adopted by the Board of Directors in the meeting held on 29<sup>th</sup> September, 2023 for consideration of approval by the shareholders.

#### SIGNIFICANT ACCOUNTING POLICIES

##### **(i) BASIS OF PREPARATION OF RESTATED STANDALONE FINANCIAL INFORMATION**

The Restated Standalone Statement of Assets & Liabilities of the company as at 31 March 2023, 31 March 2022 and 31 March 2021, the related Restated Standalone Statement of Profit and Loss, and the Restated Standalone Statement of Cash Flows as at and for the years then ended, and the Significant accounting policies and Restated Other Financial Information, hereinafter together will be referred to as '**Restated Standalone Financial Information**'. The significant accounting policies applied by the Company in the preparation of these Restated Standalone Financial Information were listed below. Such accounting policies have been applied consistently to all the periods presented in these statements, unless otherwise indicated.

##### **(a) Statement of Compliance**

These Restated Standalone Financial Information of the Company have been prepared in connection with its proposed Initial Public Offer ("IPO") on the **SME platform** of Stock Exchange having nationwide trading terminal. Therefore, company has prepared these statements in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) applying exemption as per the proviso to Rule 4 (ii) & (iii) of the Companies (Indian Accounting) Standards Rules, 2015. Indian GAAP comprises mandatory Accounting Standards notified under Section 133 of the Companies Act 2013 read with Companies (Accounting Standards) Rules, 2021 (as amended) and the relevant provisions of the Companies Act, 2013.

##### **(b) Basis of preparation**

- The Restated Standalone Financial Information has been prepared on accrual basis under the historical cost convention. For the current financial year, the Company continues to be classified as Small and Medium sized Company (SMC), as per the revised definition specified in General Instructions in respect of Accounting Standards, prescribed in Companies (Accounting Standards) Rules, 2021. However, as per clause 5 of the rules,



to avail the exemption/relaxation in the accounting standards, the company has to remain as SMC for two consecutive accounting periods. Accordingly, the Company has complied with the requirements of Accounting Standards as applicable to Non – SMCs.

2. These Restated Standalone Financial Information have been prepared in accordance with the requirements of:
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended ("the Act") read with Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the "Rules")
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended ("ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments /clarifications from time to time
  - c) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India as amended from time to time ("the Guidance Note").

3. The Restated Standalone Financial Information has been compiled by the company from:

The Audited Standalone Financial Statements of the Company as at and for the financial years ended on March 31, 2023, March 31, 2022, and March 31, 2021, prepared in accordance with the Accounting Standards (referred to as "AS") as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules, 2021 (as amended) and the relevant provisions of the Companies Act, 2013, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on 10 May 2023, 18 July 2022 and 07 November 2021 respectively. Also,

- a) there were no changes in accounting policies during the year of these financial statements
- b) there were no adjustments made for prior period items and other material amounts in the respective financial years to which they relate and there are no qualifications which require adjustments
- c) The Restated Standalone financial information has been made after incorporating adjustments for the required regrouping/reclassifications retrospectively in respective financial years to reflect the same accounting treatment as per the accounting policy for all reporting years.
- d) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments / restatements and regroupings as in our opinion are appropriate and there were no material amounts which have been adjusted for in arriving at profit of the respective periods
- e) There are no revaluation reserves, which need to be disclosed separately in the Restated Standalone Financial Information;
- f) The company has not proposed any dividend for the said year

**(c) USE OF ESTIMATES**

In preparing these Restated Standalone Financial Information the Management has made estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of the Restated Standalone Financial Information and the reported income and expense like provision for employee benefits, provision for doubtful debts/ advances, useful life of fixed assets, provision for taxation etc. The Management believes that the estimates used in preparation of the Restated Standalone Financial Information are prudent and reasonable. The future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise. Estimates and underlying assumptions are reviewed on an ongoing basis. The revisions to

150



accounting estimates are recognised in the period in which the estimate is revised and future periods affected by the change.

**(ii) INVENTORIES - NA**

**(iii) CASH AND BANK BALANCES**

Cash & cash equivalents - Cash comprises cash on hand and demand deposit with bank. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value. These balances with banks are unrestricted for withdrawal and usage.

Other bank balances comprise of items such as balances with banks held as (1) margin money on bank guarantee, (2) offered as security against borrowings (3) under lien etc. It also includes term deposits with three to twelve months of maturity. Term deposits with more than twelve months of maturity are disclosed separately under other non-current assets.

**(iv) CASH FLOW STATEMENT**

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method, adjusting the profit before tax excluding exceptional & extra ordinary items for the effects of:

- a. Changes during the period in inventories and operating receivables and payables, transactions of a non-cash nature;
- b. Non-cash items such as depreciation, provisions, unrealised foreign currency gains and losses;
- c. Any deferrals or accruals of past or future cash receipts or payments
- d. All other items for which the cash effects are investing or financing cash flows

**(v) REVENUE RECOGNITION**

Revenue is recognized on the basis of terms of services agreed upon and considering certainty of realization.

**(vi) PROPERTY, PLANT & EQUIPMENT**

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Cost comprises the purchase price and any cost directly attributable to bringing the asset to its working condition for its intended use, including relevant borrowing cost of qualifying asset and the cost of dismantling & restoring the site on which the asset is located.

The company identifies and determines cost of each component / part of an item of property plant and equipment separately, if the component / part has a cost which is significant in relation to the total cost of the item. These components / parts are depreciated separately over their useful lives.

An item of property, plant and equipment is derecognized upon disposal or on retirement, when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising from the de-recognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item and is included in the statement of profit and loss when the item is derecognized.

151



## (vii) DEPRECIATION & AMORTIZATION

The company depreciates Property, Plant & Equipment over their estimated useful lives using written down value method as per Schedule II of Companies Act. These charges are commenced from the dates the assets are available for their intended use and are spread over their estimated useful lives. Depreciation on deletions has been provided on pro-rata basis. The residual values, useful lives and method of depreciation of PPE are reviewed at each financial year-end and adjusted prospectively, if appropriate.

## (viii) FOREIGN CURRENCY TRANSACTIONS AND TRANSLATIONS

**Initial Recognition** - Foreign currency transactions are recorded in the reporting currency (INR), by applying the exchange rate between the reporting currency and the foreign currency at the date of transaction to the foreign currency amount.

**Conversion** - Foreign currency assets/liabilities items which are carried in terms of historical cost denominated in a foreign currency are reported using the closing rate. Revenue nature items are reported using the exchange rate at the date of the transaction.

**Exchange Differences** - Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded or reported are recognised as income/expense in the year in which they arise are reported in Revenue from operations considering the materiality and nature of contracts with customers. The exchange difference on the date of closing due to change in closing rate is taken into statement of profit and loss account.

## (ix) INVESTMENTS


Investments, which are readily realizable and intended to be held for not more than one year, are classified as current investments. All other investments are classified as non-current investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties, less the pre-acquisition interest/dividend accrued if any. Where an indication of impairment exists, the carrying amount of investment is assessed and an impairment provision is recognised, if required immediately to its recoverable amount. On disposal of such investments, the difference between the net disposal proceeds and carrying amount is recognised in the statement of profit and loss.

## (x) EMPLOYEE BENEFITS

Short-term Employee benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

Defined Contribution plan: Employee benefits in the form of contribution for provident fund, Employees State Insurance Corporation are charged as an expense to the statement of profit and loss, based on the amount of contribution required to be made as and when services are rendered by the employees. The above benefits are classified as Defined Contribution Plan, as the Company has no further obligations beyond the monthly contributions

Defined Benefit plan - For defined benefit retirement schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each year-end balance sheet date. Defined benefit costs comprising current service cost, gains or losses on settlements and net interest on the net defined benefit liability/(asset) are recognised in the Statement of Profit and Loss as employee benefits expense. Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier. The Actuarial gains and losses are recognized immediately in the statement of Profit and Loss Account. The retirement benefit obligations recognised in the balance sheet represents the present value of the defined benefit obligations.



Leave Encashment: - The Company does not have a policy for encashing unutilised leave credits.

**(xi) BORROWING COST**

Borrowing costs include interest to the extent they are regarded as an adjustment to the interest cost. Cost in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan.

**(xii) SEGMENT REPORTING**

There is no separate identifiable unit, division or geography as the Company activities is focused mainly towards freight forwarding, however the Revenue is divided into six formats of freight which is of Sea, Air, Warehousing, custom clearance and Project Cargo.

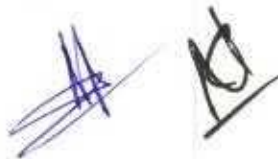
**(xiii) EARNINGS PER SHARE**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) attributable to ordinary shareholders by the weighted average number of equity shares outstanding during the year. The 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 for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares, if any.

**(xiv) TAXES ON INCOME**

Tax expense for the year comprises of current and deferred tax. Current tax is tax payable on the taxable income for the year, as determined in accordance with the provisions of the Income Tax Act, 1961. Taxable Income differs from net profit as reported in the statement of profit and loss, as it excludes items of income or expense that are taxable or deductible in other years, and it further excludes items that are never taxable or deductible. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts, and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all the timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are shown on net-basis. The carrying value of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.



**(xv) IMPAIRMENT OF PPE**

At each Balance Sheet date, the carrying values of the tangible assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where there is an indication that there is a likely impairment loss for a group of assets, the company estimates the recoverable amount of the group of assets as a whole, to determine the value of impairment. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

**(xvi) PROVISIONS AND CONTINGENCIES**

A provision is recognized when the Company has a present obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value, and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Contingent liability is disclosed for (i) possible obligation which will be confirmed only by future events not wholly within the control of the company or (ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are neither recognized nor disclosed in the financial statements. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates

Commitments are future liabilities for contractual expenditure remaining to be executed on capital account and not provided for in books of account.

**ANNEXURE – 05 – SHARE CAPITAL**

	<b>2022-2023</b>	<b>2021-2022</b>	<b>2020-2021</b>
<b>(a) Share Capital</b>			
<b>Equity Share Capital</b>			
Authorised Share capital			
100,000 Equity Shares Of Rs. 10 each			
Issued, subscribed & fully paid share capital			
100,000 Equity Shares Of Rs. 10 each	10.00	10.00	10.00
<b>Details of Shareholding Pattern holding more than 5%</b>	<b>No of Shares</b>	<b>No of Shares</b>	<b>No of Shares</b>
Mr. Nishant Seth	50,000.00	50,000.00	50,000.00
Mrs. Shilpi Singh	50,000.00	50,000.00	50,000.00



Mr. Ambrish has gifted 50000 shares to Mrs. Shilpi Singh on 23rd June 2020			
Shares held by Promoter at the end of the year 31st March 2023			
Promoter Name	No of Shares	% of change during the Year	% of change during the Year
Mr. Nishant Seth	50,000.00	-	-
Ms Shilpi Singh	50,000.00		
Shares held by Promoter at the end of the year 31st March 2022			
Promoter Name	No of Shares	% of change during the Year	% of change during the Year
Mr. Nishant Seth	50,000.00	-	-
Ms Shilpi Singh	50,000.00		
Shares held by Promoter at the end of the year 31st March 2021			
Promoter Name	No of Shares	% of change during the Year	% of change during the Year
Mr. Nishant Seth	50,000.00	-	-
Ms Shilpi Singh	50,000.00		
<b>Note:</b>			
<p>The Company has issued only one class of equity shares having a par value of 10/- per share. Each holder of equity share 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 any of the remaining assets of the Company after distribution of all preferential amounts. However, no such preferential amount exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.</p>			
No shares has been pledged by any shareholders			
During the preiod of five year immediately preceeding the balance sheet date, company has not issued any share without payment being received in cash or by way of bonus			



### ANNEXURE 06 – RESERVES AND SURPLUS

<b>(b) Reserves and Surplus</b>			
Profit & Loss Account			
Opening Balance			
	1,786.15	1,304.10	941.17
Add / (Less) : Short/excess provision for tax			
	(8.71)	-	(5.83)
Less: CSR Expenses*			
	(10.00)	(7.00)	-
Add: Profit Generated During the Year			
	622.08	489.06	368.76
<b>Total</b>	<b>2,389.53</b>	<b>1,786.15</b>	<b>1,304.10</b>

### ANNEXURE 07 – BORROWINGS - NA

### ANNEXURE 08 – OTHER LONG TERM LIABILITIES

<b>(a) Long-term borrowings</b>			
Secured Loans- Motor Car			
	15.96	21.02	105.32
CY Loan is security against the Motor car.			
	-	-	-
<b>Total</b>	<b>15.96</b>	<b>21.02</b>	<b>105.32</b>

### ANNEXURE 09 – PROVISIONS

<b>(d) Long-term Provisions</b>			
Gratuity Provision			
	5.86	4.56	-
<b>Total</b>	<b>5.86</b>	<b>4.56</b>	

### ANNEXURE 10 – TRADE PAYABLES

<b>(b) Trade payables</b>			
Creditors for Purchase			
	4,131.02	3,265.86	3,151.52
Creditors for Expenses			
	814.06	593.74	655.10
Note : Kindly Refer Disclosure Sheet			
<b>Total</b>	<b>4,945.07</b>	<b>3,859.59</b>	<b>3,806.62</b>



**ANNEXURE 11 – OTHER CURRENT LIABILITIES**

<b>(c) Other current liabilities</b>			
Mobilization from Debtors	0.12	0.10	0.09
Trade deposit from Vendor	50.00	-	-
<b>Total</b>	<b>50.12</b>	<b>0.10</b>	<b>0.09</b>

**ANNEXURE 12 – PROPERTY, PLANT & EQUIPMENT**

<b>Non-current assets</b>			
(i) Property , Plant and Equipment			
Computer (Gross Block)	12.14	11.19	10.35
Less : Depreciation	9.99	7.67	5.47
Electrical Instalation (Gross Block)	5.41	5.25	2.36
Less : Depreciation	2.50	1.43	0.51
Furniture & Fixtures (Gross Block)	14.02	14.02	14.02
Less : Depreciation	8.24	6.77	5.25
Office Premises (Gross Block)	219.52	219.52	219.52
Less : Depreciation	33.07	25.75	18.44
Air Condition (Gross Block)	113.87	87.61	37.72
Less : Depreciation	52.09	36.84	32.33
<b>Total</b>	<b>259.06</b>	<b>259.11</b>	<b>221.96</b>

**ANNEXURE 13 – NON-CURRENT INVESTMENT - NA**

**ANNEXURE 14 – DEFERRED TAX ASSET/LIABILITIES – NA**

**ANNEXURE 15 – LOANS AND ADVANCES**

<b>(e) Short-term loans and advances</b>			
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Loans & Advances			
	213.21	7.26	39.78
(Good and unsecured and recoverable in cash and kind)			
Advance to Creditors			
	1.06	5.78	43.19
<b>Total</b>	<b>214.28</b>	<b>13.04</b>	<b>82.97</b>

(d) Long-term loans and advances			
Security Deposit			
	1.54	2.59	6.13
<b>Total</b>	<b>1.54</b>	<b>2.59</b>	<b>6.13</b>

**ANNEXURE 16 – OTHER NON CURRENT ASSET**

(e) Other non-current assets			
Gratuity Assets			
	7.62	7.05	-
<b>Total</b>	<b>7.62</b>	<b>7.05</b>	<b>-</b>

**ANNEXURE 17 – INVENTORIES - NA**

**ANNEXURE 18 – TRADE RECEIVABLE**

(c) Trade receivables			
Sundry Debtors			
	5,640.06	4,874.94	4,316.63
<b>Total</b>	<b>5,640.06</b>	<b>4,874.94</b>	<b>4,316.63</b>

**ANNEXURE 19 – CASH AND BANK BALANCES**



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<b>(d) Cash and Cash equivalents</b>			
Cash on Hand			
	0.62	1.96	3.31
Bank Balances			
	85.72	63.72	228.41
<b>Total</b>	<b>86.34</b>	<b>65.68</b>	<b>231.72</b>

**ANNEXURE 20 – OTHER CURRENT ASSET**

<b>(f) Other current assets</b>			
Receivable from Government			
	12.36	67.66	19.21
Receivable from Government is adjustable against liability			
	1,670.91	718.12	678.85
<b>Total</b>	<b>1,683.28</b>	<b>785.78</b>	<b>698.06</b>

**ANNEXURE 21 – REVENUE FROM OPERATIONS**

<b>Revenue from operations</b>			
Sales of Services net of taxes			
	29,295.74	27,843.58	25,622.64
<b>Total</b>	<b>29,295.74</b>	<b>27,843.58</b>	<b>25,622.64</b>

**ANNEXURE 22 – OTHER INCOME**

<b>Other Income</b>			
Interest on FD			
	17.02	14.78	3.76
Interest Received on Income tax Refund			
	1.85	-	11.44
Discount Received			
	1.08	0.08	7.10
<b>Total</b>	<b>19.96</b>	<b>14.86</b>	<b>22.31</b>

**ANNEXURE 23 – DIRECT COST - NA**

**ANNEXURE 24 – PURCHASE OF SERVICES**



<b>(a) Cost of Services consumed</b>			
Purchase of Services			
	26,164.85	25,057.99	22,615.63
<b>Total</b>	<b>26,164.85</b>	<b>25,057.99</b>	<b>22,615.63</b>

**ANNEXURE 25 – CHANGE OF INVENTORIES - NA**

**ANNEXURE 26 – EMPLOYEE BENEFIT EXPENSE**

<b>(d) Employee benefits expense</b>			
Salaries, Welfare & Bonus			
	287.56	183.78	127.85
(Included in FY 22-23 1.45 Cr as Director Remuneration (FY 21-22 amount was 49.80 Lacs)			
<b>Total</b>	<b>287.56</b>	<b>183.78</b>	<b>127.85</b>

**ANNEXURE 27 – FINANCE COST**

<b>(e) Finance Costs</b>			
Interest Expenses			
	18.94	10.08	51.96
<b>Total</b>	<b>18.94</b>	<b>10.08</b>	<b>51.96</b>

**ANNEXURE 28 – DEPRECIATION AND AMORTIZATION**

**ANNEXURE 29 – OTHER EXPENSE**

<b>(g) Other expense</b>			
Direct Expenses			
	1,488.80	1,221.27	1,199.47
General & Administrative Overheads			
	465.08	683.97	1,129.62
<b>Total</b>	<b>1,953.88</b>	<b>1,905.24</b>	<b>2,329.09</b>

**ANNEXURE 30 - EARNINGS PER SHARE**



EPS			
Particulars	Year ended 31st March 2023	Year ended 31st March 2022	Year ended 31st March 2021
Profit/(Loss) for the period (₹ in lakhs)	620.46	489.06	368.76
Profit attributable to ordinary shareholders (₹ in lakhs)	620.46	489.06	368.76
Weighted Average No. of shares	1.00	1.00	1.00
Nominal value of Ordinary Share (₹)	10.00	10.00	10.00
Basic earnings per Ordinary Share (₹)	620.46	489.06	368.76
Diluted earnings per Ordinary Share (₹)	620.46	489.06	368.76

### ANNEXURE 31 - CONTINGENT LIABILITIES AND COMMITMENTS

A. **CONTINGENT LIABILITIES**- There are no Contingent liabilities or any Warranties being converted into liabilities in the Company

B. **PENDING CAPITAL COMMITMENTS** - There are no pending Capital Commitments in the Company

### TRANSACTION WITH RELATED PARTIES Annexure 32

RPT					
2022-23					
Sr No	Name	Relation	Amount	Purpose	Closing Balance Cr.
1	Eastern Cargo Carriers (I) Pvt Ltd	Promoter Group Company	2,10,90.63	Purchase	4019.03
2	Astra Consultants	Promoter's Firm	7.840	Prof.Fees	7.84
3	Ambrish Kudsia	Director's Father in Law	19.50	Salary	-
4	Nutan Kudsia	Director's Mother-in-Law	7.60	Jobwork	7.52
5	Manvendra Singh	Director	32	Salary	31.05
6	Nishant Seth	Director	113.75	Salary	-
7	Nishant Seth	Director	19.20	RENT	-
8	Parul Mehrotra	Director's Mother-in-Law	5.00	Prof.Fees	-
9	Rainbow Aviation Pvt. Ltd.	Promoter Group Company	36.60	Freight Purchase	0.88

10	Reeco Healthcare Pvt Ltd	Promoter Group Company	182.31	Purchase of Goods	52.67
11	Shilpi Singh	Director's Wife	14.94	Salary	5.50
12	Shivranjani Seth	Director's Wife	98.52	Contract fee	-
2021-22					
Sr No	Name	Relation	Amount	Purpose	Closing Balance Cr
1	Eastern Cargo Carriers (I) Pvt Ltd	Promoter Group Company	1,80,73.23	Purchase	22,26.89
2	Astra Consultants	Promoter Group Company	2.00	Prof.Fees	-
3	Lalit Seth	Director's Father	42.00	Rent	-
4	Manvendra Singh	Director	20.00	Salary	5.85
5	Manvendra Singh -HUF	Promoter Group Company	17.00	Commission	16.83
6	Nishant Seth	Director	41.82	Salary	-
7	Nishant Seth HUF	Promoter Group Company	13.00	Commission	-
8	Rainbow Aviation Pvt Ltd	Promoter Group Company	31.13	Freight Purchase	0.45
9	Reeco Heathcare Pvt. Ltd.	Promoter Group Company	71.77	Purchase	51.68
10	Shilpi Singh	Director's Wife	20.00	Salary	-
11	Shivranjani Seth	Director's Wife	1,39.07	Contract fees	-
2020-21					
Sr No	Name	Relation	Amount	Purpose	Closing Balance Cr
1	Eastern Cargo Carriers (I) Private	Promoter Group Company	2,78,33.13	Purchase includes GST and Reimbursement	26,40.08
2	ASTRA CONSULTANTS	Promoter Group Company	9.25	Prof.Fees	-
3	LALIT SETH	Director's Father	46.41	Rent	-
4	MANVENDRA SINGH	Director	14.30	Salary	-
5	MANVENDRA SINGH-HUF	Promoter Group Company	8.66	Commission	-
6	NISHANT SETH	Director	18.52	Salary	-



7	NISHANT SETH HUF	Promoter Group Company	12.99	Commission	-
8	ORION INC	Promoter Group Company	29.55	Prof.Fees	24.49
9	PARUL MEHROTRA	Mother-in-Law of Director	5.52	Prof.Fees	0.46
10	RAINBOW AVIATION PRIVATE LTD	Promoter Group Company	4.87	Purchase	3.16
11	RAINBOW AVIATION PRIVATE LTD	Promoter Group Company	31.38	Loan	31.38
11	REECO HEALTHCARE PVT.LTD	Promoter Group Company	2,46.87	Thermal Covers	56.92
12	SHILPI SINGH	Director's Wife	7.20	Salary	-
13	SHIVRANJANI SETH CRS	Director's Wife	16.57	Salary	12.17
14	TIGER FREIGHT SERVICES PVT.LTD	Sister Concern	25.40	Sales	5.19

### ANNEXURE 33- RATIOS

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
<b>Total Revenue (A)</b>	<b>29315.70</b>	<b>27858.43</b>	<b>25644.95</b>
<b>Net Profit as Restated (B)</b>	<b>620.45</b>	<b>489.06</b>	<b>368.76</b>
Add: Depreciation	27.43	16.47	13.13
Add: Interest on Loan	18.94	10.08	51.96
Add: Income Tax	242.59	195.81	138.53
<b>EBITDA (C)</b>	<b>909.41</b>	<b>711.42</b>	<b>572.38</b>
<b>EBITDA Margin (in %) (C/A)</b>	<b>3.10</b>	<b>2.55</b>	<b>2.23</b>
<b>Net Worth as Restated (D)</b>	<b>2397.91</b>	<b>1796.16</b>	<b>1314.09</b>
<b>Return on Net worth (in %) as Restated (H/D)</b>	<b>30.86%</b>	<b>59.59%</b>	<b>14.99%</b>
<b>Net Profit as Restated (B)</b>	<b>620.46</b>	<b>489.06</b>	<b>368.76</b>
Less: 15% Preference dividend (₹ in lakhs)	0	0	0
<b>Profit attributable to Equity shareholders (H)</b>	<b>620.45</b>	<b>489.06</b>	<b>368.76</b>
<b>Equity Share at the end of the year (in Nos.) (E)</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>
<b>Weighted No. of Equity Shares (G)</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>



Earnings per Equity Share as per Restated (H/G)	620.46	489.06	368.76
Net Asset Value per Equity share as Restated (D/E)	2397.91	1796.16	1314.10

Note: -

EBITDA Margin - EBITDA / Total Revenues

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of Shares at the end of the year

Earnings per share calculations are in accordance with Accounting Standard 20 "Earning per Share", notified under the Companies (Accounting Standards) Rule 2006, as amended. Companies (Accounting Standards) Rules 2006, as amended.

Return on Net Worth (%) = Restated Profit after taxation / Net Worth x 100

Net Worth = Equity Share Capital + Reserves and Surplus (including P & L surplus) excluding Preference dividend - Revaluation Reserve, If any

Net asset value / Book value per share (₹) = Net worth / No. of equity shares outstanding at the end of FY

The Company does not have any revaluation reserve or extra - ordinary items.

The figures disclosed above are based on the Restated Financial Information of the Company

Particulars	Unit of Measurement	March 31, 2023	March 31, 2022	March 31, 2021
Current Ratio	In multiple	1.37	1.34	1.26
Debt-Equity Ratio	In multiple	78.45	61.14	57.58
Debt Service Coverage Ratio	In multiple	57.00	33.84	5.43
Return on Equity Ratio	In %	25.93	27.23	28.06
Inventory Turnover Ratio	In Days	NA	NA	NA
Trade receivables Turnover Ratio	In Days	100.55	92.17	59.54
Trade payables Turnover Ratio	In Days	69.00	56.24	61.45
Net Capital Turnover Ratio	In Days	31.55	35.93	-1.90
Net Profit Ratio	In %	2.12	1.76	1.44
Return on Capital Employed	In %	36.37	38.09	39.40
Return on Investment (Assets)	In %	5.41	5.22	5.62



**Formula adopted for above Ratios:**

Current Ratio = Current Assets / (Total Current Liabilities – Security Deposits payable on Demand – Current maturities of Long-Term Debt)

Debt equity ratio = Total debt/Equity

Debt service coverage ratio = EBITDA excl. non-cash items / Int exp + Repayment of Loan

Return on equity ratio = Net profit after tax less preference dividend/ Equity shareholders funds

Inventory Turnover ratio (in days) = 365/ (Cost of goods sold / Average Inventory)

Trade receivables Turnover Ratio (Average Receivables days) = 365 / (Net Revenue / Average Trade receivables)

Trade Payables Turnover Ratio (Average Payable days) = 365 / (Net Purchases / Average Trade payables)

Net Capital Turnover Ratio = Inventory Turnover ratio+ trade receivable turnover ratio - Trade payable turnover ratio

Net Profit Ratio = Net Profit / Net Revenue

Return on Capital employed = Earnings before depreciation interest and tax/ Capital Employed ( Total assets - Current liabilities)

Return on Investment (Assets) = Total Comprehensive Income / Average Total Assets

Reasons for Variation- Due to Increase in Credit period to be offer for sustaining the competition. Also, company taken the credit facility from bank.

**ANNEXURE 34 - RESTATED STATEMENT OF TAX SHELTER**

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
<b>Profit/(Loss) Before Tax as per books of accounts (A)</b>	8,63.05	6,84.87	5,07.29
Normal Tax Rate	27.82%	27.82%	27.82%
Minimum Alternative Tax Rate	16.69%	16.69%	16.69%
<b>Adjustments</b>			
<b>Permanent Adjustments</b>			
Other adjustment	4.49	6.33	4.36
Donation Disallowance	1.24	12.01	1.14
Prior Period Item		-	
<b>Total Permanent Differences (B)</b>	5.74	18.34	5.51

<b>Timing Differences</b>			
Depreciation as per Books of Accounts	27.43	14.49	13.13
Depreciation as per Income Tax	32.80	28.68	26.34
Difference between tax depreciation and book depreciation	-5.37	-14.19	-13.21
TDS disallowance			
<b>Total Timing Differences ( C )</b>	-5.37	-14.19	-13.21
<b>Net Adjustments (D=B+C)</b>	8,63.41	6,89.02	4,99.59
<b>Less: Exempted income (E)</b>	-	-	-
<b>Less: Gain on sale of capital asset (F)</b>	-	-	-
<b>Total Income (G = A+D-E-F)</b>	8,63.41	6,89.02	4,99.59
Brought forward loss (H)	-	-	-
Deduction	0.55	6.01	0.50
<b>Taxable Income / (Loss) for the year</b>	8,62.86	6,83.02	4,99.09
Tax payable for the year	2,15.71	1,70.75	1,24.77
LTCG /STCG tax			-
Surcharge@ 7%	15.10	11.95	8.73
Education cess@4%	9.23	7.31	5.34
Interest u/s 234B and 234C	1.80	2.09	1.79
<b>Tax expense recognised</b>	2,41.85	1,92.10	1,40.64
Tax payable as per MAT (whichever is higher)	1,44.06	1,14.31	84.67
Tax payable as per normal rate or MAT (whichever is higher)	2,41.85	1,92.10	1,40.64





**ANNEXURE 35 - RESTATED STATEMENT OF CAPITALISATION**

(₹ in lakhs, Unless Otherwise Stated)

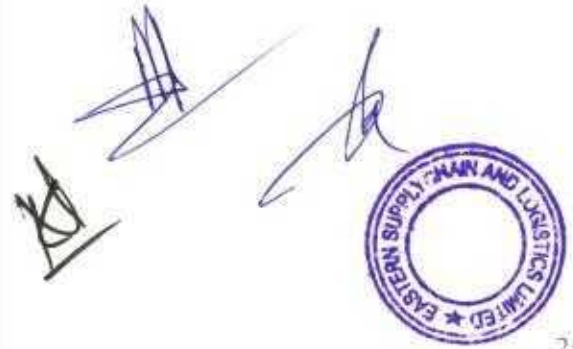
Particulars	Pre-Issue	Post Issue
<b>Borrowings</b>		
Short-Term Debt	768.51	●
Long-Term Debt (A)	15.96	●
<b>Total Borrowings (B)</b>	784.46	●
<b>Shareholders' Funds</b>		
Share capital	10.00	●
Reserves & Surplus	2389.53	●
<b>Total Shareholders' Fund (C)</b>	2399.53	●
<b>Long-Term Borrowings/Total Shareholders' Fund (A/C)</b>	0.01	●
<b>Total Borrowings/Total Shareholders' Fund (B/C)</b>	0.33	●

Notes:

1. Refer Annexure note 37(9) for security, terms and other specific disclosures of Cash Credit Facilities, Working Capital Demand Loan and Other bank loan

**ANNEXURE 36 - STATEMENT OF ADJUSTMENTS TO THE RESTATED STANDALONE FINANCIAL INFORMATION**

- a) There are no restatement adjustments made to the equity of the Audited Standalone Financial Statements of the company years ended 31 March 2023, 31 March 2022 and 31 March 2021.
- b) Adjustments for audit qualification: None
- c) Non-adjusting items

**ANNEXURE 37 - ADDITIONAL DISCLOSURES TO RESTATED STANDALONE FINANCIAL**

**INFORMATION**

**1. GRATUITY – MEASUREMENT - UNFUNDED**

Reconciliation of opening and closing balance in the present value of defined benefit obligation  
(₹ in lakhs)

Particulars	2022-2023	2021-2022
Obligation at the beginning of the year	4.55	3.27
Add: Current service cost	1.10	0.95
Add: Interest Cost	0.31	0.23
Add: Actuarial Loss	-0.11	0.08
<b>Obligation at the end of the year</b>	<b>5.85</b>	<b>4.55</b>

The Amount recognized in Balance sheet is as follows:

Particulars	2022-23	2021-22
Amount reflected in Balance sheet		
<b>Net Liability - Non-current</b>	<b>0.56</b>	<b>1.45</b>
<b>Net Liability – Current</b>	<b>1.18</b>	<b>1.10</b>

Amount recognized in Profit and loss account are as follows:

Particulars	2022-23	2021-22	2020-21
1. Current Service Cost	4.35	12.89	
2. Interest Cost	0.94	-	
3. Net Actuarial (gain)/ loss	8.92	-	
<b>Net Expense recognized in P/L a/c</b>	<b>14.21</b>	<b>12.89</b>	

Principal Actuarial Assumptions	2022-23	2021-22
Discount rate as on	7.45%	7.25%
Expected return on plan assets at	N/A	N/A
Mortality table	Indian Assured Lives Mortality (2012-14) Ult.	
Salary Escalation Rate	7.00%	7.00%
Recognition of Actuarial gain/loss as on accounting date	NIL	NIL

## 2. TRADE RECEIVABLES

### A. TRADE RECEIVABLE DUE FROM DIRECTORS AND OTHERS

(₹ in lakhs)

### B. AGEING SCHEDULE OF TRADE RECEIVABLES

As at March 31, 2023

(₹ in lakhs)

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed - considered good	5584.84	15.91	29.56			5630.33
Undisputed - considered doubtful	-	-	-	9.72	-	9.72
Disputed considered good	-	-	-	-	-	-
Disputed considered doubtful	-	-	-	-	-	-

As at March 31, 2022

(₹ in lakhs)

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed - considered good	4845.90	19.30			12.65	4865.21
Undisputed - considered doubtful	-	-	-	9.72	-	9.72
Disputed considered good	-	-	-	-	-	-
Disputed considered doubtful	-	-	-	-	-	-



As at March 31, 2021

(₹ in lakhs)

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed - considered good	4306.91					4306.91
Undisputed - considered doubtful	-	-	9.72	-	-	9.72
Disputed considered good	-	-	-	120.18	-	
Disputed considered doubtful	-	-	-	-	-	-

Company has not provided for doubtful debts (ECL) for amount 9.72 lakhs overdue for more than 3 years

**3) TRADE PAYABLE**

**A. AGEING SCHEDULE OF TRADE PAYABLE IS AS BELOW:**

As at March 31, 2023

(₹ in lakhs)

Particulars	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro, Small & Medium Enterprises	-	63.43	-	-	-	63.43
(ii) Others	-	4881.63				4881.63
(iii) Disputed dues - Micro, Small & Medium Enterprises	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

As at March 31, 2022

(₹ in lakhs)

Particulars	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro, Small & Medium Enterprises	-	49.34	-	-	-	49.34
(ii) Others	-	3804.46				3804.46
(iii) Disputed dues - Micro, Small & Medium Enterprises	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-



As at March 31, 2021

(₹ in lakhs)

Particulars	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro, Small & Medium Enterprises	-			-	-	
(ii) Others	-	3806.62				3806.62
(iii) Disputed dues - Micro, Small & Medium Enterprises	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

#### B. MICRO SMALL AND MEDIUM ENTERPRISES

The amount due to micro and small enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the Company. Further, in the view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company states that it has not received any claim for interest from any supplier under the said Act.

For the FY ending 31-3-2021 Company has not maintained separate records for MSME Trade payables.

4. The balances in the current assets, loans & advances are approximate to the values stated, if realised, in the ordinary course of business.

#### 5. LONG TERM BORROWINGS

Secured Motor Car Loan is being taken by the Company which is on the basis of term loan payments

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Car Loan	15.95	21.02	
Office Property Loan			105.32

- The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken.
- The Company has not been declared as wilful defaulter by any bank or financial Institution or other lenders.
- The company is regular in depositing the dues (principal + Interest). Therefore, there were no continuing default as on Balance sheet date.
- Borrowings secured against current assets of the Company (Short Term)

Particulars	As at March 31, 2023	As at March 31,2022	As at March 31,2021
Cash Credit from Standard Chartered Bank (Sanctioned 1200 lakhs)	763.44	21.02	
Cash Credit Citi Bank Limited (Sanctioned 670 lakhs )		585.73	105.32

- f. Guarantors for Short term borrowings is given by Mr Nishant Seth , Manvendra Singh and Ms Shilpi Singh
- g. For Loan from Standard Chartered Bank Limited the Office Property at The Summit Andheri East is also offered as Security
- h. Satisfaction of Charge is availed for loans fully discharged with Citibank .

**6. SHORT-TERM BORROWINGS - As given above**

**7. LOANS AND ADVANCES – (CURRENT)**

**DUE FROM DIRECTORS AND OTHER PARTIES.**

**PRIVATE COMPANIES (DIRECTOR/ OFFICER AS DIRECTOR)**

Rs NIL

**8. SEGMENT DETAILS AS PER AS 17**

(₹ in lakhs)

Segment Revenue			
Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Total Revenue (A)	29315.70	27858.44	25644.95
Segment A- AIR CARGO	16878.99	15725.56	20617.53
Percentage	57.62	56.48	80.47
Segment B- SEA CARGO	10187.45	6751.01	3177.18
Percentage	34.77	24.25	12.40
Segment C- Multimodal Transport Opeartion	1759.03	1327.31	1255.67
Percentage	6.00	4.77	4.90

<b>Segment D- Warehousing</b>	<b>304.77</b>	<b>337.60</b>	<b>455.91</b>
Percentage	1.04	1.21	1.78
<b>Segment E-Custom Clearance</b>	<b>165.49</b>	<b>132.18</b>	<b>116.36</b>
Percentage	0.56	0.47	0.45
<b>Segment F-Project Cargo</b>		<b>3570</b>	
Percentage		12.82	

### **9. CONTRIBUTION TO CSR ACTIVITIES**

CSR is applicable for the FY 2022-23 as per the provisions of Sec 135(1) of the Companies Act 2013 read along with CSR amendment rules 2021.

(₹ in lakhs)

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
(a) amount required to be spent	10.00	7.00
(b) amount of expenditure incurred	10.00	7.00
(c) shortfall/ (excess) at the end of the year	-	
(d) nature of CSR activities	Refer below*	

*The company is not required to spent on CSR activities for the previous financial years ended March 2021*

\*The Company has contributed Rs. 10 lakhs to Umeed Giving is Living Foundation for promoting education & skill development.

10. There are no proceedings initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

### **11. RELATIONSHIP WITH STRUCK OFF COMPANIES**

The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956.

### **12. SCHEME OF ARRANGEMENTS**

There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.

### **13. ADVANCE OR LOAN OR INVESTMENT TO INTERMEDIARIES AND RECEIPT OF FUNDS FROM INTERMEDIARIES**

The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries)

with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The company has also not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) 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 (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

#### **14 UNDISCLOSED INCOME**

The Company do not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.

#### **15 DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY**

The Company has not operated in any crypto currency or Virtual Currency transactions during the current financial year and in the reported previous years.

#### **16 DIVIDEND AND ISSUE OF SECURITIES**

During the year, no dividend has been declared to the equity shareholders of the Company.

17 There are no contingencies and events occurring after the balance sheet date as per Accounting Standard 4 that materially affects the financial position of the company.

18 All items of Income & Expense of the period are included in the determination of the net profit of the year. There were no prior period items to be considered for the reporting years. Accounting policies followed and accounting estimates made were consistent for the reporting years and there were no significant changes observed as per AS-5.

#### **19 ROUNDING OF AMOUNTS**

These Restated Standalone Financial Information have been prepared and presented in Indian Rupees and all amounts have been presented in lakhs with two decimals, except share data and as otherwise stated.

1. The company has converted itself from private limited to public limited, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on 29<sup>th</sup> September, 2023 and consequently, the name of the Company has changed to " Eastern Supplychain & Logistics Limited " pursuant to a fresh certificate of incorporation issued by the Registrar of Companies on 29<sup>th</sup> September, 2023.





As per our report of even date attached

**For C Sharat & Associates**  
Chartered Accountants  
FRN 128593



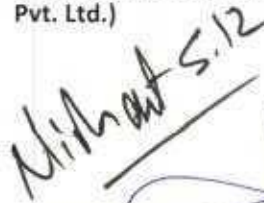
Chintan Sharatchandra Shah  
Partner  
M. No. 127551



Place: Mumbai  
Date: 29/9/2023

UDIN-23127551BGTRS13325

For and on behalf of the board of Directors  
**Eastern Supplychain and Logistics Limited**  
(Formerly known as Eastern Supplychain and Logistics  
Pvt. Ltd.)



Nishant Seth  
Director  
DIN:00240512



Manvendra Singh  
Director  
DIN: 06365465



Dinesh Lath  
CFO

Neha Agarwal  
CS

## OTHER FINANCIAL INFORMATION

The audited financial statements of our Company as at and for the years ended March 31, 2021, March 31, 2022 and March 31, 2023, together with all the annexures, schedules and notes thereto (“**Financial Statements**”) are available at [www.esupplychain.co.in](http://www.esupplychain.co.in). Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations.

The Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) red herring prospectus (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Financial Statements should not be considered as part of information that any investor should consider in order to subscribe for or purchase any securities of our Company, its Subsidiaries, or any entity in which it or its shareholders have significant influence (collectively, the “**Group**”) and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor BRLM, 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 Financial Statements, or the opinions expressed therein.

The details of accounting ratios derived from Restated Financial Information required to be disclosed under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are set forth below:

<b>RESTATED EARNING PER SHARE:</b>		<b>(₹ in Lakhs)</b>		
<b>Ratios</b>		<b>For the year ended 31st March 2023</b>	<b>For the year ended 31st March 2022</b>	<b>For the year ended 31st March 2021</b>
Restated PAT as per P&L Account		622.09	489.06	368.76
Weighted Average Number of Equity Shares at the end of the Year/Period (Pre-Bonus Issue)	1	1	1	1
Weighted Average Number of Equity Shares at the end of the Year/Period (Post Bonus Issue)	1	1	1	1
No. of equity shares at the end of the year/period (Pre-Bonus Issue)	1	1	1	1
No. of equity shares at the end of the year/period (Post Bonus Issue)	1	1	1	1
Net Worth		2399.53	1796.15	1314.10
EBDITA		909.41	711.42	572.38
<b>Earnings Per Share</b>				
Basic & Diluted EPS (pre Bonus)	(INR)	622.09	489.06	368.76
Basic & Diluted EPS (post Bonus)	(INR)	622.09	489.06	368.76
<b>Return on Net Worth (%)</b>		<b>30.86%</b>	<b>59.59%</b>	<b>14.99%</b>
<b>Net Asset Value Per Share (Rs) (Pre-Bonus Issue)(INR)</b>		<b>2397.91</b>	<b>1796.16</b>	<b>1314.10</b>
<b>Net Asset Value Per Share (Rs) (Post Bonus Issue) (INR)</b>		<b>2397.91</b>	<b>1796.16</b>	<b>1314.10</b>
Nominal Value per Equity share (Rs.)	(INR)	10.00	10.00	10.00

The ratios have been computed as under:

1. Return on Net Worth (%) = Net Profit after tax, as restated for the end of the year divided by Net worth as at the end of the year.
2. Basic EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of equity shares outstanding during the year
3. Diluted EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of diluted equity shares outstanding during the year
4. The Equity shares and basic/diluted earnings per share has been presented to reflect the adjustments of bonus shares issued during the financial year ended March 31, 2023 in accordance with Ind AS 33-Earning per share.
5. Net Asset Value per share = Net Worth (total equity) at the end of the year divided by weighted average no. of equity shares outstanding at the end of the year
6. EBITDA: Aggregate of restated profit/(loss) before tax, finance cost, depreciation and amortization
8. EBITDA Margin = EBITDA divided by total income

## CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at March 31, 2023 derived from our Restated Financial Information, and as adjusted for the Issue. This table should be read in conjunction with "**Risk Factors**", "**Restated Financial Information**" and "**Management Discussion and Analysis of Financial Position Results of Operations**", on pages 137, 24 and 179 respectively

(Amt. In lakhs)

Particulars	Pre Issue as at March 31, 2023	Post Issue*
Borrowings		
Long Term Borrowings	<u>15.96</u>	[●]
Short term Borrowings	<u>768.51</u>	[●]
Total debts (C)	<u>784.47</u>	[●]
		[●]
Shareholders' funds		[●]
Equity share capital	<u>10.00</u>	[●]
Reserve and surplus - as restated	<u>2389.53</u>	[●]
		[●]
Total shareholders' funds	<u>2399.53</u>	[●]
		[●]
Long term debt / shareholders funds	<u>0.01</u>	[●]
Total debt / shareholders funds	<u>0.33</u>	[●]

As certified by our Statutory Auditor vide certificate dated September 25, 2023

\* The corresponding post-Issue capitalization data is not determinable at this stage pending the completion of the Book Building process and hence have not been furnished. To be updated upon finalization of the Issue price.

## FINANCIAL INDEBTEDNESS

Our Company avails loans and financing facilities in the ordinary course of business to meet its business requirements.

Our Board is authorised to borrow such sums of money as may be required for the purpose of the business of our Company as prescribed under applicable laws. For details regarding the borrowing powers of our Board of Directors, please see "**Our Management-Borrowing Powers**" on page 121 of this Draft Red Herring Prospectus. Set forth below is the brief summary of the borrowings of our Company, as on March, 2023

Category of borrowing	Sanctioned Amount as on (Rs. in million)	Outstanding amount(Rs.in million) as on 31 <sup>st</sup> March 2023
CC LIMIT	1200.00	763.40
Car Loan	27.00	<b>21.20</b>
<b>Total</b>	<b>1227.00</b>	<b>784.40</b>

*The details above have been certified by our Statutory Auditor, pursuant to certificate dated September 29, 2023.*

*Facility Letter by Standard Chartered Bank Ltd*

**Principal terms of the borrowings availed by our Company:**

- **Interest:** For Local Currency 2.17% spread per annum over 3 months MIBOR
- **Repayment:** Payable on Demand.
- **Security:** Exclusive charge on Office No. G-04, Ground Floor, The Summit Business Bay Premises Co-operative Housing Society, Opposite W.E.H. Metro Station, Andheri Kurla Road, Chakala, Andheri East, Mumbai 400 093 :
- **Personal Guarantee :** Nishant Singh, Manvendra Singh and Shilpi Singh.
- **Other Condition :**
  - Firm to not avail any Additional Borrowings in the form of Working Capital Limits, Terms Loans, Business Instalments Loans or any other form any banks/Financial Institution without prior approvals from SCB. In case of non-compliance with condition, Bank has the right to impose 2% penalty.
  - The Borrower not to issue any guarantee of any kind without prior written consent of SCB.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

*The following discussion is intended to convey management's perspective on our financial condition and results of operations for the financial years ended March 31, 2023, 2022 and 2021. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled "Financial Statements" and the chapter titled "Financial Statement, as Restated" on page 137 of the Draft Red Herring Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 24 of this Draft Red Herring Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" on page 18 of this Draft Red Herring Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.*

*In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Eastern Supplychain And Logistics Private Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements the financial years ended March 31, 2023, 2022 and 2021 included in this Draft Red Herring Prospectus beginning on page 137 of this Draft Red Herring Prospectus*

### **BUSINESS OVERVIEW**

Our Company is a complete 3PL (third-party logistics) service provider, delivering end-to-end solutions in the logistics and supply chain domain involving air freight, sea transportation, multimodal transport operations (MTO), warehousing and custom clearance services. We provide a total supply chain solution for client's logistics and freight management requirements and specialises in delivering end-to-end solutions in the logistics and supply chain services to various industries with a primary focus on pharmaceutical logistics, temperature-sensitive cargo, and time-critical deliveries. We serve the specific requirement of our pharmaceutical clients by providing them air cargo services with refrigerated transportation or transportation of pharmaceutical items in insulated boxes with temperature monitoring devices which is periodically calibrated. We have also forayed in providing ocean freight services offering full container load and less than container load, break bulk shipping, customs clearance, port-to-port and door-to-door deliveries, among other ancillary services to our clients.

Over the years, we have nurtured our capabilities and we believe that we also possess requisite expertise in the segment of project logistics where we take care of end-to-end pickup, clearance & delivering for all kinds of heavy and over dimensional cargo. Project cargo is a specialized activity requiring detailed planning, scheduling, and technical expertise.

In order to provide efficient, cost-effective, and coordinated transportation solutions to our clients and optimize the entire supply chain process, our Company has forayed into multimodal transport services to seamlessly integrate different transportation modes, such as road, rail, sea, and air, into a single logistics chain supported by warehousing facility. We also offer our clients, services pertaining to custom clearance.

For detailed information on the business of our Company please refer to "Our Business" beginning on page numbers 95 of this Draft Red Herring Prospectus.

### **Services Offered by our Company**

Our offerings consist of:

1. Air Cargo
2. Sea Cargo
3. Multimodal Transport operations
4. Warehousing
5. Custom Clearance
6. Project Cargo

## SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED FINANCIALS

After the date of last Audited accounts i.e. March 31, 2023, the Directors of our Company confirm that, there have not been any significant material developments.

## FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factor*” beginning on page 24 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Increase in freight and fluctuation in operating and other related costs;
- In ability to control costs and pass on any increase in operating expenses to customers, while continuing to offer competitive pricing;
- Inability to renew or obtain licenses and approvals customarily required for our business;
- Competition from existing and new companies may adversely affect our revenues and profitability;
- Inability to deal in transportation of pharmaceutical cargo; and
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;

## DISCUSSION ON RESULT OF OPERATION

### *Our Significant Accounting Policies*

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled “*Restated Financial Statements*” beginning on page 137 of the Draft Red Herring Prospectus.

### *Overview of Revenue & Expenditure*

Our revenue and expenses are reported in the following manner:

#### Revenues

- **Revenue of operations**

Our Company’s revenue is primarily generated from the Air Cargo, Sea Cargo, Multimodal Transport operations, Warehousing, Custom Clearance and Project Cargo services offered by us.

- **Other Income**

Our other income mainly consists of interest from banks and Income tax refund and discount received.

(₹ In Lakhs)

Particulars	For the period ended		
	March 31, 2023	March 31, 2022	March 31, 2021
<b>Income</b>			
Revenue from operations	29,295.74	27,843.58	25,622.64
As a % of total Income	99.93%	94.98%	87.40%
Other Income	19.96	14.86	22.31
As a % of Total Income	0.07%	0.05%	0.08%
<b>Total Revenue</b>	<b>29,315.70</b>	<b>27,858.44</b>	<b>25,644.95</b>

#### Expenditure

Our total expenditure primarily consists of Cost of services consumed, Employee Benefit Expenses, Depreciation and Amortization Expenses, Finance Costs and Other Expenses.

- **Employment Benefit Expenses**

It includes wages, salaries and bonus, directors' remuneration, contributions to welfare funds, provision for gratuity and other expenses.

- **Cost of Services Consumed**

This relates to the cost of services availed by the Company for the clients including payment to cargo, transporters and warehouse changes.

- **Other Expenses**

It includes Transportation Charges, Accommodation Charges, Business Promotion Expenses, Commission & Incentives Expenses, gift expenses, Electricity Charges, Insurance, Professional Fees, Office Maintenance and Cleaning Expenses, Vehicle Expenses, Rent, Repairs & Maintenance, Software Maintenance Expenses, Subscription & Membership Fees, Travelling Expenses and others.

- **Finance Costs**

Our finance costs mainly include finance charges and interest.

- **Depreciation**

Depreciation includes depreciation and amortization.

## RESULTS OF OUR OPERATION

	(₹ In Lakhs)		
Particulars	31-Mar-23	31-Mar-22	31-Mar-21
<b>Incomes:</b>			
Revenue from Operations	29,295.74	27,843.58	25,622.64
% of total revenue	99.93%	99.95%	99.91%
% Increase/(Decrease)	5.22%	8.67%	-
Other income	19.96	14.86	22.31
% of total revenue	0.07%	0.05%	0.09%
% Increase/(Decrease)	34.34%	-33.38%	-
<b>Total Revenue</b>	<b>29,315.70</b>	<b>27,858.44</b>	<b>25,644.95</b>
% Increase/(Decrease)	5.23%	8.63%	-
<b>Expenses:</b>			
Cost of Services consumed	26,164.85	25,057.99	22,615.63
% of total revenue	89.25%	89.95%	88.19%
% Increase/(Decrease)	4.42%	10.80%	-
Employee Benefit expenses	287.56	183.78	127.85
% of total revenue	0.98%	0.66%	0.50%
% Increase/(Decrease)	56.47%	43.75%	-
Other Expenses	1,953.88	1,905.24	2,329.09
% of total revenue	6.66%	6.84%	9.08%
% Increase/(Decrease)	2.55%	-18.20%	-
<b>Total Expense</b>	<b>28,406.29</b>	<b>27,147.02</b>	<b>25,072.56</b>
% of total revenue	96.90%	97.45%	97.77%
% Increase/(Decrease)	4.64%	8.27%	-
<b>Profit before Interest, Depreciation and Tax</b>	<b>909.41</b>	<b>711.42</b>	<b>572.38</b>
% of total revenue	3.10%	2.55%	2.23%
Depreciation and amortization Expenses	27.43	16.47	13.13
% of total revenue	0.09%	0.06%	0.05%

Particulars	31-Mar-23	31-Mar-22	31-Mar-21
% Increase/(Decrease)	66.57%	25.39%	-
<b>Profit before Interest and Tax</b>	<b>881.99</b>	<b>694.96</b>	<b>559.25</b>
% of total revenue	3.01%	2.49%	2.18%
Financial Charges	18.94	10.08	51.96
% of total revenue	0.06%	0.04%	0.20%
% Increase/(Decrease)	87.84%	-80.60%	-
<b>Profit before Tax and Extraordinary Expenses</b>	<b>863.05</b>	<b>684.87</b>	<b>507.29</b>
% of total revenue	2.94%	2.46%	1.98%
Extraordinary Expenses	-	-	-
% of total revenue	-	-	-
% Increase/(Decrease)	-	-	-
<b>Restated Profit/(Loss) before tax</b>	<b>863.05</b>	<b>684.87</b>	<b>507.29</b>
% of total revenue	2.94%	2.46%	1.98%
% Increase/(Decrease)	26.02%	35.01%	-
<b>Tax expenses/(income)</b>			
Current Tax	239.83	192.59	135.60
Provisions for Deferred Tax	2.76	3.22	2.93
<b>Total tax expenses</b>	<b>242.59</b>	<b>195.81</b>	<b>138.53</b>
% of total revenue	0.83%	0.70%	0.54%
<b>Restated profit/(loss) after Tax</b>	<b>620.46</b>	<b>489.06</b>	<b>368.76</b>
% of total revenue	2.12%	1.76%	1.44%
% Increase/(Decrease)	26.87%	32.62%	-

*Our income is dependent upon few major customers, details of the same is as following:*

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Amount (₹ Lakhs)	Percentage %	Amount (₹ Lakhs)	Percentage %	Amount (₹ Lakhs)	Percentage %
Top five suppliers	23107.67	83.56	22941.21	87.30	22209.68	93.26
Top ten suppliers	23586.24	85.29	23526.69	89.53	22690.84	95.28

## **FISCAL YEAR ENDED MARCH 31, 2023 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2022**

### **Income**

Total revenue has increased by ₹1,452.16 Lakhs and 5.22%, from ₹27,843.58 Lakhs in the fiscal year ended March 31, 2022 to ₹ 29,295.74 Lakhs in the fiscal year ended March 31, 2023. The increase in revenue was on account of higher cargo handling and increase volume of operations.

### **Expenditure**

Total Expenditure increased by ₹1,279.09 Lakhs and 4.71%, from ₹ 27,173.56 Lakhs in the fiscal year ended March31, 2022 to ₹ 28,452.65 Lakhs in the fiscal year ended March 31, 2023. Overall expenditure was increased mainly due to increase in cargo handling services offered and increase volume of operations

### **Cost of Services Consumed**

Cost of Material Consumed increased by ₹ 1,106.86 Lakhs and 4.42%, from ₹25,057.99 Lakhs in the fiscal year ended March31, 2022 to ₹ 26,164.85 Lakhs in the fiscal year ended March 31, 2023. Cost of Services consumed was increased mainly due to increase volume of operations.



### **Employee Benefit Expenses**

Employee Benefit Expenses in terms of value and percentage increased by ₹ 103.78 Lakhs and 0.98% from ₹183.78 Lakhs in the fiscal year ended March 31, 2022 to ₹287.56 Lakhs in the fiscal year ended March 31, 2023. Overall employee cost was increased due to general increment in salary and incentives to employees.

### **Other Expenses**

Other Expenses in terms of value and percentage increased by ₹ 48.64 Lakhs and 2.55% from ₹ 1,905.24 Lakhs in the fiscal year ended March 31, 2022 to ₹1,953.88 Lakhs in the fiscal year ended March 31, 2023. Other Expenses was increased mainly due to increase in Transportation Charges, Accommodation Charges, Business Promotion Expenses, gift expenses, insurance, Electricity Charges, Insurance, Office Maintenance and Cleaning Expenses, Rent, Repairs & Maintenance, Software Maintenance Expenses, Subscription & Membership Fees, Travelling Expenses and others.

### **EBIDTA**

Profit before exceptional & extraordinary items and Tax has increased by ₹197.99 Lakhs and 27.83% from ₹711.42 Lakhs in the fiscal year ended March 31, 2022 to ₹909.41 Lakhs in the fiscal year ended March 31, 2023. Profit before exceptional & extraordinary items and Tax was increased due to increase higher cargo handling and increase volume of operations.

### **Finance Costs**

Finance Costs in terms of value and percentage increased by ₹ 8.86 Lakhs and 87.84% from ₹ 10.08 Lakhs in the fiscal year ended March 31, 2022 to ₹ 18.94 Lakhs in the fiscal year ended March 31, 2023. Finance Costs was increased mainly due to higher interest outgo and increased borrowings.

### **Depreciation & Amortization Expenses**

Depreciation in terms of value increased by ₹10.96 Lakhs and 66.57% from ₹ 16.47 Lakhs in the fiscal year ended March 31, 2022 to ₹ 27.43 Lakhs in the fiscal year ended March 31, 2023. Increase in depreciation is due to increase in assets and is general in nature.

### **Net Profit after Tax and Extraordinary items**

Net Profit has increased by ₹131.39 Lakhs and 26.87% from profit of ₹ 489.06 Lakhs in the fiscal year ended March 31, 2022 to profit of ₹ 620.46 Lakhs in the fiscal year ended March 31, 2023. Net profit was increased due to increase in revenue from operations and increase in profit margins.

## **FISCAL YEAR ENDED MARCH 31, 2022 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2021**

### **Income**

Total revenue has increased by ₹ 2,220.94 Lakhs and 8.67%, from ₹25,622.64 Lakhs in the fiscal year ended March 31, 2021 to ₹ 27,843.58 Lakhs in the fiscal year ended March 31, 2022. The increase in revenue was on account of higher cargo handling and increase volume of operations.

### **Expenditure**

Total Expenditure increased by ₹ 2,035.91 Lakhs and 8.10%, from ₹ 25,137.65 Lakhs in the fiscal year ended March 31, 2021 to ₹ 27,173.56 Lakhs in the fiscal year ended March 31, 2022. Overall expenditure was increased mainly due to increase in cargo handling services offered and increase volume of operations.

### **Cost of Services Consumed**

Cost of Services Consumed increased by ₹2,442.37 Lakhs and 10.80%, from ₹22,615.63 Lakhs in the fiscal year ended March 31, 2021 to ₹25,057.99 Lakhs in the fiscal year ended March 31, 2022. Cost of Services consumed

was increased mainly due to increase volume of operations.

#### **Employee Benefit Expenses**

Employee Benefit Expenses in terms of value and percentage increased by ₹55.93 Lakhs and 43.75% from ₹127.85 Lakhs in the fiscal year ended March 31, 2021 to ₹183.78 Lakhs in the fiscal year ended March 31, 2022. Overall employee cost was increased due to general increment in salary and incentives to employees.

#### **Other Expenses**

Other Expenses in terms of value and percentage decreased by ₹423.85 Lakhs and 18.20% from ₹2,329.09 Lakhs in the fiscal year ended March 31, 2021 to ₹1,905.24 Lakhs in the fiscal year ended March 31, 2022. Other Expenses was decreased mainly due to decrease in Commission & Incentives Expenses and Professional Fees.

#### **EBIDTA**

Profit Before Exceptional & Extraordinary Items and Tax has increased by ₹139.04 Lakhs and 24.29% from ₹572.38 Lakhs in the fiscal year ended March 31, 2021 to ₹711.42 Lakhs in the fiscal year ended March 31, 2022. Profit Before Exceptional & Extraordinary Items and Tax was increased due to increase higher cargo handling and increase volume of operations and reduction in other expenses.

#### **Finance Costs**

Finance Costs in terms of value and percentage increased by ₹41.87 Lakhs and 80.60% from ₹51.96 Lakhs in the fiscal year ended March 31, 2021 to ₹93.83 Lakhs in the fiscal year ended March 31, 2022. Finance Costs was decreased mainly due to lower interest outgo.

#### **Depreciation & Amortization Expenses**

Depreciation in terms of value increased by ₹3.33 Lakhs and 25.39% from ₹13.13 Lakhs in the fiscal year ended March 31, 2021 to ₹16.47 Lakhs in the fiscal year ended March 31, 2022. Increase in depreciation is general in nature.

#### **Net Profit after Tax and Extraordinary items**

Net Profit has increased by ₹120.30 Lakhs and 32.62% from profit of ₹368.76 Lakhs in the fiscal year ended March 31, 2021 to profit of ₹489.06 Lakhs in the fiscal year ended March 31, 2022. Net profit was increased due to increase in revenue from operations and decrease in other expenses.

#### **Cash Flows**

*(Amount ₹ in lacs)*

Particulars	For the year ended March 31,		
	2023	2022	2021
Net Cash from Operating Activities	(114.51)	(137.44)	(24.88)
Net Cash from Investing Activities	(37.79)	(68.93)	1.61
Net Cash used in Financing Activities	(5.13)	(79.60)	(77.67)

#### **Cash Flows from Operating Activities**

Net cash from operating activities for fiscal 2023 was at ₹(114.51) lacs as compared to the Profit Before Interest, Depreciation and Tax at ₹909.41 lacs, while for fiscal 2022, net cash from operating activities was at ₹(137.44) lacs as compared to the Profit Before Interest Depreciation and Tax at ₹684.87 lacs. For fiscal 2021, the net cash from operating activities was ₹(24.88) lacs compared to Profit before Interest, Depreciation and Tax of ₹507.29 lacs.

### ***Cash Flows from Investment Activities***

Net cash from investing activities for fiscal 2023 was at ₹ (37.79) lacs due to additions in increase in Fixed Assets, while for fiscal 2022, net cash from investing activities was at ₹ (68.93) lacs due to investment in Fixed Assets. For fiscal 2021, the net cash from investing activities was ₹ 1.61 lacs due to sale of long term investments.

### ***Cash Flows from Financing Activities***

Net cash from financing activities for fiscal 2023 was at ₹ (5.13) lacs due to higher interest payment, while for fiscal 2022, net cash from financing activities was at ₹ (79.60) lacs due to repayment borrowings. For fiscal 2021, the net cash from financing activities was ₹ (77.67) lacs due to repayment of loan.

## **OTHER MATTERS**

### **1. Unusual or infrequent events or transactions**

Except as described in this Draft Red Herring Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

### **2. Significant economic changes that materially affected or are likely to affect income from continuing Operations**

Other than as described in the Section titled “*Financial Information*” and chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*”, beginning on Page 137 and 179 respectively of this Draft Red Herring Prospectus, to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

### **3. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations**

Other than as described in the chapter titled “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Conditions and Result of Operations*”, beginning on Page 24 and 179 respectively of this Draft Red Herring Prospectus, best to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

### **4. Future relationship between Costs and Income**

Other than as described in the chapter titled “*Risk Factors*” beginning on Page 24 of this Draft Red Herring Prospectus, best to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

### **5. Competition Conditions**

Our Industry is fragmented consisting of large established players and small niche players. We compete with organized as well as unorganized sector on the basis of timely delivery and lower cost. Further, there are no entry barriers in this industry and any expansion in capacity of existing service provided would further intensify competition. Industry is very competitive and we expect competition to continue and likely to increase in the future.

## SECTION VI – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding: (a) criminal proceedings; (b) actions by statutory or regulatory authorities; (c) claims relating to direct and indirect taxes; (d) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Company, the Subsidiaries, the Directors, the Promoters, the Joint Ventures and the Group Companies in the last five Fiscals, including outstanding action; or (e) Material Litigation (as defined below); involving our Company, its Directors, the Promoters, and the Group Companies ("Relevant Parties").*

*Our Board, in its meeting held on September 30, 2023, determined that outstanding legal proceedings involving the Relevant Parties will be considered as material litigation ("**Material Litigation**") (i) if the aggregate amount involved exceeds 5% of the profit after tax as per the Fiscal in Restated Consolidated Financial Statements; or (ii) are outstanding litigations whose outcome could have a material impact on the business, operations, prospects or reputation of the Company; or (iii) the decision in one case is likely to affect the decision in similar cases such that the cumulative amount involved in such cases exceeds the Materiality Threshold, even though the amount involved in an individual litigation may not exceed the Materiality Threshold.*

*It is clarified that for the above purposes, pre-litigation notices received by Relevant Parties, unless otherwise decided by our Board, are not evaluated for materiality until such time that the Relevant Parties are impleaded as defendants in litigation proceedings before any judicial forum.*

*Except as stated in this Section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of material outstanding dues to creditors by way of its resolution dated September 30, 2023. In terms of the materiality policy, creditors of our Company to whom amounts outstanding dues to any creditor of our Company exceeding 5% of trade payables as per the Restated Consolidated Financial Statements of our Company disclosed in this Draft Red Herring Prospectus, would be considered as material creditors. The trade payables of our Company as on March 31, 2023 were ₹4945.07 Lakhs. Details of outstanding dues to micro, small and medium enterprises and other creditors separately giving details of number of cases and amount involved, shall be uploaded and disclosed on the website of the Company as required under the SEBI ICDR Regulations.*

*For outstanding dues to any micro, small or medium enterprise, the disclosure shall be based on information available with our Company regarding the status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006 as amended, read with the rules and notification thereunder, as amended, as has been relied upon by the Statutory Auditors.*

*Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.*

*All terms defined in a particular litigation disclosure pertains to that litigation only.*

#### **I. Litigation involving our Company.**

##### **A. Litigation filed against our Company.**

##### **1. Criminal proceedings**

Nil.

##### **2. Outstanding actions by regulatory and statutory authorities**

Nil.

##### **3. Material civil proceedings**

Nil.

B. *Litigation filed by our Company.*

**1. Criminal proceedings**

Nil.

**2. Material civil proceedings**

Nil.

*Tax proceedings*

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in Rs. lakh)
Direct Tax	1	14.76
Indirect Tax	3	81.56
<b>Total</b>	<b>4</b>	<b>96.32</b>

**II. Litigation involving our directors (other than Promoters)**

A. *Litigation filed against our Directors (other than Promoters)*

**1. Criminal proceedings**

Nil.

**2. Outstanding actions by regulatory and statutory authorities**

Nil.

**3. Material civil proceedings**

Nil.

B. *Litigation filed by our Directors (other than Promoters)*

**1. Criminal proceedings**

Nil.

**2. Material civil proceedings**

Nil.

A. *Tax proceedings*

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in Rs. lakh)
Direct Tax	1	0.47
Indirect Tax	Nil.	Nil.
<b>Total</b>	<b>1</b>	<b>0.47</b>

**III. Litigation involving our Promoters**

A. *Litigation filed against our Promoters*

**1. Criminal proceedings**

Nil.

**2. Outstanding actions by regulatory and statutory authorities**

Nil.

**3. Material civil proceedings**

Nil.

*B. Litigation filed by our Promoters*

**1. Criminal proceedings**

Nil. [

**2. Material civil proceedings**

Nil.

*C. Tax proceedings*

<b>Particulars</b>	<b>Number of cases</b>	<b>Aggregate amount involved to the extent ascertainable (in Rs. lakh)</b>
Direct Tax	Nil.	Nil.
Indirect Tax	Nil.	Nil.
<b>Total</b>	Nil.	Nil.

**Material Litigations involving our Group Companies**

*A. Litigation filed against our Group Companies*

**1. Criminal proceedings**

Nil.

**2. Outstanding actions by regulatory and statutory authorities**

Nil.

**3. Material civil proceedings**

Nil.

*B. Litigation filed by our Group Companies*

**1. Criminal proceedings**

Nil.

**2. Material civil proceedings**

Nil.

C. *Tax proceedings*

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in Rs. lakh)
Direct Tax	22	93.88
Indirect Tax	2	371.26
<b>Total</b>	<b>25</b>	<b>446.68</b>

**Outstanding dues to creditors**

As per the Restated Financial Statements, 5% of our trade payables as at March 31 2023, was Rs. 4273.97 and accordingly, creditors to whom outstanding dues exceed Rs.250 have been considered as material creditors for the purposes of disclosure in this Draft Red Herring Prospectus.

Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at March 31, 2023, by our Company, are set out below:

Type of creditors	Number of creditors	Amount involved (in Rs. lakh)
Material creditors	2	4,273.97
Micro, Small and Medium Enterprises	21	63.44
Other creditors	76	607.67
<b>Total*</b>	<b>99</b>	<b>4,945.07</b>

**Material Developments**

Other than as stated in the section entitled "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Developments after March 31, 2023*" on beginning on page 179 of this Draft Red Herring Prospectus, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

We have set out below an indicative list of approvals obtained by our Company and our Subsidiary which are considered material and necessary for the purpose of undertaking its business activities. In view of these key approvals, our Company can undertake this Issue and its business activities. In addition, certain of our key approvals may expire in the ordinary course of business and our Company will make applications to the appropriate authorities for renewal of such key approvals, as necessary. Unless otherwise stated herein and in the section “**Risk Factors**” beginning on page 24 of this Draft Red Herring Prospectus, these material approvals are valid as of the date of this Draft Red Herring Prospectus. For details in connection with the regulatory and legal framework within which we operate, see “**Key Regulations and Policies**” on page 104 of this Draft Red Herring Prospectus.

Our Company was converted to a public limited company and the name of our Company changed to ‘Eastern Supplychain and Logistics Limited’ and a fresh certificate of incorporation dated September 29, 2023, was issued by the RoC. The CIN of our Company is U63000MH2012PLC230183. Our Company is in the process to submit necessary application(s) with all regulatory authorities for change of its name in the approvals, licenses, registrations and permits issued to our Company.

### I. Material approvals obtained in relation to the Issue

- a) The Board of Directors has, pursuant to a resolution passed at its meeting held on September 29, 2023, authorized the Issue, subject to the approval of the shareholders of the Company under Section 62 of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.
- b) The shareholders of the Company have, pursuant to a special resolution passed in the shareholders meeting held on September 29, 2023, authorized the Issue under Section 62 of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.
- c) The Company has obtained the in-principle listing approval from the NSE Emerge, dated [●].

### II. Material approvals obtained in relation to our business and operations

Our Company has obtained the following material approvals to carry on our business and operations. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

#### A. Incorporation details of our Company

- a) Certificate of incorporation dated April 24, 2012 issued to our Company by the RoC, in the name of 'Procet Freight (India) Private Limited.'
- b) Fresh Certificate of Incorporation dated April 3, 2013 issued to our Company by the RoC, pursuant to the name change of our Company from private limited to public limited and the ensuing change in the name of our Company from 'Procet Freight (India) Private Limited' to 'Eastern Supplychain and Logistics Private Limited.'
- c) Fresh Certificate of Incorporation dated September 29, 2023 issued to our Company by the RoC, pursuant to the conversion of our Company from private limited to public limited and the ensuing change in the name of our Company from 'Eastern Supplychain and Logistics Private Limited' to 'Eastern Supplychain and Logistics Limited.'

#### B. Tax related approvals obtained by our Company

Sr. No.	Nature of Registration/ License	Registration / License No.	Issuing Authority	Date of Issue / Renewal/ Effect	Date of Expiry
1.	Permanent Account Number	AAGCP5809F	Income Tax Department	April 22, 2012	Valid till cancelled



Sr. No.	Nature of Registration/ License	Registration / License No.	Issuing Authority	Date of Issue / Renewal/ Effect	Date of Expiry	
2.	Tax Deduction Account Number (TAN)	MUME09578C	Income Tax Department	July 27, 2013	Valid cancelled	till
3.	GST Registration Certificate – Mumbai	27AAGCP5809F1ZC	Goods and Services Tax Department	June 28, 2023	Valid cancelled	till
4.	GST Registration Certificate – Gujarat	24AAGCP5809F1ZI	Goods and Services Tax Department	July 6, 2017	Valid cancelled	till
5.	GST Registration Certificate – Karnataka	29AAGCP5809F1Z8	Goods and Services Tax Department	July 7, 2018	Valid cancelled	till
6.	GST Registration Certificate – Chennai	33AAGCP5809F1ZJ	Goods and Services Tax Department	April 23, 2018	Valid cancelled	till
7.	GST Registration Certificate – Delhi	07AAGCP5809F1ZE	Goods and Services Tax Department	March 19, 2018	Valid cancelled	till
8.	GST Registration Certificate – Hyderabad	36AAGCP58091ZD	Goods and Services Tax Department	February 22, 2018	Valid cancelled	till
9.	Professional Tax – Certificate of Registration – Maharashtra	27535267096P	Government of Maharashtra, Sales Tax Department	January 12, 2012	Valid cancelled	till
10.	Professional Tax – Certificate of Enrolment – Maharashtra	99712081493P	Government of Maharashtra, Sales Tax Department	July 12, 2016	Valid cancelled	till
11.	Professional Tax – Certificate of Enrolment – Bengaluru	1022742931	Government of Karnataka	August 22, 2023	Valid cancelled	till
12.	Professional Tax – Certificate of Enrolment – Chennai	12-162-PE-01262	Greater Chennai Corporation	May 8, 2023	Valid cancelled	till
13.	Professional Tax – Certificate of Enrolment – Hyderabad	36201108655	Government of Telangana, Commercial Taxes Department	August 22, 2023	Valid cancelled	till
14.	Trade Licence	0809-024-0293	Greater Hyderabad Municipal Corporation	September 27, 2023	December 31, 2023	

**C. Regulatory approvals of our Company**


Sr. No.	Nature of Registration/ License	Registration / License No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Provident Fund Code Number	KDMAL2293694000	Ministry of Labour and Employment	February 4, 2021	Valid till cancelled
2.	ESIC –	35000585090001099	Sub-Regional	August 3,	Valid till

Sr. No.	Nature of Registration/ License	Registration / License No.	Issuing Authority	Date of Issue	Date of Expiry
	Registration Code		Office, Employees State Insurance Corporation	2021	cancelled
3.	Registration Certificate – under Shops and Establishments Act, Mumbai	760335961	Office of the Inspector under Maharashtra Shops and Establishment Act, 148	July 12, 2013	Valid till cancelled
4.	Registration Certificate – under Shops and Establishments Act, Delhi	2023141574	Department of Labour.	September 27, 2023	Valid till cancelled
5.	ISO Certification	R082822-01	International Accreditation Registry	October 6, 2021	October 5, 2024
6.	Certificate of Importer – Exporter Code	AAGCP5809F	Ministry of Commerce and Industry Directorate General of Foreign Trade	December 5, 2020	Valid till cancelled
7.	Certificate of Accreditation International Air Transport Association	14317970004	International Air Transport Association (IATA)	-	December 31, 2023
8.	Certificate of Registration under Rule 5 of Multimodal Transport Operators Rules, 1992	MTO/ DGS/ 1389/ JAN/ 2024	Ministry of Shipping Directorate General of Shipping	February 28, 2021	January 2024
9.	UDYAM Registration Certificate	UDYAM-MH-19-0003365	Ministry of Micro, Small and Medium Enterprises, Government of India	August 12, 2020	Valid till cancelled
10.	Letter of Undertaking – Bengaluru	AD2904230057619	Letter of undertaking to the President of India.	April 6, 2023	Valid till 2023
11.	Letter of Undertaking – Mumbai	AD270423012350P	Letter of undertaking to the President of India.	April 6, 2023	Valid till 2023
12.	Letter of Undertaking – Hyderabad	AD360423003356F	Letter of undertaking to the President of India.	April 6, 2023	Valid till 2023
13.	Majestic Global Logistics Network	MGI301	Majestic Global Logistics Network	March 29, 2023	2023-2024

Sr. No.	Nature of Registration/ License	Registration / License No.	Issuing Authority	Date of Issue	Date of Expiry
14.	Console Agent	S/1-43/2014	Office of the Commissioner of Customs(Exports)	September 15, 2014	Valid till cancelled

**III. Intellectual Property**

Pending Intellectual property related approvals Application.

Date of Application	Application Number	Trade Mark Application	Classes of Registration	Trade Mark
September 25, 2023	6124690	The Company has made the trade mark application.	39	 <p><b>EASTERN SUPPLY CHAIN AND LOGISTICS PRIVATE LIMITED</b></p>

**IV. Material approvals or renewals for which applications are currently pending before relevant authorities**

Sr. No.	Nature of License	Application No.
1.	Gujarat PTEC	20230923-4000510-1004-000J

**V. Material approvals expired and renewal yet to be applied for**

Nil

**VI. Material approvals required but not obtained or applied for**

We have not given intimation to the Authorities for the Shops and Establishment License in Chennai, Bengaluru and Gujarat

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue**

#### **Corporate Approvals**

The Board of Directors, pursuant to a resolution passed at their meeting held on September 29, 2023 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Annual General Meeting held on September 27, 2023 authorized the Issue.

#### **In-principal Approval**

Our Company has received in-principle approval from the NSE Emerge for listing of our Equity Shares pursuant to the letter dated [●], respectively.

#### **Prohibition by SEBI, RBI or governmental authorities**

As on date of this Draft Red Herring Prospectus, we confirm that our Company, our Promoters, our Promoter Group, our Directors, person(s) in control of the promoter, our Group Companies or the natural person(s) in control of our Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court.

The companies, with which our Directors are or were associated as promoter, directors or persons in control are not prohibited or debarred from accessing capital markets under any order or direction passed by SEBI or any other regulatory authority.

None of our Directors or the entities that our Directors are associated with as promoter or directors is in any manner associated with the securities market and there has been no action taken by the SEBI against our Directors or any entity in which our Directors are associated with as promoter or directors.

#### **Prohibition with respect to wilful defaulter or a fraudulent borrower**

Neither our Company, our Promoter, our Directors, Group Companies, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as wilful defaulter or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

#### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018**

Our Company, Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Draft Red Herring Prospectus.

#### **Eligibility for the Issue**

Our Company is eligible in terms of Regulations 230 of SEBI (ICDR) Regulations for this issue.

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an Initial Public Issue in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post Issue paid up capital is more than ten crore rupees and we may hence Issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange [in this case being the NSE Emerge]. We confirm that:

1. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue will be 100% underwritten and that the BRLM to the Issue shall underwrite minimum 15% of the Total issue size. For further details pertaining to said underwriting please refer to section titled “**General Information – Underwriting**” beginning on page 50 of this Draft Red Herring Prospectus.
2. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or Equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act, 2013.
3. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not Offer observation on the Draft Red Herring Prospectus/ Prospectus.
4. In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we will enter into an agreement with the Book Running Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the NSE Emerge. For further details of the arrangement of market making please refer to section titled “**General Information- Details of the Market Making Arrangements for this Issue**” beginning on page 55 of this Draft Red Herring Prospectus.
5. In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters or directors is a wilful defaulter or a fraudulent borrower.
6. In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer’s promoters or directors is a fugitive economic offender.
7. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to NSE Emerge is the Designated Stock Exchange.
8. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.
9. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid up.
10. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are in the process of getting dematerialised.
11. Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated September 27, 2023 and National Securities Depository Limited (NSDL) dated September 27, 2023 for establishing connectivity.
12. Our Company has a website i.e. [www.esupplychain.co.in](http://www.esupplychain.co.in)
13. There has been no change in the promoters of the Company in the preceding one year from date of filing application to NSE Emerge.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the NSE Emerge:

- 1) Our Company was originally incorporated on April 24, 2012 as 'Procet Freight (India) Private Limited.', a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated April 24, 2012, issued by the Registrar of Companies, Maharashtra bearing registration number as 062084. Subsequently, the name of our Company was changed from 'Procet Freight (India) Private Limited.' to 'Eastern Supplychain and Logistics Private Limited.' Pursuant to name change and a fresh certificate of incorporation dated April 3, 2013 was issued by Registrar of Companies, Maharashtra. Thereafter, our Company was converted from private limited to public limited, pursuant to special resolution passed by the shareholders of the Company at the Extraordinary general meeting held on September 29, 2023 and the name of our Company was changed from 'Eastern Supplychain and Logistics Private Limited' to 'Eastern Supplychain and Logistics Limited.' and a fresh certificate of incorporation

- dated September 19, 2023 issued by the Registrar of Companies, Maharashtra. The Corporate identification number of our Company is U63000MH2012PLC230183. –
- 2) The post Issue paid up capital of the company will be upto [●] shares of face value of ₹ [●] aggregating up to ₹ [●] Crores which is less than ₹ 25 Crores.
  - 3) The Company has a track record of at least 3 years as on the date of filing Draft Red Herring Prospectus.
  - 4) As on March 31, 2023 the Company has net tangible assets of ₹ 2399.53 Lakhs.
  - 5) The Company confirms that it has operating profits (earnings before interest, depreciation and tax) from operations for at least 2 financial years out of preceding three financial years and its net-worth as on March 31, 2023, March 31, 2022 and March 31, 2021 is positive.

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
EBITDA	909.41	711.42	572.38
Net-Worth	2397.906	1796.16	1314.10
Net tangible Assets	2,399.53	1,796.15	1,314.10

- 6) Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoter, Group Companies, companies promoted by the promoter of the Company;
- 7) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR);
- 8) There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
- 9) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company
- 10) The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, KHANDWALA SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, KHANDWALA SECURITIES LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/ OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.**

The filing of this Draft Red Herring Prospectus does not, however, absolve our Company from any liabilities

under sections 34, 35 and 36(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Book Running Lead Manager any irregularities or lapses in this Draft Red Herring Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Mumbai in terms of Section 26 and 32 of the Companies Act, 2013.

All applicable legal requirements pertaining to this Issue will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act.

#### **Disclaimer from our Company, our Promoters, our Directors and the Book Running Lead Manager**

Our Company, our Promoters, our Directors and the Book Running Lead Manager accepts 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 website, [www.esupplychain.co.in](http://www.esupplychain.co.in) would be doing so at his or her own risk.

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between the Book Running Lead Manager and our Company on September 29, 2023 and the Underwriting Agreement dated [●] entered into between the Underwriters and our Company and the Market Making Agreement dated [●] entered into among the Market Maker and our Company.

All information will be made available by our Company and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere. Neither our Company nor any member of the Syndicate shall be liable to the Bidders for any failure in uploading the Bids, due to faults in any software or hardware system, or otherwise; the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or noncompliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Companies, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Companies, and our affiliates or associates, for which they have received and may in future receive compensation.

#### **CAUTION**

Investors who apply in the issue will be required to confirm and will be deemed to have represented to our Company, and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriter and their respective Directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

#### **Disclaimer in Respect of Jurisdiction**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law)

with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹ 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer 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 this Issue will be subject to jurisdiction of the competent court(s) in Mumbai, Maharashtra, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**The Equity Shares have not been and will not be registered under the Securities Act 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 Securities Act and applicable U.S. state securities laws.**

Applicants are advised to ensure that any Application from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Applicant wherever required must agree in the Allotment Advice that such Applicant will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

#### **Disclaimer Clause of the NSE Emerge**

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE Emerge. The disclaimer clause as intimated by [●] to our Company, post scrutiny of this Draft Red Herring Prospectus, will be included in the Prospectus prior to the filing with the RoC.

#### **Disclaimer Clause under Rule Securities Act**

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulations under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulations of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **Filing**

The Draft Red Herring Prospectus is being filed with NSE Emerge



Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018, the copy of the Draft Red Herring Prospectus shall also be furnished to the SEBI in a soft copy. However, SEBI will not issue any observation on the Draft Red Herring Prospectus in terms of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Draft Red Herring Prospectus and Prospectus will be filed online through SEBI Intermediary portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the documents required to be filed, will be delivered for registration to the ROC in accordance with Section 32 of the Companies Act, 2013, and a copy of the Prospectus, required to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, Mumbai, 100, Everest, Marine Drive, Mumbai-400002, Maharashtra

### **Listing**

The Equity Shares offered through the Draft Red Herring Prospectus are proposed to be listed on the NSE Emerge. NSE Emerge will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. Application will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares being offered in the Issue.

If the permission to deal in the Equity Shares is not granted by NSE, our Company will forthwith repay, without interest, all monies received from the Applicants in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law.

### **Impersonation**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who

- i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. 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
- iii. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, Shall be liable to action under section 447 of the Companies, Act 2013

### **Consents**

Consents in writing of Our Directors, Our Promoter, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Banker to the Company, Book Running Lead Manager, Registrar to the Issue, Legal Advisor to the Issue, Banker to the Issue/Sponsor Bank\*, Underwriter to the Issue\* and Market Maker to the Issue\* to act in their respective capacities have been obtained as required under section 26 and 32 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. [

*\*The aforesaid will be appointed prior to filing of Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.*

In accordance with the Companies Act and the SEBI (ICDR) Regulations, 2018, [●], Statutory Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and restated financial statements as included in this Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

## **Experts Opinion**

Except for the reports in the section titled “*Financial Information*” and “*Statement of Special Tax Benefits*” on page 137 and 83 respectively of this Draft Red Herring Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

## **EXPENSES TO THE ISSUE**

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, refer to chapter “**Objects of the Issue**” beginning on page 68 of this Draft Red Herring Prospectus.

### **Fees Payable to the Registrar to the Issue**

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated [●] a copy of which is available for inspection at our Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, and stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send refund orders or allotment advice by registered post / speed post / under certificate of posting.

### **Fees Payable to Others**

The total fees payable to the Legal Advisor, Auditor and Advertiser, etc. will be as per the terms of their respective engagement letters if any

## **UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION**

The underwriting commission and the selling commission for the Issue are as set out in the Underwriting Agreement and the addendum to the Underwriting Agreement amongst the Company and Underwriters. The underwriting commission shall be paid as set out in the Underwriting Agreement and the addendum to the Underwriting Agreement based on the Issue price and the amount underwritten in the manner mentioned in accordance with Section 40 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rule, 2013.

### **Particulars regarding Public or Rights Issues during the last five (5) years**

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Draft Red Herring Prospectus.

### **Previous issues of Equity Shares otherwise than for cash**

For detailed description please refer to the section titled “*Capital Structure*” beginning on page 59 of this Draft Red Herring Prospectus.

### **Underwriting Commission, brokerage and selling commission on Previous Issues**

Since this is the initial public offering of our Company’s Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

### **Previous capital issue during the last three years by listed Group Companies of our Company**

We do not have any listed Group Company.

### Performance vis-à-vis objects

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

### Outstanding Debentures or Bond Issues or Redeemable Preference Shares

As on the date of this Draft Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

### Partly Paid-Up Shares

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

### Outstanding Convertible Instruments

Our Company does not have any outstanding convertible instruments as on the date of filing this Draft Red Herring Prospectus.

### Option to Subscribe

- a) Investors will get the allotment of specified securities in dematerialization form only.
- b) The equity shares, on allotment, shall be traded on stock exchange in Demat segment only

### Stock Market Data of the Equity Shares

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, 2018, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations, 2018. Thus, there is no stock market data available for the Equity Shares of our Company.

### Price information of past issues handled by the BRLM

#### Khandwala Securities Limited

Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Khandwala Securities Limited.

No.	Issue Name	Issue Size (in Cr.)	Issue Price (in ₹)	Listing Date	Opening Price on Listing Date	% Change in closing price, (% change in closing benchmark2) - 30 <sup>th</sup> calendar day from listing (3) (4) (5)	% Change in closing price, (% change in closing benchmark2) - 90 <sup>th</sup> calendar day from listing (3) (4) (5)	% Change in closing price, (% change in closing benchmark2) - 180 <sup>th</sup> calendar day from listing (3) (4) (5)
NIL								

Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Khandwala Securities Limited.

F.Y.	Total no. of IPOs raised	Total amount of funds raised	No. of IPOs trading at discount - 30th calendar days from listing	No. of IPOs trading at premium - 30th calendar days from listing	No. of IPOs trading at discount - 180th calendar days from listing	No. of IPOs trading at premium - 180th calendar days from listing
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(₹Cr.)	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%

[●]

### Investor Grievances and Redressal System

The agreement between the Registrar to the Issue, our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) years from the last date of dispatch of the letters of allotment and Demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there are no investors complaints received during the three years preceding the filing of this Draft Red Herring Prospectus. Since there are no investors complaints received, none are pending as on the date of filing of this Draft Red Herring Prospectus.

Investors may contact the BRLM for any complaint pertaining to the Issue. All grievances, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, where the Application Form was submitted, quoting the full name of the sole or first Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, address of the Applicant, number of Equity Shares applied for, date of Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Applicant shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. Our Company, BRLM and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

### Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be within 15 Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Neha Agarwal, as the Company Secretary and Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows

Neha Agarwal  
55, Adarsh Industrial Estate Sahar Road,  
Chakala Andheri East Near Cigarette Factory,  
Sahargaon Mumbai 400099  
**Telephone:** +91 2246173098  
**Website:** [www.esupplychain.co.in](http://www.esupplychain.co.in)  
**E-mail:** [cs@esupplychain.co.in](mailto:cs@esupplychain.co.in)

Investors can contact the Compliance Officer or the Registrar in case of any pre-issue or post-issue related problems such as nonreceipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in).

Our Board by a resolution on [●] constituted a Stakeholders Relationship Committee. For further details, please refer to section titled "**Our Management**" beginning on page 117 of this Draft Red Herring Prospectus.

### **Status of Investor Complaints**

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

### **Disposal of investor grievances by listed companies under the same management as our Company**

We do not have any listed company under the same management.

### **Tax Implications**

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled “*Statement of Special Tax Benefits*” beginning on page 83 of this Draft Red Herring Prospectus.

### **Purchase of Property**

Other than as disclosed in Section “*Our Business*” beginning on page 95 of this Draft Red Herring Prospectus there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Red Herring Prospectus.

Except as stated elsewhere in this Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

### **Capitalization of Reserves or Profits**

Save and except as stated in “*Capital Structure*” on page 59 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

### **Revaluation of assets**

There has not been any revaluation of assets since incorporation of the Company

### **Servicing Behaviour**

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

### **Payment or benefit to officers of Our Company**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed under chapter titled “*Our Management*” beginning on page 117 and chapter “*Financial Information*” beginning on page 137 of this Draft Red Herring Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company

### **Exemption from complying with any provisions of securities laws, if any**

As on date of the Draft Red Herring Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

## SECTION VII – ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note (“CAN”), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI 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 SEBI, RBI, the GoI, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and any subsequent circulars issued by SEBI in this regard, SEBI 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 RIs 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, with respect to Application by retail individual investors 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 Applicants with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“**UPI Phase III**”) and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Issue will be undertaken pursuant to the processes and procedures as may be prescribed by the SEBI from time to time.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

#### Authority for the Issue

The present Public Issue of up to 50,00,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on September 27, 2023 and was approved by the Shareholders of the Company by passing Special Resolution at the Extraordinary General Meeting held on September 29, 2023 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

### **Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank *pari-passu* in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, “**Main Provisions of Article of Association**”, beginning on page 249 of this Draft Red Herring Prospectus.

### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI Listing Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled “**Dividend Policy**” and “**Main Provisions of Article of Association**” beginning on page 136 and 249 respectively of this Draft Red Herring Prospectus.

### **Face Value and Issue Price**

The face value of each Equity Share is ₹ 10.00 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 size will be decided by our Company in consultation with the BRLM, and will be advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and Mumbai edition of [●], a Marathi regional newspaper each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its website. 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 website of the Stock Exchange. The Issue Price shall be determined by our Company and in consultation with the BRLM, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### **ICDR Regulations, 2018**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Compliance with Disclosure and Accounting Norms**

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- 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;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;

- Right of free transferability of the Equity Shares; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI Listing Regulations, MOA and AOA of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled “*Main Provisions of the Articles of Association*” beginning on page 249 of this Draft Red Herring Prospectus.

#### **Allotment only in Dematerialized Form**

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated September 27, 2023 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated September 27, 2023 between CDSL, our Company and Registrar to the Issue.

#### **Minimum Application Value, Market Lot and Trading Lot**

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the [●] (The Equity Shares offered through the Draft Red Herring Prospectus are proposed to be listed on the NSE Emerge. NSE Emerge will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. Application will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares being offered in the Issue.

If the permission to deal in the Equity Shares is not granted by NSE, our Company will forthwith repay, without interest, all monies received from the Applicants in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

#### **Minimum Number of Allottees**

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within four (4) working days of closure of Issue.

#### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities in Mumbai, Maharashtra, India.

**The Equity Shares have not been and will not be registered under the U.S Securities Act, 1933 or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the U.S. Securities Act, 1933 and the applicable laws of the jurisdictions where those offers and sales occur.**



**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

#### **Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

#### **Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Corporate Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

#### **Bid / Issue Period**

<b>BID/ISSUE OPENS ON</b>	[●] <sup>(1)</sup>
<b>BID/ISSUE CLOSING ON</b>	[●] <sup>(2)(3)</sup>

<sup>(1)</sup>Our Company, in consultation with the BRLM, may allocated up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.

<sup>(2)</sup>Our Company, shall, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

<sup>(3)</sup>UPI mandate end time and date shall be 5.00 PM on Bid/Issue Closing Date.

An indicative timetable in respect of the Issue is set out below:

<b>Event</b>	<b>Indicative Date</b>
<b>BID/ISSUE CLOSING DATE</b>	[●]
<b>FINALISATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE</b>	On or about [●]

Event	Indicative Date
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 EXCHANGE	On or about [●]

*\*\* In terms of SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, 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. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date or such other time as may be prescribed under the applicable laws, the Bidder shall be compensated by the intermediary responsible for causing such delay in unblocking in accordance with applicable law. The BRLM shall, in its 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 master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, March 2021 Circular, June 2021 Circular and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. For details, please see "Other Regulatory and Statutory Disclosures-Mechanism for redressal of investor grievances" on page 202 of this Draft Red Herring Prospectus.*

The above timetable is indicative and does not constitute any obligation or liability on our Company or the BRLM. While 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 Exchange are taken within such period as may be prescribed by SEBI, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/Issue Closing Date or such other time as may be prescribed under the applicable laws, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

SEBI is in the process of streamlining and reducing the post issue timeline for initial public offers and has vide SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 notified the proposal for reducing the time period for listing of shares in public issue from existing 6 days to 3 days. The revised timeline of T+3 days has been made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Any circulars or notifications from SEBI after this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change based on any revised SEBI circulars to this effect. 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 am and 5:00 pm Indian Standard Time ("IST")
Bid/ Issue Closing Date	
Submission and revision in Bids	Only between 10.00 am and 3:00 pm IST

\*UPI mandate end time shall be 5:00 pm on the Bid/Issue Closing Date.

**On the Bid/Issue Closing Date, the Bids shall be uploaded until:**

- (i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Investors; and
- (ii) Until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by RIBs.

On Bid/Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received by RIBs, after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a 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 Exchange. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the Registrar to the Issue on a daily basis, as per the format prescribed in March 2021 Circular and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

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 Exchange, after closure of the time for uploading Bids.

**It is clarified that Bids are 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, and in any case, no later than 1:00 p.m. IST on the Bid/Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids and any revision to the Bids, will be accepted only during Working Days, during the Bid/Issue Period. Bids will be accepted only during Monday to Friday (excluding any public holiday), during the Bid/Issue Period. Investors may please note that as per letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by NSE, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the NSE. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the NSE.

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 shall send the bid information to the Registrar to the Issue for further processing.

Our Company, in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/Issue Period, in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side i.e., the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

**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, subject to the Bid/Issue Period not exceeding ten Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, in consultation with the BRLM may, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/Issue Period not exceeding ten Working Days.**

**Any revision in the Price Band and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the website of the BRLM and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries. In case of revision of Price Band, the Bid lot shall remain the same.**

In case of discrepancy in data entered in the electronic book *vis-à-vis* data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchange shall be taken as the final data for the purpose of Allotment.

#### **Minimum Subscription and Underwriting**

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date

of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond such timeline as prescribed under applicable laws, our Company shall become liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted will not be less than 50 (Fifty).

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “**General Information - Underwriting**” on page 55 of this Draft Red Herring Prospectus.

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

### **Migration to Main Board**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

If the Paid-up Capital of the company is likely to increase above Rs. 25.00 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board; Or

If the Paid-up Capital of the company is more than Rs. 10 crores but below Rs. 25 crores and if the company fulfills the eligibility criteria for listing laid down by the main board, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### **Market Making**

The shares offered through this Issue are proposed to be listed on the NSE Emerge, wherein the BRLM to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the NSE Emerge.

For further details of the agreement entered into between the Company the BRLM and the Market Maker please refer to section titled “**General Information**” on page 50 of this Draft Red Herring Prospectus.

### **Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the NSE Emerge.

### **As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue:**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management Act and regulations and rules made therein, RBI and/or SEBI regulations as may be applicable to such investors. The

Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

#### **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

#### **Application by Eligible NRIs, FPIs, VCFs, AIFs registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

#### **Restrictions on transfer and transmission of shares and on their consolidation or splitting**

Except for lock-in of the Pre- Issue Equity Shares and Promoters minimum contribution in the Issue as detailed under section titled “*Capital Structure*” beginning on page 59 of this Draft Red Herring Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to section titled “*Main Provisions of the Articles of Association*” beginning on page 249 of this Draft Red Herring Prospectus.

#### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one Marathi regional newspaper with wide circulation in Mumbai, Mumbai being the place where the Registered Office of our Company is situated.

#### **Withdrawal of the Issue**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the issue after the Bid/ Issue Opening date but before the Allotment. In such an event, our Company would issue a public notice in the newspaper in which the pre issue advertisements were published, within two days of the Bid/ Issue Closing date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the issue. The BRLM through, the Registrar of the issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one working day from the date of receipt of such notification. Our Company shall also inform the same to the stockexchange on which equity shares are proposed to be listed.

If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the filing of Draft Red Herring Prospectus/ Red Herring Prospectus with RoC.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the BRLM are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.*

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer, whose post issue face value capital is more than ten crore rupees and upto twenty-five crore rupees shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“*SME Exchange*”, in this case being the NSE Emerge) [. For further details regarding the salient features and terms of such an issue please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” on page 204 and 216 of this Draft Red Herring Prospectus.

### Issue Structure

Initial Public Issue of up to [●] Equity Shares of ₹10 each for cash at a price of ₹[●] per Equity Share (including a Share Premium of ₹ [●] per Equity Share), aggregating up to ₹ [●] Lakhs by the our Company

The Issue comprises a reservation of up to [●] Equity Shares of ₹ 10 each for subscription by the designated Market Maker (the “**Market Maker Reservation Portion**”) and Net Issue to Public of up to [●] Equity Shares of ₹ 10 each (the “**Net Issue**”). The Issue and the Net Issue will constitute [●]% and [●] %, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Book Building Process.

Particulars <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Bidders / Investors	Retail Individual Bidders / Investors
<b>Number of Equity Shares available for Allotment/ allocation*</b>	Upto [●] Equity Shares	Not more than [●] Equity Shares,	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIBs and Retail Individual Bidders	Not less than [●] Equity Shares for allocation or Issue less allocation to QIBs and Non-Institutional Bidders
<b>Percentage of Issue Size available for Allotment/ allocation</b>	[●] of the Issue Size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue.
<b>Basis of Allotment <sup>(3)</sup></b>	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to	Proportionate basis subject to minimum allotment of [●] Equity Shares and	Proportionate basis subject to minimum allotment of [●] Equity Shares

Particulars <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Bidders / Investors	Retail Individual Bidders / Investors	
		[●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. 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 Anchor Investor Allocation Price	further allotment in multiples of [●] Equity Shares 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.		
<b>Mode of Bidding</b>		Through ASBA process only (excluding the UPI Mechanism) except for Anchor Investors	Through ASBA process only (including the UPI Mechanism for a Bid size of up to ₹500,000)	Through ASBA process only (including the UPI Mechanism)	
<b>Minimum Bid</b>		Such number of Equity Shares in multiples of [●] Equity Shares, such that the Bid Amount exceeds ₹200,000	Such number of Equity Shares in multiples of [●] Equity Shares, such that the Bid Amount exceeds ₹200,000	[●] Equity Shares and in multiples of [●] Equity Shares thereafter, such that the Bid Amount does not exceed ₹200,000	
<b>Maximum Bid</b>		Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Issue (excluding the Anchor Investor Portion), subject to applicable limits under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Issue (excluding the QIB Portion), subject to applicable limits under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000	
<b>Mode of Allotment</b>		Compulsorily in dematerialised form			
<b>Trading Lot</b>	[●] Equity Shares,	[●] Equity Shares	[●] Equity Shares	[●] Equity Shares	

Particulars <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Bidders / Investors	Retail Individual Bidders / Investors
	However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	and in multiples thereof	and in multiples thereof	and in multiples thereof
<b>Who can apply</b> <sup>(3)(4)</sup>		Public financial institutions as specified in section 2(72) of the Companies Act, scheduled commercial banks, mutual funds, FPIs, VCFs, AIFs, FVCIs registered with SEBI, and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with certain minimum corpus pension funds (subject to applicable law) with certain minimum corpus of, National Investment Fund set up by the Government of India, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies	Resident Indian individuals, NRIs, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions, societies, and trusts and any individuals, corporate bodies and family offices which are re-categorised as category II FPI (as defined in the SEBI FPI Regulations) and registered with SEBI.	Resident Indian individuals, NRIs and HUFs (in the name of the Karta)
<b>Terms of Payment</b>		Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In		



Particulars <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Bidders / Investors	Retail Individual Bidders / Investors
		case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup>		

\* Assuming full subscription in the Issue.

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

<sup>(1)</sup> Our Company may, 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. 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.

<sup>(2)</sup> In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.

<sup>(3)</sup> Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.

<sup>(4)</sup> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

The Bids by FPIs with certain structures as described under “**Issue Procedure - Bids by FPIs**” on pages 227 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.

If the Bid is submitted in joint names, 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 depository account held in joint names. The signature of only the 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. 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.

## ISSUE PROCEDURE

All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI (“**General Information Document**”) and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section “PART B – 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, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the ICDR Regulations. The General Information Document is available on the websites of the Stock Exchange and the Book Running Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

Additionally, all Bidders may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Bidders eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for Bidders applying through ASBA process and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note (“**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; (ix) submission of Bid Cum Application Form; (x) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

With effect from July 1, 2019, with respect to Applications by RIIs 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 Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”), Further pursuant to SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 UPI Phase II was extended till March 31, 2020. Subsequently, the final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“**UPI Phase III**”) and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Issue will be undertaken pursuant to the processes and procedures as may be prescribed by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, had introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Subsequently, vide the SEBI RTA Master Circular, consolidated the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars. Furthermore pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹500,000 shall use the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers

opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Draft Red Herring Prospectus.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus.

### **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 1, 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, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. 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 will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six (6) Working Days during this phase. Further, 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 and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.

**Phase III:** SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 UPI Phase II was extended till March 31, 2020. Subsequently, the final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“**UPI Phase III**”) and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Issue will be undertaken pursuant to the processes and procedures as may be prescribed by the SEBI from time to time. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Issue.

The Issue will be made under UPI Phase II of the UPI Circulars, unless Phase III of the UPI Circulars becomes mandatorily effective and applicable on or prior to the Bid/Issue Opening Date. If the Issue is made under UPI Phase III of the UPI Circulars, the same will be advertised in shall be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), and all editions of Marathi (Marathi being the regional language of Maharashtra, where our Registered Office is located), 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.

All SCSBs offering 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 Circulars, 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 Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-Issue BRLM will be required to compensate the concerned investor.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

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 ₹5 lakh, shall use the UPI Mechanism. Individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹2 lakh and up to ₹5 lakh, 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.

### **Book Building Procedure**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchange.

**Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be**

rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

### **Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE, at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since as on date Phase III of the UPI Circulars is not mandatorily applicable, the Issue is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below;

- RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- UPI Bidder using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs

**Anchor Investors are not permitted to participate in the Offer through the ASBA process.**

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for 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 FPIs and Eligible NRIs, FVCIs and registered bilateral and multilateral development financial institutions applying on a repatriation basis	[●]
Anchor Investors**	[●]

\* Excluding electronic Bid cum Application Forms

Notes:

- (a) Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the websites of the NSE at [www.nseindia.com](http://www.nseindia.com)
- (b) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLM.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs

where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4.	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

*Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.*

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b>	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and

re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders

### **Availability of Draft Red Herring Prospectus and Bid Cum Application Forms**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/Issue Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

### **Who can Bid?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: - Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- Venture Capital Funds and Alternative Investment Fund registered with SEBI;
- State Industrial Development Corporations;
- Foreign Venture Capital Investors registered with the SEBI;
- Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India; o) Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds and Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;

- National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Multilateral and bilateral development financial institution;
- Eligible QFIs;
- 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;
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

- Minors (except through their Guardians)
- Partnership firms or their nominations
- Foreign Nationals (except NRIs)
- Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

**Maximum and minimum application size**

**1. For Retail Individual Bidders**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed Rs. 2,00,000.

**2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2,00,000 and in multiples of [●] Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

**Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.**

**The above information is given for the benefit of the Bidders. The 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 the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

**Method of bidding process**

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Mumbai Edition of Regional newspaper [●] where the registered office of the



company is situated, each with wide circulation at least two Working Days prior to the Bid/ Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid/ Issue Period.

- The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days or such time as may be prescribed under the applicable laws. The Bid/ Issue Period may be extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days or such time as may be prescribed under the applicable laws. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be published in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Mumbai Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- During the Bid/ Issue Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- The Bidder/ Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”
- Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period i.e. one working day prior to the Bid/ Issue Opening Date or such time as may be prescribed under the applicable laws. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism- Terms of payment and payment into the Escrow Accounts” in the section “**Issue Procedure**” beginning on page 216 of this Draft Red Herring Prospectus.
- Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form prior to uploading such Bids with the Stock Exchange.
- If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.

- If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

#### **Bids at different price levels and revision of bids**

- Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

#### **Participation by Associates/Affiliates of BRLM and the Syndicate Members**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category 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.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

#### **Option to Subscribe in the Issue**

- As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

- A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

#### **Information for the Bidders**

- Our Company and the Book Running Lead Manager shall declare the Bid/ Issue Opening Date and Bid/ Issue Closing Date in the Draft Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a Marathi regional newspaper with wide circulation. This advertisement shall be in prescribed format.
- Our Company will file the Draft Red Herring Prospectus with the RoC at least 3 (three) days before the Bid/ Issue Opening Date or such time as may be prescribed under the applicable laws.
- Copies of the Bid Cum Application Form along with Abridged Prospectus and copies of the Draft Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
- Any Bidder who would like to obtain the Draft Red Herring Prospectus and/or the Bid Cum Application Form can obtain the same from our Registered Office.
- Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
- Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
- The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
- Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
- Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
- The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database,

the Bid Cum Application Form is liable to be rejected.

#### **Bids by Anchor Investors:**

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹ 200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 200.00 lakhs.
- One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day or such time as may be prescribed under the applicable laws.
- Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - (a) where allocation in the Anchor Investor Portion is up to ₹200.00 Lakhs, maximum of 2 (two) Anchor Investors.
  - (b) where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but upto ₹2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor; and
  - (c) where the allocation under the Anchor Investor portion is more than ₹2500.00 Lakhs: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto ₹2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor.
- Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/Issue Opening Date, through intimation to the Stock Exchange.
- Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date or such time as may be prescribed under the applicable laws. 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.
- At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.

- 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
- The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
- Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

### **Bids by Eligible NRIs**

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident forms should authorise their SCSB or confirm or accept the UPI Mandate Request (in case of UPI Bidders bidding through UPI Mechanism) 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 authorise their SCSB to block their Non-Resident Ordinary (“NRO”) accounts or accept the UPI Mandate Request (in case of UPI Bidders Bidding through 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.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] colour).

Participation of Eligible NRIs in the Issue shall be subject to the FEMA Non-debt Instrument Rules. Only bids accompanied by payment in Indian rupees or fully convertible foreign exchange will be considered for allotment.

For details of restrictions on investments by NRIs, please see “*Restrictions on Foreign Ownership of Indian Securities*” on page 247

### **Bids by 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 may be considered at par with Bids/Applications from individuals.

### **Bids by FPIs**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Non-debt Instruments Rules, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and

our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilise the multi investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids.

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 Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLM reserves the right to reject any Bid without assigning any reason, subject to applicable laws.

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; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

- (i) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
- (ii) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred 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. Bids received from FPIs bearing the same PAN shall 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 FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (such structure referred to as "**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, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids:

- (i) FPIs which utilise the MIM structure, indicating the name of their respective investment managers in such confirmation;
- (ii) Offshore derivative instruments 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 1 FPIs; and
- (vii) Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the Applicant FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid.

Further, please note that as disclosed in the Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form “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.”

For example, an FPI must ensure that any Bid by a single FPI and/or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the “**FPI Group**”) shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Issue Equity Share capital shall be liable to be rejected.

**All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.**

#### **Bids by SEBI registered VCFs, AIFs and FVCIs**

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended (the “**SEBI AIF Regulations**”) prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations prescribe the investment restrictions on FVCIs.

Category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A category III AIF cannot invest more than 10% of its investible funds in one investee company. A VCF registered as a category I AIF, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules.

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 six months period 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, FPIs and FVCIs. 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 BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

#### **Bids by limited liability partnerships**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

#### **Bids by banking companies**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate equity investments in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments, cannot exceed 20% of the bank's paid-up share capital and reserves. However, a banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans/investments made to a company subject to compliance with applicable requirements.

#### **Bids by SCSBs**

SCSBs participating in the Issue are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

#### **Bids by Insurance Companies**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company and the in consultation with the BRLM reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

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:

- (i) 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;
- (ii) 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
- (iii) 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 (i), (ii) and (iii) above, as the case may be.

Insurance companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **Bids by Systemically Important NBFCs**

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; (iii) a net worth certificate from its statutory auditor; and (iv) 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 BRLM, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI shall be prescribed by RBI from time to time.

For more information, please read the General Information Document.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Issue.

#### **Bids under Power of Attorney**

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million, in each case, subject to applicable law and in accordance with their respective constitutional documents a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLM, in 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 such terms and conditions that our Company and the, in consultation with the BRLM, may deem fit, without assigning any reasons thereof.

#### **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 sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid, without assigning any reason therefor.

**The above information is given for the benefit of the Bidders. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation or as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus.**

#### **ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE:**

- Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
- The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

#### **Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

#### **Terms of payment**

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders. SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs. The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

#### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction or such time as may be prescribed under the applicable laws. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, UPI Bidder (including Retail Individual Bidders) applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

#### **Payment into Escrow Account for Anchor Investors**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its 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 should be drawn in favour of:

- In case of resident Anchor Investors: “[●]”
- In case of Non-Resident Anchor Investors: “[●]”

Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

### **Electronic Registration of Applications**

- The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
- The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 5.00 p.m. of the Issue Closing Date.
- The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to;
  - (a) the applications accepted by them,
  - (b) the applications uploaded by them
  - (c) the applications accepted but not uploaded by them or d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
- Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (a) The applications accepted by any Designated Intermediaries;
  - (b) The applications uploaded by any Designated Intermediaries or;
  - (c) The applications accepted but not uploaded by any Designated Intermediaries
- The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
- With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

<b>S. No.</b>	<b>Details*</b>
1	Symbol
2	Intermediary Code
3	Location Code
4	Application No
5	Category
6	PAN
7	DP ID
8	Client ID
9	Quantity
10	Amount

\* Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields.

- With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into the on-line system:
  - (a) Name of the Bidder;
  - (b) IPO Name;
  - (c) Bid Cum Application Form Number;
  - (d) Investor Category;
  - (e) PAN (of First Bidder, if more than one Bidder);
  - (f) DP ID of the demat account of the Bidder;
  - (g) Client Identification Number of the demat account of the Bidder;
  - (h) Number of Equity Shares Applied for;
  - (i) Bank Account details;
  - (j) Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - (k) Bank account number.
- In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the abovementioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
- The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
- Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
- In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
- The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
- The Designated Intermediaries will be given time till 5.00 p.m. on the Bid/Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
- The SCSBs shall be given one day after the Bid/Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
- The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Build of the Book**

- Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Issue Period.

### Withdrawal of Bids

- RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

### Price Discovery and Allocation

- Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalise the Issue Price and the Anchor Investor Issue Price.
- The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

### Illustration of the Book Building and Price Discovery Process:

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

### Signing of Underwriting Agreement and Filing of Red Herring Prospectus/ Prospectus with RoC

- Our company will enter into an Underwriting Agreement prior to filing of RHP; and
- A copy of Red Herring Prospectus will be filed with the RoC and copy of Prospectus will be filed with RoC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013, our Company will, after registering this Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in [●] edition of [●] (a widely circulated English national daily newspaper), [●] edition of [●] (a widely circulated Hindi national daily newspaper), and [●] edition of [●] (a widely circulated Marathi Regional Daily newspaper) (Marathi being the regional language of Navi Mumbai where our Registered Office is located). Our Company shall, in the pre-Issue advertisement state the Bid/Issue Opening Date, the Bid/Issue Closing Date and the QIB 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 under the SEBI ICDR Regulations.

**The information set out above is given for the benefit of the Bidders/applicants. Our Company, the BRLM and the members of the Syndicate is 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 for do not exceed the prescribed limits under applicable laws or regulations.**

### **Allotment Advertisement**

Our Company, the BRLM and the Registrar to the Issue shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in: (i) [●] editions of [●], a widely circulated English national daily newspaper; (ii) [●] editions of [●], a widely circulated Hindi national daily newspaper; and (iii) [●] editions of [●], a widely circulated Marathi national daily newspaper, Marathi also being the regional language of Mumbai, Maharashtra, where our Registered Office is located).

### **General Instructions**

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bid(s) during the Bid/ Issue Period and withdraw or lower the size of their Bid(s) until Bid/ Issue Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/ Issue Period.

#### **Do's:**

1. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021;
2. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
3. Ensure that you have Bid within the Price Band;
4. Ensure that (other than Anchor Investors) you have mentioned correct details of ASBA Account (i.e., bank account or UPI ID, as applicable) and PAN in the Bid cum Application Form and if you are a UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. Retail Individual Investors Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
6. Retail Individual Investors Bidding using the UPI Mechanism shall make Bids only through the SCSBs, Mobile Applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. 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. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
8. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
9. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Retail Individual Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, sub-Syndicate Members, Registered Brokers, RTAs or CDPs and should

- ensure that the ASBA Form contains the stamp of such Designated Intermediary;
10. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
  11. In case of joint Bids, ensure that first Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Bidder is included in the Bid cum Application Form;
  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. PAN of the First Bidder is required to be specified in case of joint Bids;
  13. Bidders should ensure that they receive the Acknowledgment slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;
  14. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;
  15. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
  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 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 beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
  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 to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
  20. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents, including a copy of the power of attorney, are submitted;
  21. Ensure that Bids submitted by any person resident outside India should be in compliance with applicable foreign and Indian laws;
  22. Retail Individual Investors Bidding using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
  23. Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;
  24. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;
  25. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/Issue Closing Date;
  26. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, were required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids are liable to be rejected;

27. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLM;
28. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI (at [www.sebi.gov.in](http://www.sebi.gov.in)) or such other websites as updated from time to time);
29. Ensure that you have correctly signed the authorization /undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank, as applicable via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
30. Retail Individual Investors Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, the Retail Individual Investor shall be deemed to have verified the attachment containing the application details of the Retail Individual Investor Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his/her ASBA Account;
31. Retail Individual Investors Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid cum Application Form;
32. Retail Individual Investors Bidding using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in his/her account and subsequent debit of funds in case of allotment in a timely manner and;
33. Bids by Eligible NRIs and HUFs for a Bid Amount of less than ₹200,000 would be considered under the Retail Portion, and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the Issue.
34. Ensure that the Anchor Investors submit their Bid cum Application Forms only to the BRLM;
35. The ASBA Bidders shall ensure that that bids above ₹5,00,000 are uploaded only to the SCSBs.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

***Don'ts:***

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;
4. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by 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. Anchor Investors should not Bid through the ASBA process;
7. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centres;
8. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms;
9. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
10. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);
11. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue/Issue size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under



- the terms of the Red Herring Prospectus;
12. Do not submit your Bid after 3.00 pm on the Bid/Issue Closing Date;
  13. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Issue Closing Date;
  14. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
  15. If you are a RIB and are using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID
  16. Do not submit the General Index Register (GIR) number instead of the PAN;
  17. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Investors)
  18. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
  19. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of Retail Individual Investors Bidding using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;
  20. 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. Retail Individual Investors revise or withdraw their Bids until the Bid/Issue Closing Date;
  21. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
  22. 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 Retail Individual Investors using the UPI Mechanism;
  23. 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;
  24. 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);
  25. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a Retail Individual Investor Bidding using the UPI Mechanism, do not submit Bids through an SCSB and/or Mobile Applications and/or UPI handle that is not listed on the website of SEBI;
  26. Do not submit a Bid using UPI ID, if you are not a Retail Individual Investor;
  27. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;
  28. RIIs Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a banks which is not mentioned in the list provided in the SEBI website is liable to be rejected;
  29. Do not submit a Bid cum Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by Retail Individual Investors using the UPI Mechanism); and
  30. Do not Bid if you are an OCB;
  31. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;
  32. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹5,00,000.

**The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.**

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

#### **Other instructions for the Bidders**

##### **Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

### **Multiple Bids**

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

### **Investor Grievance**

In case of any pre-issue or post issue related problems regarding demat credit/ refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

### **Nomination Facility to Bidders**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

### **Submission of Bids**

- During the Bid/Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the DRHP.

### **GROUND OF TECHNICAL REJECTIONS**

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the DRHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the DRHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the DRHP and as per the instructions in the DRHP and the Bid cum Application Forms;

- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section of the I.D.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **Basis of Allocation**

- The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the DRHP.
- Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- In case of under subscription in the issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the DRHP.

#### **Allotment Procedure and Basis Of Allotment**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis.

- **For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

- **For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

- **For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:

- (i) In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
- (ii) In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price;
- (iii) Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

(b) In the second instance Allotment to all QIBs shall be determined as follows:

- (i) In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
- (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- (iii) Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

- **Allotment To Anchor Investor (If Applicable)**

(a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be

at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

- (i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
  - (ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
  - (iii) allocation to Anchor Investors shall be on a discretionary basis and subject to: a maximum number of two Anchor Investors for allocation up to ₹ 2 crores; a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and in case of allocation above twenty five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty five crore rupees and an additional 10 such investors for every additional twenty five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.
- (b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

**Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.**

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the NSE Emerge. The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- (a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- (b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- (c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - (i) Each successful Bidder shall be allotted [●] equity shares; and
  - (ii) The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- (d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- (e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this DRHP.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹2,00,000/- . Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

#### **Issuance of Allotment Advice**

- Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.
- Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within such time as may be prescribed under the applicable laws from the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

#### **Designated Date:**

On the Designated date, the SCSSBs shall transfer the funds represented by allocations of the Equity Shares in to Public Issue Account with the Bankers to the Issue. The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within such working days as may be required under applicable law from the Issue Closing date.

The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

#### **Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com).

#### **Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected. Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the

Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

#### **Submission of Bid Cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

#### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

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, credit of allotted shares in the respective beneficiary accounts, etc.

#### **Right to Reject Applications**

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

#### **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, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹10 lakhs or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months period extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹10 lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹50 lakhs or with both.

#### **Undertakings by our Company**

Our Company undertakes the following:

- (i) the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- (ii) that if the 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 laws, failing which interest will be due to be paid to the Bidders at the rate prescribed under the applicable laws for the delayed period;
- (iii) that all steps will be taken 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 within six Working Days of the Bid/Issue Closing Date or such other time as may be prescribed under the applicable laws;
  - (iv) the funds required for making refunds/unblocking (to the extent applicable) to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
  - (v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
  - (vi) that if our Company does not proceed with the Issue after the Bid/Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within such time as may be prescribed under the applicable laws of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly
  - (vii) that if our Company, in consultation with the BRLM, withdraw the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh draft Issue document with the SEBI, in the event our Company subsequently decides to proceed with the Issue thereafter
  - (viii) Promoter's contribution, if any, shall be brought in advance before the Bid / Issue Opening Date
  - (ix) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors; and
  - (x) no further issue of Equity Shares shall be made until the Equity Shares Issued through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.



## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“**DPIIT**”) makes policy announcements on FDI through press notes and press releases which are notified by the RBI as amendments to the FEMA. The DPIIT also issues the Consolidated Foreign Direct Investment Policy (“**FDI Policy**”) from time to time. The regulatory framework pertaining to foreign investment, over a period of time, thus, consists of acts, regulations, master circulars, press notes, press releases, and clarifications among other amendments.

India’s current FDI Policy issued by the DPIIT with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT till October 15, 2020. All the press notes, press releases, clarifications on FDI issued by DPIIT till October 15, 2020 stand rescinded as on October 15, 2020. In terms of the FDI Policy, Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments.

In accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the FDI Policy and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Further, in accordance with the amendment to the Companies (Share Capital and Debentures) Rules, 2014 vide notification dated May 4, 2022 issued by Ministry of Corporate Affairs, a declaration shall be inserted in the share transfer form stipulating whether government approval shall be required to be obtained under Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares. 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 to the Issue in writing about such approval along with a copy thereof within the Issue Period.

Further, the existing individual and aggregate investment limits for an FPI in our Company are not exceeding 10% of the total paid-up Equity Share capital of our Company for each FPI and the total holdings of all FPIs in the Company shall not exceed 24% of the total paid-up Equity Share capital of our Company. The RBI, in exercise of its power under the FEMA, has also notified Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. SEBI registered FPIs have been permitted to purchase shares of an Indian company through the Issue, subject to total FPI investment being within the individual FPI/sub account investment limit of less than 10% of the total paid-up equity capital on a fully diluted basis of the Company subject to the total holdings of all FPIs/sub accounts including any other direct and indirect foreign investments in the Company shall not exceed 24% of the paid-up equity capital of the Company on a fully diluted basis. The aggregate limit of 24% in case of FPIs may be increased up to the sectoral cap/statutory ceiling, as applicable, by the Company concerned by passing of resolution by the Board of the Company to that effect and by passing of a special resolution to that effect by its Shareholders. With effect from April 1, 2020, the aggregate limit of 24% has increased to the sectoral cap applicable to the Indian Company which in case of the Company is 100%. As per the Regulations, the aggregate limit as provided above was permitted to be decreased by the Company to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its Board of Directors through a resolution and also of its shareholders by means of a special resolution, before March 31, 2020. The Company has passed no such Board Resolution and hence, has not revised its sectoral caps. Our Company falls within the applicable statutory ceiling limits which stand at 100% for the

Scheduled Air Transport Service under the FDI Policy with Automatic route up to 49% (Automatic up to 100% for NRIs) and Government route beyond 49%.

Further, eligible NRIs and OCIs investing on repatriation basis are subject to individual investment limit of 5% of the total paid-up equity capital on a fully diluted basis subject to the aggregate paid-up value of the shares purchased by all NRIs and OCIs put together on repatriation basis not exceeding 10% of the total paid-up equity capital on a fully diluted basis of the Company. The aggregate limit of 10% in case of NRIs and OCIs together may be raised to 24 % if a special resolution to that effect is passed by the shareholders of the Company.

The transfer of shares between an Indian resident and a Non-resident does not require prior approval of RBI, subject to fulfillment of certain conditions as specified by DPIIT / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company.

As per the existing policy of the Government of India, OCBS cannot participate in this Issue.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**The above information is given for the benefit of the Bidders. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the Bids are not in violation of laws or regulations applicable to them.**

## SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

*Pursuant to the Companies Act and the SEBI ICDR Regulations, the Description of Equity Shares and Terms of the Articles of Association are detailed below. Capitalized terms used in this section have the meaning given to them in the Articles of Association. Each provision below is numbered as per the corresponding article number in the Articles of Association and defined terms herein have the meaning given to them in the Articles of Association.*

*The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the Extraordinary General Meeting held on, [●] in substitution for and to the entire exclusion of, the regulations contained in the existing Articles of Association of the Company.*

### MAIN ARTICLES OF ARTICLES OF ASSOCIATION

Article No.	Articles	Particulars
1.	<b>Table F Applicable.</b>	No regulation contained in Table “F” in the First Schedule to Companies Act, 2013 shall apply to this Company 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.
<b>CAPITAL</b>		
3.	<b>Authorized Capital.</b>	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.
4.	<b>Increase of capital by the Company how carried into effect</b>	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.
5.	<b>New Capital same as existing capital</b>	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.
6.	<b>Non-Voting Shares</b>	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.

<b>Article No.</b>	<b>Articles</b>	<b>Particulars</b>
<b>7.</b>	<b>Redeemable Preference Shares</b>	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.
<b>8.</b>	<b>Voting rights of preference shares</b>	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.
<p>* Altered vide Special Resolution dated 05th March 2013 in EGM of Members  #In Extra Ordinary General Meeting held on 16th September, 2023 the company has passed special resolution for adoption of new format of Articles of Association and for conversion to Public Limited Company.</p>		
<b>9.</b>	<b>Provisions to apply on issue of Redeemable Preference Shares</b>	<p>On the issue of redeemable preference shares under the provisions of Article hereof, the following provisions shall take effect:</p> <p>(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;</p> <p>(b) No such Shares shall be redeemed unless they are fully paid;</p> <p>(c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;</p> <p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions of the Company shall not be taken as reducing the amount of its Authorized Share Capital</p>
<b>10.</b>	<b>Reduction of capital</b>	<p>The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>
<b>11.</b>	<b>Debentures</b>	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting,

Article No.	Articles	Particulars
		appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.
12.	<b>Issue of Sweat Equity Shares</b>	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.
13.	<b>ESOP</b>	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.
14.	<b>Buy Back of shares</b>	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.
15.	<b>Consolidation, Sub-Division And Cancellation</b>	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
16.	<b>Issue of Depository Receipts</b>	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.
17.	<b>Issue of Securities</b>	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.
<b>MODIFICATION OF CLASS RIGHTS</b>		
18.	<b>Modification of rights</b>	<p>(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, 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 separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting.</p> <p>Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.</p>
	<b>New Issue of Shares not to affect rights attached to</b>	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the

<b>Article No.</b>	<b>Articles</b>	<b>Particulars</b>
	<b>existing shares of that class.</b>	terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.
<b>19.</b>	<b>Shares at the disposal of the Directors.</b>	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of 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 and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.
<b>20.</b>	<b>Power to issue shares on preferential basis.</b>	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.
<b>21.</b>	<b>Shares should be Numbered progressively and no share to be subdivided.</b>	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.
<b>22.</b>	<b>Acceptance of Shares.</b>	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.
<b>23.</b>	<b>Directors may allot shares as full paid-up</b>	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.
<b>24.</b>	<b>Deposit and call etc.to be a debt payable immediately.</b>	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.
<b>25.</b>	<b>Liability of Members.</b>	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.

Article No.	Articles	Particulars
26.	<b>Registration of Shares.</b>	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.

**RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT**

27.		The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act
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**CERTIFICATES**

28.	<b>Share Certificates.</b>	<p>(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p>
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Article No.	Articles	Particulars
		(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.
29.	<b>Issue of new certificates in place of those defaced, lost or destroyed.</b>	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>
30.	<b>The first named joint holder deemed Sole holder.</b>	(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.
	<b>Maximum number of joint holders.</b>	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.
31.	<b>Company not bound to recognise any interest in share other than that of registered holders.</b>	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.
32.	<b>Installment on shares to be duly paid.</b>	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment 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.
<b>UNDERWRITING AND BROKERAGE</b>		
33.	<b>Commission</b>	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of



<b>Article No.</b>	<b>Articles</b>	<b>Particulars</b>
		his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.
<b>34.</b>	<b>Brokerage</b>	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.
<b>CALLS</b>		
<b>35.</b>	<b>Directors may make calls</b>	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board. (3) A call may be made payable by installments.
<b>36.</b>	<b>Notice of Calls</b>	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.
<b>37.</b>	<b>Calls to date from resolution.</b>	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.
<b>38.</b>	<b>Calls on uniform basis.</b>	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.
<b>39.</b>	<b>Directors may extend time.</b>	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.
<b>40.</b>	<b>Calls to carry interest.</b>	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.
<b>41.</b>	<b>Sums deemed to be calls.</b>	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the

Article No.	Articles	Particulars
		provisions herein contained in respect of calls shall apply to such amount or installment accordingly.
42.	<b>Proof on trial of suit for money due on shares.</b>	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
43.	<b>Judgment, decree, partial payment motto proceed for forfeiture.</b>	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares 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 of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.
44.	<b>Payments in Anticipation of calls may carry interest</b>	(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits. (b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.
<b>LIEN</b>		
45.	<b>Company to have Lien on shares.</b>	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and

Article No.	Articles	Particulars
		bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.
46.	<b>As to enforcing lien by sale.</b>	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.
47.	<b>Application of proceeds of sale.</b>	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.
<b>FORFEITURE AND SURRENDER OF SHARES</b>		
48.	<b>If call or installment not paid, notice may be given.</b>	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.
49.	<b>Terms of notice.</b>	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.

<b>Article No.</b>	<b>Articles</b>	<b>Particulars</b>
<b>50.</b>	<b>On default of payment, shares to be forfeited.</b>	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.
<b>51.</b>	<b>Notice of forfeiture to a Member</b>	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.
<b>52.</b>	<b>Forfeited shares to be property of the Company and may be sold etc.</b>	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.
<b>53.</b>	<b>Members still liable to pay money owing at time of forfeiture and interest.</b>	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.
<b>54.</b>	<b>Effect of forfeiture.</b>	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.
<b>55.</b>	<b>Evidence of Forfeiture.</b>	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.
<b>56.</b>	<b>Title of purchaser and allottee of Forfeited shares.</b>	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: 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, re-allotment or other disposal of the shares.
<b>57.</b>	<b>Cancellation of share certificate in respect of forfeited shares.</b>	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.
<b>58.</b>	<b>Forfeiture may be remitted.</b>	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted

Article No.	Articles	Particulars
		as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.
59.	<b>Validity of sale</b>	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members 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.
60.	<b>Surrender of shares.</b>	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.
<b>TRANSFER AND TRANSMISSION OF SHARES</b>		
61.	<b>Execution of the instrument of shares.</b>	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.
62.	<b>Transfer Form.</b>	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. The instrument of transfer shall be in a common form approved by the Exchange;
63.	<b>Transfer not to be registered except on production of instrument of transfer.</b>	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.
64.	<b>Directors may refuse to register transfer.</b>	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register—

Article No.	Articles	Particulars
		(a) any transfer of shares on which the company has a lien. That registration of transfer shall however 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;
65.	<b>Notice of refusal to be given to transferor and transferee.</b>	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.
66.	<b>No fee on transfer.</b>	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.
67.	<b>Closure of Register of Members or debenture holder or other security holders.</b>	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.
68.	<b>Custody of transfer Deeds.</b>	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.
69.	<b>Application for transfer of partly paid shares.</b>	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.
70.	<b>Notice to transferee.</b>	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.
71.	<b>Recognition of legal representative.</b>	(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.  (b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such

Article No.	Articles	Particulars
		<p>terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>
72.	<b>Titles of Shares of deceased Member</b>	<p>The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.</p>
73.	<b>Notice of application when to be given</b>	<p>Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.</p>
74.	<b>Registration of persons entitled to share otherwise than by transfer. (transmission clause).</b>	<p>Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.</p>
75.	<b>Refusal to register nominee.</b>	<p>Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.</p>
76.	<b>Board may require evidence of transmission.</b>	<p>Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.</p>

<b>Article No.</b>	<b>Articles</b>	<b>Particulars</b>
<b>77.</b>	<b>Company not liable for disregard of a notice prohibiting registration of transfer.</b>	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.
<b>78.</b>	<b>Form of transfer Outside India.</b>	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.
<b>79.</b>	<b>No transfer to insolvent etc.</b>	No transfer shall be made to any minor, insolvent or person of unsound mind.
<b>NOMINATION</b>		
<b>80.</b>	<b>Nomination</b>	<ul style="list-style-type: none"> <li>i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</li> <li>ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</li> <li>iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</li> <li>iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</li> </ul>
<b>81.</b>	<b>Transmission of Securities by nominee</b>	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <ul style="list-style-type: none"> <li>(i) to be registered himself as holder of the security, as the case may be; or</li> <li>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</li> <li>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</li> <li>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the</li> </ul>



Article No.	Articles	Particulars
		registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.
		Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.
<b>DEMATERIALIZATION OF SHARES</b>		
82.	<b>Dematerialisation of Securities</b>	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.
<b>JOINT HOLDER</b>		
83.	<b>Joint Holders</b>	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.
84.	<b>Joint and several liabilities for all payments in respect of shares.</b>	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.
	<b>Title of survivors.</b>	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;
	<b>Receipts of one sufficient.</b>	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and
	<b>Delivery of certificate and giving of notices to first named holders.</b>	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.
<b>SHARE WARRANTS</b>		
85.	<b>Power to issue share warrants</b>	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.
86.	<b>Deposit of share warrants</b>	(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the

Article No.	Articles	Particulars
		Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.
		(b) Not more than one person shall be recognized as depositor of the Share warrant.
		(c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.
87.	<b>Privileges and disabilities of the holders of share warrant</b>	<p>(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company.</p> <p>(b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.</p>
88.	<b>Issue of new share warrant coupons</b>	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.
<b>CONVERSION OF SHARES INTO STOCK</b>		
89.	<b>Conversion of shares into stock or reconversion.</b>	<p>The Company may, by ordinary resolution in General Meeting,</p> <p>a) convert any fully paid-up shares into stock; and</p> <p>b) re-convert any stock into fully paid-up shares of any denomination.</p>
90.	<b>Transfer of stock.</b>	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation 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.
91.	<b>Rights of stock holders.</b>	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
92.	<b>Regulations.</b>	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.
<b>BORROWING POWERS</b>		
93.	<b>Power to borrow.</b>	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, anybody corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of

<b>Article No.</b>	<b>Articles</b>	<b>Particulars</b>
		money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in 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 specified purpose.
<b>94.</b>	<b>Issue of discount etc. or with special privileges.</b>	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.
<b>95.</b>	<b>Securing payment or repayment of Moneys borrowed.</b>	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.
<b>96.</b>	<b>Bonds, Debentures etc. to be under the control of the Directors.</b>	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.
<b>97.</b>	<b>Mortgage of uncalled Capital.</b>	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.
<b>98.</b>	<b>Indemnity may be given.</b>	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors 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 person so becoming liable as aforesaid from any loss in respect of such liability.
<b>MEETINGS OF MEMBERS</b>		
<b>99.</b>	<b>Distinction between AGM &amp; EGM.</b>	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.
<b>100.</b>	<b>Extra-Ordinary General Meeting by Board and by requisition</b>	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members

<b>Article No.</b>	<b>Articles</b>	<b>Particulars</b>
	<b>When a Director or any two Members may call an Extra Ordinary General Meeting</b>	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.
<b>101.</b>	<b>Meeting not to transact business not mentioned in notice.</b>	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.
<b>102.</b>	<b>Chairman of General Meeting</b>	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Vice Chairman of the Company so shall take the chair and preside the meeting. In the absence of the Vice Chairman as well, the Directors present may choose one of the Directors among themselves to preside the meeting.
<b>103.</b>	<b>Business confined to election of Chairman or Vice Chairman whilst chair is vacant.</b>	No business, except the election of a Chairman or Vice Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.
<b>104.</b>	<b>Chairman with consent may adjourn meeting.</b>	<p>a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.</p> <p>b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>c) 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.</p> <p>d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>
<b>105.</b>	<b>Chairman's casting vote.</b>	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.
<b>106.</b>	<b>In what case poll taken without adjournment.</b>	Any poll duly demanded on the election of Chairman or Vice Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.
<b>107.</b>	<b>Demand for poll not to prevent transaction of other business.</b>	The demand for a poll except on the question of the election of the Chairman or Vice Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
<b>VOTES OF MEMBERS</b>		
<b>108.</b>	<b>Members in arrears not to vote.</b>	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which

Article No.	Articles	Particulars
		any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.
109.	<b>Number of votes each member entitled.</b>	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.
110.	<b>Casting of votes by a member entitled to more than one vote.</b>	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.
111.	<b>Vote of member of unsound mind and of minor</b>	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor 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.
112.	<b>Postal Ballot</b>	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.
113.	<b>E-Voting</b>	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
114.	<b>Votes of joint members.</b>	<p>a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joint holders thereof.</p> <p>b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>
115.	<b>Votes may be given by proxy or by representative</b>	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles
116.	<b>Representation of a body corporate.</b>	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures

Article No.	Articles	Particulars
		holders of the Company. 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 as if it were an individual member, creditor or holder of debentures of the Company.
117.	<b>Members paying money in advance.</b>	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.
	<b>Members not prohibited if share not held for any specified period.</b>	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.
118.	<b>Votes in respect of shares of deceased or insolvent members.</b>	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.
119.	<b>No votes by proxy on show of hands.</b>	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.
120.	<b>Appointment of a Proxy.</b>	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
121.	<b>Form of proxy.</b>	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
122.	<b>Validity of votes given by proxy notwithstanding death of a member.</b>	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.
123.	<b>Time for objections to votes.</b>	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

<b>Article No.</b>	<b>Articles</b>	<b>Particulars</b>
<b>124.</b>	<b>Chairperson of the Meeting to be the judge of validity of any vote.</b>	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
<b>DIRECTORS</b>		
<b>125.</b>	<b>Number of Directors</b>	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution
<b>126.</b>	<b>Qualification shares.</b>	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.
<b>127.</b>	<b>Nominee Directors.</b>	<p>(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement</p> <p>(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.</p> <p>(d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.</p>
<b>128.</b>	<b>Appointment of alternate Director.</b>	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.
<b>129.</b>	<b>Additional Director</b>	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.
<b>130.</b>	<b>Directors power to fill casual vacancies.</b>	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold

<b>Article No.</b>	<b>Articles</b>	<b>Particulars</b>
		office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.
<b>131.</b>	<b>Sitting Fees.</b>	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.
<b>132.</b>	<b>Travelling expenses Incurred by Director on Company's business.</b>	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.
<b>PROCEEDING OF THE BOARD OF DIRECTORS</b>		
<b>133.</b>	<b>Meetings of Directors.</b>	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
<b>134.</b>	<b>Chairman and Vice Chairman</b>	a) The Directors may from time to time elect from among their members a Chairperson of the Board as well as a Vice Chairman of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, to the Vice Chairman shall preside at the meeting and in the absence of the Vice Chairman as well, the Directors present may choose one of the Directors among themselves to preside the meeting. b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.
<b>135.</b>	<b>Questions at Board meeting how decided.</b>	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman or the Vice Chairman, as the case may be will have a second or casting vote.
<b>136.</b>	<b>Continuing directors may act notwithstanding any vacancy in the Board</b>	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
<b>137.</b>	<b>Directors may appoint committee.</b>	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.
<b>138.</b>	<b>Committee Meetings how to be governed.</b>	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and



<b>Article No.</b>	<b>Articles</b>	<b>Particulars</b>
		proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.
<b>139.</b>	<b>Chairperson of Committee Meetings</b>	a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
<b>140.</b>	<b>Meetings of the Committee</b>	a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
<b>141.</b>	<b>Acts of Board or Committee shall be valid notwithstanding defect in appointment.</b>	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.
<b>RETIREMENT AND ROTATION OF DIRECTORS</b>		
<b>142.</b>	<b>Power to fill casual vacancy</b>	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.
<b>POWERS OF THE BOARD</b>		
<b>143.</b>	<b>Powers of the Board</b>	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
<b>144.</b>	<b>Certain powers of the Board</b>	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say
	<b>To acquire any property , rights etc.</b>	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.
	<b>To take on Lease.</b>	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate

Article No.	Articles	Particulars
		in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.
	<b>To erect &amp; construct.</b>	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.
	<b>To pay for property.</b>	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or 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 share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
	<b>To insure properties of the Company.</b>	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.
	<b>To open Bank accounts.</b>	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.
	<b>To secure contracts by way of mortgage.</b>	(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.
	<b>To accept surrender of shares.</b>	(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.
	<b>To appoint trustees for the Company.</b>	(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.
	<b>To conduct legal proceedings.</b>	(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer

<b>Article No.</b>	<b>Articles</b>	<b>Particulars</b>
		any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.
	<b>Bankruptcy &amp; Insolvency</b>	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.
	<b>To issue receipts &amp; give discharge.</b>	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.
	<b>To invest and deal with money of the Company.</b>	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.
	<b>To give Security by way of indemnity.</b>	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;
	<b>To determine signing powers.</b>	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.
	<b>Commission or share in profits.</b>	(16) To give to any Director, Officer, or other persons 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; and such commission or share of profits shall be treated as part of the working expenses of the Company.
	<b>Bonus etc. to employees.</b>	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.
	<b>Transfer to Reserve Funds.</b>	(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part

Article No.	Articles	Particulars
		thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.
	<b>To appoint and remove officers and other employees.</b>	(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents 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 to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.
	<b>To appoint Attorneys.</b>	(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.
	<b>To enter into contracts.</b>	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company 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 may consider expedient.

<b>Article No.</b>	<b>Articles</b>	<b>Particulars</b>
	<b>To make rules.</b>	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.
	<b>To effect contracts etc.</b>	(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.
	<b>To apply &amp; obtain concessions licenses etc.</b>	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.
	<b>To pay commissions or interest.</b>	(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.
	<b>To redeem preference shares.</b>	(26) To redeem preference shares.
	<b>To assist charitable or benevolent institutions.</b>	(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.
		(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
		(29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.
		(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.
		(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.

Article No.	Articles	Particulars
		(32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.
		(33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.
		(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.
		(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.
		(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.
		(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.
		(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.

**MANAGING AND WHOLE-TIME DIRECTORS**

145.	<b>Powers to appoint Managing/ Whole-time Directors.</b>	<p>a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such</p>
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Article No.	Articles	Particulars
		Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.
146.	<b>Remuneration of Managing or Whole-time Director.</b>	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.
147.	<b>Powers and duties of Managing Director or Whole-time Director.</b>	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>
<b>CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER</b>		
148.	<b>Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer</b>	<p>a) Subject to the provisions of the Act,—</p> <p>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 think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p>

Article No.	Articles	Particulars
		<ul style="list-style-type: none"> <li>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</li> <li>b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</li> </ul>
<b>THE SEAL</b>		
149.	<b>The seal, its custody and use.</b>	<ul style="list-style-type: none"> <li>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</li> <li>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</li> </ul>
150.	<b>Deeds how executed.</b>	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
<b>DIVIDEND AND RESERVES</b>		
151.	<b>Division of profits.</b>	<ul style="list-style-type: none"> <li>(1) Subject to the rights of persons, if any, entitled to shares 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, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.</li> <li>(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</li> <li>(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</li> </ul>
152.	<b>The company in General Meeting may declare Dividends.</b>	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.
153.	<b>Transfer to reserves</b>	a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company



Article No.	Articles	Particulars
		<p>may be properly applied, including provision for meeting contingencies or for equalizing 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, thinks fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>
154.	<b>Interim Dividend.</b>	Subject to the provisions of section 123, 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.
155.	<b>Debts may be deducted.</b>	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
156.	<b>Capital paid up in advance not to earn dividend.</b>	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.
157.	<b>Dividends in proportion to amount paid-up.</b>	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 share shall rank for dividend accordingly.
158.	<b>Retention of dividends until completion of transfer under Articles .</b>	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.
159.	<b>No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.</b>	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.
160.	<b>Effect of transfer of shares.</b>	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.
161.	<b>Dividend to joint holders.</b>	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.
162.	<b>Dividends how remitted.</b>	<p>a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>
163.	<b>Notice of dividend.</b>	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

Article No.	Articles	Particulars
164.	<b>No interest on Dividends.</b>	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.
<b>CAPITALIZATION</b>		
165.	<b>Capitalization.</b>	<p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>
166.	<b>Fractional Certificates.</b>	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p> <p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(b) 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 capitalization, 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 capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give</p>

Article No.	Articles	Particulars
		such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.
167.	<b>Inspection of Minutes Books of General Meetings.</b>	<p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p>
168.	<b>Inspection of Accounts</b>	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>
<b>FOREIGN REGISTER</b>		
169.	<b>Foreign Register.</b>	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.
<b>DOCUMENTS AND SERVICE OF NOTICES</b>		
170.	<b>Signing of documents &amp; notices to be served or given.</b>	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.
171.	<b>Authentication of documents and proceedings.</b>	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.
<b>WINDING UP</b>		
172.		<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the</p>

Article No.	Articles	Particulars
		contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
<b>INDEMNITY</b>		
173.	<b>Directors' and others right to indemnity.</b>	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.
174.	<b>Not responsible for acts of others</b>	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage 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 judgment or oversight on his part, or for any other 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 dishonesty.
<b>SECRECY</b>		
175.	<b>Secrecy</b>	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
	<b>Access to property information etc.</b>	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require

<b>Article No.</b>	<b>Articles</b>	<b>Particulars</b>
		discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.

## SECTION IX – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be delivered to RoC for registration. Copies of these contracts and also the documents for inspection referred to hereunder, may be inspected at the Corporate Office between 10.00 a.m. and 5.00 p.m. on all Working Days from the date of the Red Herring Prospectus until the Issue Closing Date.

#### A. Material Contracts

1. Issue Agreement dated September 29, 2023 entered into between our Company and the Book Running Lead Manager.
2. Registrar agreement dated September 29, 2023 entered into between our Company, and the Registrar to the Issue.
3. Tripartite Agreement dated September 27, 2023 between CDSL, our Company and the Registrar to the Issue
4. Tripartite Agreement dated September 27, 2023 between NSDL, our Company and the Registrar to the Issue
1. Shareholders' Resolution passed at the Annual General Meeting of the Company held on September 27, 2023 authorising the Issue and other related matters.
2. Resolution of the Board dated September 30, 2023 approving this Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.
5. Underwriting Agreement dated of [●] between our Company, the Book Running Lead Manager and the Underwriters.

#### B. Material Documents

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Certificate of incorporation dated April 24, 2012.
3. Fresh certificate of incorporation dated September 29, 2023, pursuant to conversion from private limited company into public limited company.
4. Resolution of the Board of Directors dated September 29, 2023 authorizing the Issue and other related matters.
5. Shareholders' Resolution passed at the Extra-ordinary General Meeting of the Company held on September 29, 2023 authorizing the Issue and other related matters.
6. Resolution of the Board dated September 30, 2023 approving this Draft Red Herring Prospectus for filing with the Stock Exchanges.
7. Copies of annual reports of our Company for the last three Fiscals, i.e., Fiscal 2023, Fiscal 2022 and Fiscal 2021.
8. Statement of Tax Benefits dated September 29, 2023 issued by our Statutory Auditors included in this

Draft Red Herring Prospectus.

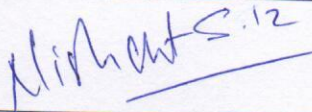
9. Certificate dated September 29, 2023, from C. Sharat & Associates, the Statutory Auditors verifying the Key Performance Indicators (KPIs).
10. Consents of our Directors, Chief Financial Officer, Company Secretary and Compliance Officer, BRLM, Legal Counsel to the Issue, Statutory Auditor and Peer Reviewed Auditor, Registrar to the Issue, Bankers to the Issue, Bankers to our Company, Underwriters and Syndicate Members as referred to in their specific capacities.
11. Consent of the Statutory Auditors dated September 29, 2023 to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations and referred to as an “expert” as defined under Section 2(38) of the Companies Act to the extent and in their capacity as the Statutory Auditor, and for inclusion of their examination report dated September 29, 2023 on examination of our Restated Consolidated Financial Statement and the statement of possible special tax benefits in the form and context in which it appears in this Draft Red Herring Prospectus.
12. Certificate dated September 29, 2023 from C Sharat & Associates, Chartered Accountants, to include details regarding working capital requirements of the Company.
13. Due diligence Certificate dated September 30, 2023 addressed to SEBI issued by the BRLM.
14. In-principle listing approvals dated [●] NSE Emerge .

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

Name and Designation	Signature
<b>Nishant Seth</b> <i>Managing Director</i> DIN: 00240512	

Date: September 30, 2023

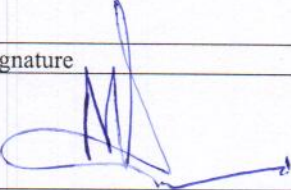
Place: Mumbai



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### SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
<b>Manvendra Singh</b> <i>Executive Director</i> DIN: 06365465	

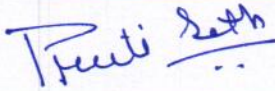
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**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

Name and Designation	Signature
<b>Preeti Lalitkumar Seth</b> <i>Non-Executive Director</i> DIN: 0240994	

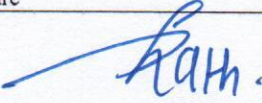
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**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

Name and Designation	Signature
<b>Dinesh Lath</b> <i>Chief Financial Officer</i> DIN: 06576685	

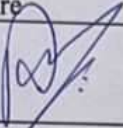
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SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
<b>Deepak Arvindkumar Mehta</b> <i>Independent Director</i> DIN: 07439911	

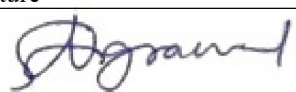
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### SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
<b>Nandkishore Shyamsundar Agarwal</b> <i>Independent Director</i> DIN: 07924473	

Date: September 30, 2023

Place: Mumbai