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**CARGOSOL LOGISTICS LIMITED**  
(Formerly known as Cargosol Logistics Private Limited)  
CIN: U63000MH2011PLC214380

REGISTERED OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
502, Swaroop Arcade, Sahar Road, Andheri - East, Mumbai - 400099, Maharashtra, India	Mr. Vinay B Karkera, Company Secretary & Compliance Officer	E-mail: <a href="mailto:cs@cargosol.com">cs@cargosol.com</a> Tel No: +91-022-66126000;	Website: <a href="http://www.cargosol.com">www.cargosol.com</a>

PROMOTERS OF THE COMPANY	MR. ROSHAN KISHANCHAND ROHIRA AND MR. SAMUEL JANATHAN MULIYIL
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DETAILS OF THE ISSUE				
TYPE	FRESH ISSUESIZE (IN ₹ LAKHS)	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL ISSUE SIZE (IN ₹ LAKHS)	ELIGIBILITY
Fresh Issue	₹ 756.00	Nil	₹ 756.00	THIS ISSUE IS BEING MADE IN TERMS OF REGULATION 229 AND 253(1) OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED.

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

**RISK IN RELATION TO THE FIRST ISSUE**

The face value of the Equity Shares is ₹10/- each. The Issue Price of ₹ 28/- per equity share (determined and justified by our Company in consultation with the Lead Manager as stated in “*Basis for Issue Price*” on page 75 of this 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 or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the section “*Risk Factors*” beginning on page 23 of this Prospectus.


**ISSUER’S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 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 this Prospectus are proposed to be listed on the SME Platform of BSE Limited (“BSE SME”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received “in-principle” approval letter dated September 14, 2022 from BSE Limited (“BSE”) for using its name in the Offer Document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”).

**LEAD MANAGER TO THE ISSUE**

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE NO.
 <b>Hem Securities Ltd.</b>	Mr. Sourabh Garg	Email: <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> Tel. No.: +91- 022- 49060000

**REGISTRAR TO THE ISSUE**

NAME	CONTACT PERSON	EMAIL & TELEPHONE
LINK INTIME INDIA PRIVATE LIMITED	Ms. Shanti Gopalkrishnan	Email: <a href="mailto:cargosol.ipo@linkintime.co.in">cargosol.ipo@linkintime.co.in</a> Tel No.:+91-022-49186200;

**ISSUE PROGRAMME**

ISSUE OPENS ON: SEPTEMBER 28, 2022



ISSUE CLOSES ON: SEPTEMBER 30, 2022



**CARGOSOL LOGISTICS LIMITED**  
(Formerly known as Cargosol Logistics Private Limited)  
**CIN: U63000MH2011PLC214380**

Our Company was originally formed and registered as a partnership firm under the Partnership Act, 1932 in the name and style of “M/s Cargosol” (Registration No. BA-92827), pursuant to a deed of partnership dated January 23, 2004 entered between Mrs. Bhagyshree Roshan Rohira, Mrs. Stalgy Samuel Muliylil. The terms, conditions and Clauses of partnership firm was changed pursuant to supplementary deed modifying the partnership Agreement including admission and retirement of partners dated June 07, 2004, June 18, 2004 and June 25, 2010. Further, “M/s Cargosol” was thereafter converted from a partnership firm to a private limited company under Part IX of the Companies Act, 1956 with the name of “Cargosol Logistics Private Limited” and received a certificate of incorporation from the Registrar of Companies, Deputy Registrar of Companies, Maharashtra, Mumbai on March 04, 2011 bearing CIN: U63000MH2011PTC214380. Mr. Roshan Kishanchand Rohira, Mr. Samuel Muliylil, Mrs. Bhagyshree Roshan Rohira, Mrs. Stalgy Samuel Muliylil, Mr. Sirdodkar Bishnukant Jha, Mr. Cletus William D'souza and Mrs. Benita Cletus D'souza, partners of M/s Cargosol, were the initial subscribers to the Memorandum of Association of our Company. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on February 10, 2022, our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Cargosol Logistics Private Limited” to “Cargosol Logistics Limited” vide a fresh certificate of incorporation dated March 15, 2022 issued by the Registrar of Companies, Maharashtra, Mumbai bearing CIN U63000MH2011PLC214380. For further details please refer to chapter titled **“History and Corporate Structure”** beginning on page 113 of this Prospectus.

**Registered Office:** 502, Swaroop Arcade, Sahar Road, Andheri (East), Mumbai - 400099, Maharashtra, India  
**Tel No:** +91-022-66126000; **E-mail:** [cs@cargosol.com](mailto:cs@cargosol.com); **Website:** [www.cargosol.com](http://www.cargosol.com);  
**Contact Person:** Mr. Vinay B Karkera, Company Secretary & Compliance Officer  
**Promoters of our Company:** Mr. Roshan Kishanchand Rohira and Mr. Samuel Janathan Muliylil

DETAILS OF THE ISSUE	
<b>INITIAL PUBLIC OFFER OF 27,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (THE "EQUITY SHARES") OF CARGOSOL LOGISTICS LIMITED (“OUR COMPANY” OR “THE ISSUER”) AT AN ISSUE PRICE OF ₹ 28 PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ 756 LAKHS (“PUBLIC ISSUE”) OUT OF WHICH 1,40,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ 28 PER EQUITY SHARE FOR CASH, AGGREGATING ₹ 39.20 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 25,60,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ 28 PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹ 716.80 LAKHS IS HERE IN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.47% AND 25.10% RESPECTIVELY OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE NO 205 OF THIS PROSPECTUS.</b>	
This issue is being made through fixed price process in terms of Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”) as amended and Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (THE “SCRR”), This issue has been made for at least 25.00% of the post-issue paid-up equity share capital of our company and allocation in the net issue to the public will be made in terms of regulation 253 of the SEBI (ICDR) Regulations, 2018, as amended. For further details, please refer to section titled <b>“Issue Procedure”</b> beginning on page 214 of this Prospectus. A copy of Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 26 of the Companies Act, 2013.	
All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details of their respective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) or under UPI Mechanism as the case may be. For details in this regard, specific attention is invited to <b>“Issue Procedure”</b> on page no. 214 of this Prospectus.	
ELIGIBLE INVESTORS	
For details in relation to Eligible Investors, please refer to section titled <b>“Issue Procedure”</b> beginning on page 214 of this Prospectus.	
RISK IN RELATION TO THE FIRST ISSUE	
This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10/- per Equity Share and the Issue Price is 2.80 times the face value. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under <b>“Basis for Issue Price”</b> beginning on page no. 75 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing	
GENERAL RISKS	
Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to <b>“Risk Factors”</b> beginning on page no. 23 of this Prospectus.	
ISSUER’S ABSOLUTE RESPONSIBILITY	
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 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 this Prospectus are proposed to be listed on the SME Platform of BSE Limited (“BSE SME”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received “in-principle” approval letter dated September 14, 2022 from BSE Limited (“BSE”) for using its name in the Offer Document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”).	
LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 <b>Hem Securities Ltd.</b>	
<b>HEM SECURITIES LIMITED</b> 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, India <b>Tel. No.:</b> +91- 022- 49060000; <b>Fax No.:</b> +91- 022- 22625991 <b>Email:</b> <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> <b>Investor Grievance Email:</b> <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a> <b>Website:</b> <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> <b>Contact Person :</b> Mr. Sourabh Garg <b>SEBI Regn. No.</b> INM000010981	<b>LINK INTIME INDIA PRIVATE LIMITED</b> C-101, 1 Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, India-400083 <b>Tel No.:</b> +91-022-49186200; <b>Fax No.:</b> +91-022-49186060 Email: <a href="mailto:cargosol.ipo@linkintime.co.in">cargosol.ipo@linkintime.co.in</a> Investor Grievance Email: <a href="mailto:cargosol.ipo@linkintime.co.in">cargosol.ipo@linkintime.co.in</a> <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> <b>Contact Person:</b> Shanti Gopalkrishnan <b>SEBI Regn. No.:</b> INR000004058
ISSUE PROGRAMME	
<b>ISSUE OPENS ON: SEPTEMBER 28, 2022</b>	<b>ISSUE CLOSES ON: SEPTEMBER 30, 2022</b>

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.*

*The words and expressions used in this Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018, the Securities Contracts Regulation Act, 1992 (“SCRA”), the Depositories Act or the rules and regulations made there under.*

*Notwithstanding the foregoing, terms used in of the sections “Statement of Tax Benefits”, “Financial Information of the Company” and “Main Provisions of the Articles of Association” on page 78, 136 and 237 respectively, shall have the meaning ascribed to such terms in such sections.*

#### General Terms

Terms	Description
“CLL”, “Cargosol”, “the Company”, “Our Company”, “Issuer” and “Cargosol Logistics Limited”	Cargosol Logistics Limited, a company incorporated in India under the Companies Act, 1956 having its registered office at 502, Swaroop Arcade, Sahar Road, Andheri - East, Mumbai - 400099, Maharashtra, India
“we”, “us” and “our”	Unless the context otherwise indicates or implies refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Issue

#### Company related and Conventional terms

Term	Description
AOA / Articles / Articles of Association	Articles of Association of our Company, as amended, from time to time.
Audit Committee	The Committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 as described in the chapter titled “ <b>Our Management</b> ” beginning on page 119 of this Prospectus
Auditors/ Statutory Auditors	The Statutory Auditors of our Company being M/s. C A S & Co. Chartered Accountants (Firm Registration No. 111075W). For further details refer chapter titled “ <b>General Information</b> ” beginning on page 45 of this Prospectus
Associate Companies	A body corporate in which our company has a significant influence and includes a joint venture company.
Bankers to our Company	Indusind Bank Limited
Board of Directors / the Board / our Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to the section titled “ <b>Our Management</b> ” beginning on page 119 of this Prospectus.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Mr. Cletus William D'souza
CIN	Corporate Identification Number
Companies Act / Act	The Companies Act, 2013 and amendments thereto.
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Mr. Vinay B Karkera (Membership No. A63357)
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Directors Identification Number.
Director(s) / our Directors	The Director(s) of our Company.
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository’s Participant’s Identity Number

Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company.
Equity Shares	Equity Shares of the Company of face value of Rs. 10/- each.
Executive Directors	Executive Directors are the Managing Director & Whole-time Directors of our Company.
Fugitive economic offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
GIR Number	General Index Registry Number.
Group Companies	Such Companies as are included in the Chapter titled <b>“Our Group Company”</b> beginning on page 192 of this Prospectus.
HNI	High Net worth Individual
HUF	Hindu Undivided Family
IBC	The Insolvency and Bankruptcy Code, 2016
Independent Director	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under Regulation 16 of the Listing Regulations. For details of our Independent Directors, see <b>“Our Management”</b> on page 119 of this Prospectus.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISIN	International Securities Identification Number. In this case being INE0KZM01011.
IT Act	The Income Tax Act, 1961 as amended till date.
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI Regulations and the Companies Act, 2013. For details, see section titled <b>“Our Management”</b> on page 119 of this Prospectus.
LLP	Limited Liability Partnership
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on May 05, 2022 in accordance with the requirements of the SEBI (ICDR) Regulations, 2018 as amended from time to time.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Cargosol Logistics Limited as amended from time to time.
MD or Managing Director	The Managing Director of our Company, Mr. Roshan Kishanchand Rohira
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with Section 178 of the Companies Act, 2013 as described in the chapter titled <b>“Our Management”</b> beginning on page 119 of this Prospectus
Non-Executive Director	A Director not being an Executive Director.
NRI/ Non-Resident Indians	A person resident outside India, as defined under Foreign Exchange Management Act, 1999 and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Promoter(s)	Shall mean promoters of our Company i.e. Mr. Roshan Kishanchand Rohira and Mr. Samuel Muliyl. For further details, please refer to section titled <b>“Our Promoters &amp; Promoter Group”</b> beginning on page 131 of this Prospectus.
Promoter Group	Includes such Persons and companies constituting our promoter group covered under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the section <b>“Our Promoters and Promoter Group”</b> beginning on page 131 of this Prospectus.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of our Company	The Registered Office of our Company situated at 502, Swaroop Arcade, Sahar Road, Andheri - East, Mumbai - 400099, Maharashtra, India
Reserve Bank of India / RBI	Reserve Bank of India constituted under the RBI Act.
Restated Financial Statements	The Restated Consolidated Financial statements of our Company, comprising of the Restated Consolidated Statement of Assets and Liabilities as at March 31 2022, 2021 and 2020 and the Restated Consolidated Statements of profit and loss and cash flows for the Fiscals ended March 31 2022, 2021 and 2020 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the



	Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto
RoC/ Registrar of Companies	Registrar of Companies, Mumbai located at 100, Everest, Marine Drive Mumbai- 400002, Maharashtra, India
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
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	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, notifications 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.
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and as described in the chapter titled <b>"Our Management"</b> beginning on page 119 of this Prospectus
Stock Exchange	Unless the context requires otherwise, refers to, BSE Limited
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Subscriber to MOA	Initial Subscribers to MOA & AOA being Mr. Roshan Kishanchand Rohira, Mr. Samuel Muliyl, Mrs. Bhagyshree Roshan Rohira, Mrs. Stalgy Samuel Muliyl, Mr. Sirdodkar Bishnukant Jha, Mr. Cletus William D'souza and Mrs. Benita Cletus D'souza.
Wilful Defaulter	A company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of regulation 2(1)(III) of the SEBI ICDR Regulations.
You, your or yours	Prospective investors in this Issue.

### **Issue Related Terms**

<b>Terms</b>	<b>Description</b>
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an applicant as proof of registration of the Application.
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the successful Applicants.
Allotment/Allot/Allotted	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Issue to the successful applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges
Allottee (s)	A successful applicant to whom the Equity Shares are allotted pursuant to the Issue.
Applicant/ Investor	Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application form.
Application Amount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of Prospectus.
Application Form	The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purposes of this Prospectus.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by all applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB. Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No.

	CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors shall apply through ASBA process only.
ASBA Account	A bank account linked with or without UPI ID, maintained by with an SCSB and specified in the ASBA Investor with an SCSB which will be blocked by such SCSB to Form submitted by Applicants for blocking the extent of the Application Amount of mentioned in the ASBA Investor Form
Bankers to the Issue/ Public Issue Bank/ Sponsor Bank	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being Axis Bank Limited.
Banker to the Issue Agreement	Agreement dated September 14, 2022 entered into amongst the Company, Lead Manager, the Registrar, Sponsor Bank and the Banker to the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful applicants under the issue and which is described in the chapter titled <b>“Issue Procedure”</b> beginning on page 214 of this Prospectus.
Broker Centers	Broker centres notified by the Stock Exchanges, where the investors 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 websites of the Stock Exchange.
BSE SME	SME Platform of BSE Limited.
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 which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Client Id	Client Identification Number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate Applications under this Issue made by the Applicants with the Lead Manager, the Registrar to the Issue and the Stock Exchange, 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, name of the applicants father/husband, investor status, Occupation and Bank Account details.
Depository / Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated Date	The date on which the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account, as appropriate in terms of 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.
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
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated Intermediaries/Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity)

Designated Market Maker	Hem Finlease Private Limited
Designated Stock Exchange	BSE Limited (SME Exchange) (“BSE SME”)
DP ID	Depository Participant’s Identity Number
Draft Prospectus	Draft Prospectus dated June 30, 2022 issued in accordance with Section 26 of the Companies Act, 2013.
Eligible NRI	A Non Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Prospectus will constitute an invitation to subscribe for the Equity Shares.
Equity Shares	Equity Shares of our Company of face value Rs.10.00 each
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depository participants.
FII/ Foreign Institutional Investors	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
General 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 circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by the SEBI.
Issue Agreement	The Issue Agreement dated May 02, 2022 between our Company and Lead Manager, Hem Securities Limited.
Issue/Public size/Initial Public Offering/ IPO	Issue/Issue size/Initial Public Issue/Initial Public Offering/ IPO The Initial Public Issue of 27,00,000 Equity shares of Rs. 10/- each at issue price of Rs. 28/- per Equity share, including a premium of Rs. 18/- per equity share aggregating to Rs. 756.00 lakhs
Issue Closing Date	The date after which the Lead Manager, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in a English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations, 2018.
Issue Opening Date	The date on which the Lead Manager, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations, 2018.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their Applications.
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Prospectus being Rs. 28 per Equity share.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 68 of this Prospectus
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
LM/Lead Manager	Lead Manager to the Issue, in this case being Hem Securities Limited (HSL).
Lot Size	4000 Equity shares
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.
Market Maker	Member Brokers of BSE who are specifically registered as Market Makers with the BSE SME Platform. In our case, Hem Finlease Private Limited is the sole Market Marker
Market Making Agreement	The Market Making Agreement dated July 26, 2022 between our Company, Lead Manager and Market Maker, Hem Finlease Private Limited and addendum dated September 20, 2022.
Market Maker Reservation Portion	The reserved portion of 1,40,000 Equity Shares of Rs. 10 each at an Issue price of Rs. 28 each is aggregating to Rs. 39.20 Lakhs to be subscribed by Market Maker in this issue.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 25,60,000 equity Shares of Rs. 10/- each at a price of Rs. 28 per Equity Share (the “ <b>Issue Price</b> ”), including a share premium of Rs. 18 per equity share aggregating to Rs. 716.80 Lacs.
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled “ <b>Objects of the Issue</b> ” beginning on page 68 of this Prospectus.
Non-Institutional Investors	Investors other than Retail Individual Investors, NRIs and QIBs who apply for the Equity Shares of a value of more than Rs. 2,00,000/-
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.
Prospectus	The Prospectus, to be filed with the Registrar of Companies in accordance with the provisions of Section 26 of the Companies Act, 2013, containing, <i>inter alia</i> , the Issue Price will be determined before filing the Prospectus with RoC
Public Issue Account	Account to be opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the Applicant, on the Designated Date.
Qualified Institutional Buyers/ QIBs	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital Investor registered with the SEBI, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with SEBI; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of ₹ 25.00 Crore; a pension fund with minimum corpus of ₹ 25.00 Crore; National Investment Fund set up by resolution No. F. No. 2/3/2005 – DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India and systemically important non-banking financial companies.
Registrar/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue, in this case being Link Intime India Private Limited.
Registrar Agreement	The agreement dated May 02, 2022 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registered Broker	Individuals or companies registered with SEBI as “Trading Members”(except Syndicate/Sub-Syndicate Members) who hold valid membership either Behaving right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on the website of the Stock Exchange.
Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018as amended from time to time.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.

Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Applications or any previous Revision Form(s).
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 DATED November 10, 2015 issued by SEBI.
SEBI SAST / SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended
SEBI LODR/SEBI (Listing Obligations and Disclosure Requirement) Regulations/ Listing Regulations/	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), Regulations 2015, as amended from time to time.
Self-Certified Syndicate Bank(s) / SCSB(s)	Shall mean a Banker to an Issue registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <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.
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
SME Exchange	SME Platform of the BSE i.e. BSE SME.
SEBI(PFUTP)Regulations/PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
Specified Securities	Equity shares offered through this Prospectus.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Retail Investors into the UPI.
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 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.
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.
Underwriter	The LM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement dated July 26, 2022 and the addendum dated September 20, 2022 entered between the Underwriter, LM and our Company.
UPI	UPI is an instant payment system developed by the NCPI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person's bank account
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 and any subsequent circulars or notifications issued by SEBI or any other governmental authority in this regard from time to time
UPI ID	ID created on Unified Payment Interface (UPI) for single window mobile payment system developed by the National Payment Corporation of India (NPCI)
UPI Mandate Request/ Mandate Request	A request (intimating the RII by way of notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII by sponsor bank to authorize blocking of

	funds equivalent to the application amount and subsequent debit to funds in case of allotment.
UPI PIN	Password to authenticate UPI transaction
UPI Mechanism	The mechanism that was used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Venture Capital Fund	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.
Working Day	In accordance with Regulation 2(1) (mmm) of SEBI (ICDR) Regulations, 2018, 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.

### **Technical and Industry Related Terms**

<b>Term</b>	<b>Description</b>
3PL	Third party logistics
AMC	Annual Maintenance Contracts
AE	Advance Estimates
AFS	Air Freight Station
AMRUT	Atal Mission for Rejuvenation and Urban Transformation
BoP	Balance of Payment
BB	Break Bulk
CAD	Current Account Deficit
CD&E	Consumer durables and electronics
CFA	Carrying and forwarding agents
CFS	Container freight stations
CV	Commercial vehicle
CAGR	Compound Annual Growth Rate
CBIC	Central Board of Excise and Custom
CPI	Communist Party of India
EDI	Electronic Data Interchange
ERP	Enterprise resource management
EMDE	Emerging Market & Developing Economies
FCI	Food Corporation of India
FMCG	Fast moving consumer goods
FDI	Foreign Direct Investment
FIPB	Foreign Investment Promotion Board
FMCG	Fast Moving Consumer Goods
FSSAI	Food Safety and Standards Authority of India
FTL/FCL	Full Truck Load
GPS	Global Positioning System
GPS	Global Positioning System
GST	Goods and Services Tax
GVA	Gross Value of Added
H1	First Half
HCV	Heavy Commercial Vehicles
HSIDC	Haryana State Industrial Development Corporation Limited
H2	Second Half
HL	Heavy Lift
IBA	Indian Banks Association

IBC	Intermediate Bulk Container
ICD	Inland Container Depot
IFTRT	Indian Foundation of Transport Research and Training
IIP	Index of Industrial Production
IMF	International Monetary Fund
ICD	Inland container depots
ITeS	Information technology-enabled services
IT	Information Technology
LFOs	Large Fleet Operators
LPI	Logistics Performance Index
LCVs	Light commercial vehicles
LTL/LCL	Less than Truck Load
MFOs	Medium Fleet Operators
MMLPs	Multi-Modal Logistic Parks
MTO	Multimodal Transport Operator
MTW Act	The Motor Transport Workers Act, 1961
NVOCC	Non Vessel Owning Common Carrier
OEM	Original equipment manufacturers
OWC	Over-weight cargo
OOG	Out of Gauge
PTS	People transport solutions
RFI	Index of Road Freight
SCM	Supply chain management
SMEs	Small and Medium sized Enterprises
TMS	Transport management system
UV	Utility vehicles
VAS	Value added services
White Goods	Electrical goods used domestically such as refrigerators and washing machines, typically white in colour.

### **Conventional terms and Abbreviations**

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

CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
Companies Act, 2013	Companies Act, 2013 to the extent in force pursuant to the notification of sections of the Companies Act, along with the relevant rules made thereunder as amended.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions that have ceased upon notification of the Companies Act) along with the relevant rules made thereunder
CA	Chartered Accountant
CAIIB	Certified Associate of Indian Institute of Bankers
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CSR	Corporate Social Responsibility
C.P.C.	Code of Civil Procedure, 1908
CrPC	Code of Criminal Procedure, 1973
CENVAT	Central Value Added Tax
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
CMD	Chairman and Managing Director
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act, 1952
EMI	Equated Monthly Installment
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non Resident Account
FIPB	Foreign Investment Promotion Board
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FCNR Account	Foreign Currency Non Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992.
FTA	Foreign Trade Agreement.
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.



FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Finance Act	Finance Act, 1994
FV	Face Value
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
GoI/Government	Government of India
GDP	Gross Domestic Product
GST	Goods and Services Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
HSL	Hem Securities Limited
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ISIN	International Securities Identification Number
IST	Indian Standard Time
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IT	Information technology
IT Act	Information Technology Act, 2000
IFRS	International Financial Reporting Standards
INR / ₹/ Rupees	Indian Rupees, the legal currency of the Republic of India
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards as referred to in and notified by the Ind AS Rules
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
LM	Lead Manager
LLB	Bachelor of Law
Ltd.	Limited
LLP	Limited Liability Partnership
MAT	Minimum Alternate Tax
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
M. A	Master of Arts
MCA	Ministry of Corporate Affairs, Government of India
M. B. A	Master of Business Administration
MAT	Minimum Alternate Tax
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MSME	Micro, Small and Medium Enterprises
MAPIN	Market Participants and Investors Database
NA	Not Applicable

NCLT	National Company Law Tribunal
Networth	The aggregate of paid up Share Capital and Share Premium account and Reserves and Surplus(Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure(to the extent not written off) and debit balance of Profit & Loss Account
NACH	National Automated Clearing House
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NCT	National Capital Territory
NPV	Net Present Value
NRIs	Non Resident Indians
NRE Account	Non Resident External Account
NRO Account	Non Resident Ordinary Account
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue.
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PGDBA	Post Graduate Diploma in Business Administration
PLR	Prime Lending Rate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
P.O.	Purchase Order
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Q.C.	Quality Control
RoC	Registrar of Companies
RBI	The Reserve Bank of India
Registration Act	Registration Act, 1908
ROE	Return on Equity
R&D	Research & Development
Rs. or ₹	Rupees, the official currency of the Republic of India
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SME	Small and Medium Enterprises
SCSB	Self-Certified syndicate Banks
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as

	amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI (PFUTP) Regulations / PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
SEBI Regulations/ SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
SEBI Takeover Regulations / Takeover Regulations / Takeover Code	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 Funds) Regulations, 1996 as amended from time to time.
SEBI	Securities and Exchange Board of India
STT	Securities Transaction Tax
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Sec.	Section
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
Trade Marks Act	Trade Marks Act, 1999
TIN	Taxpayers Identification Number
UIN	Unique identification number
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCF / Venture Capital Fund	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(s)	Company or person categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes any company whose director or promoter is categorised as such and as defined under Regulation 2(1) (III) of the SEBI (ICDR) Regulations, 2018.
WDV	Written Down Value
WTD	Whole Time Director
w.e.f.	With effect from
-, ()	Represent Outflow

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

### **Certain Conventions**

All references in the Prospectus to “India” are to the Republic of India. All references in the Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

In this 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 Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Prospectus, any discrepancies in any table between total and the sum 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. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

### **Use of Financial Data**

Unless stated otherwise, throughout this Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Prospectus is derived from our restated consolidated financial statements prepared for the financial years ended 31<sup>st</sup> March 2022, 2021 and 2020 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “*Financial Information of the Company*” beginning on page 136 of this Prospectus.

There are significant differences between Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in the Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Statutory Auditor, set out in section titled “*Financial Information of the Company*” beginning on page 136 of this Prospectus. As on the date of this Prospectus we have one Subsidiary and one Associate company for details refer chapter titled “*History and Corporate Structure*” beginning on page 113 of this Prospectus. Our fiscal year commences on April 1 of every year and ends on March 31<sup>st</sup> of every next year.

For additional definitions used in this Prospectus, see the section “*Definitions and Abbreviations*” on page 1 of this Prospectus. In the section titled “*Main Provisions of the Articles of Association*”, on page 237 of the Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

### **Use of Industry & Market Data**

Unless stated otherwise, industry and market data and forecast used throughout the Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe industry and market data used in the Prospectus is reliable, it has not been independently verified by us or the LM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI (ICDR) Regulations, 2018 the section titled “*Basis for Issue Price*” on page 75 of the Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the LM, have independently verified such information.

## Currency of Financial Presentation

All references to “Rupees” or “INR” or “₹” or “Rs.” are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled “*Industry Overview*” throughout the Prospectus all figures have been expressed in Lakhs.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” on page 23, 89 and 174 of this Prospectus, unless otherwise indicated, have been calculated based on our restated respectively financial statement prepared in accordance with Indian GAAP.

The Prospectus contains conversion of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations, 2018. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.



## **FORWARD LOOKING STATEMENTS**

This Prospectus includes certain “forward-looking statements”. We have included statements in the Prospectus which contain words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also forward looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward-looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Changes in consumer demand;
3. Failure to successfully upgrade our product portfolio, from time to time;
4. Any change in government policies resulting in increases in taxes payable by us;
5. Our ability to retain our key managements persons and other employees;
6. Changes in laws and regulations that apply to the industries in which we operate.
7. Our failure to keep pace with rapid changes in technology;
8. Our ability to grow our business;
9. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
10. General economic, political and other risks that are out of our control;
11. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
12. Company’s ability to successfully implement its growth strategy and expansion plans ;
13. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
14. Inability to successfully obtain registrations in a timely manner or at all;
15. Occurrence of Environmental Problems & Uninsured Losses;
16. Conflicts of interest with affiliated companies, the promoter group, group Companies and other related parties;
17. Any adverse outcome in the legal proceedings in which we are involved; and
18. Concentration of ownership among our Promoters.
19. The performance of the financial markets in India and globally.

For further discussion of factors that could cause our actual results to differ, see the Section titled “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page 23, 89 and 174 respectively of the 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 future gains or losses could materially differ from those that have been estimated.

Neither our Company, our Directors, our Officers, Lead Manager and Underwriter 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 SEBI requirements, our Company and the LM will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.

## SECTION II: SUMMARY OF THE PROSPECTUS

### A. OVERVIEW OF BUSINESS

Our Company is a complete 3 PL (third-party logistics service provider), delivering end-to-end solutions in the logistics and supply chain domain involving multimodal transport operations (MTO), owning and operating container, sea and air freight, transportation, warehousing, custom clearance services and handling of project cargo.

### B. OVERVIEW OF THE INDUSTRY

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.

### C. PROMOTERS

Mr. Roshan Kishanchand Rohira and Mr. Samuel Janathan Muliyl are the Promoters of our Company.

### D. DETAILS OF THE ISSUE

This is an Initial Public Fresh Issue of 27,00,000 Equity Shares of face value of Rs. 10 each of our Company for cash at a price of Rs. 28 per Equity Share (including a share premium of Rs. 18 per Equity Share) aggregating to Rs. 756.00 lakhs ("**The Issue**"), out of which 1,40,000 Equity Shares of face value of Rs. 10 each for cash at a price of Rs. 28 per Equity Share aggregating up to Rs. 39.20 lakhs will be reserved for subscription by the market maker to the issue (the "**Market Maker Reservation Portion**"). The Issue less Market Maker Reservation Portion i.e. Issue of 25,60,000 Equity Shares of face value of Rs. 10 each, at an issue price of Rs. 28 per Equity Share for cash, aggregating to Rs. 716.80 lakhs is hereinafter referred to as the "**Net Issue**". The Public Issue and Net Issue will constitute 26.47% and 25.10% respectively of the post- issue paid-up Equity Share capital of our Company.

### E. OBJECTS OF THE ISSUE

Our Company intends to utilize the Proceeds of the Issue to meet the following objects:-

Sr. No.	Particulars	Amt. (Rs. in lakhs)
1.	Purchase of vehicle for commercial purpose	233.42
2.	Purchase of Containers for expansion of the NVOCC division;	206.39
3.	To meet working capital requirements	200.00
4.	General Corporate Purpose	28.77
5.	Issue Expenses	87.42
	<b>Total</b>	<b>756.00</b>

### F. PRE-ISSUE SHAREHOLDING OF PROMOTER AND PROMOTER GROUP

Our Promoters and Promoter Group collectively holds 74,99,600 equity shares of our Company aggregating to 100.00% of the pre-issue paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters and Promoter Group, as on date of this Prospectus:-

	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	<b>Promoters</b>				
1.	Mr. Roshan Kishanchand Rohira	37,49,700	50.00	37,49,700	36.76
2.	Mr. Samuel Janathan Muliyl	37,49,700	50.00	37,49,700	36.76
	<b>Sub Total (A)</b>	<b>74,99,400</b>	<b>100.00</b>	<b>74,99,400</b>	<b>73.52</b>
	<b>Promoters Group</b>				
3.	Mrs. Bhagyashree Roshan Rohira	100	0.00	100	0.00
4.	Mrs. Stalgy Samuel Muliyl	100	0.00	100	0.00
	<b>Sub Total (B)</b>	<b>200</b>	<b>0.00</b>	<b>200</b>	<b>0.00</b>
	<b>Grand Total (A+B)</b>	<b>74,99,600</b>	<b>100.00</b>	<b>74,99,600</b>	<b>73.52</b>

## **G. SUMMARY OF FINANCIAL INFORMATION**

Following are the details as per the restated financial statements for the financial years ended on March 31, 2022, 2021 and 2020:

Particulars	Amt. (Rs. in lakhs)		
	March 31, 2022	March 31, 2021	March 31, 2020
Share Capital	750.00	250.00	100.00
Net Worth	1599.82	978.96	782.46
Total Revenue	20072.25	10359.99	6412.92
Profit after tax	620.86	196.50	125.89
Earnings per Share (based on Weighted Average Number of Shares post bonus shares issued on February 03, 2022)	8.28	2.62	1.68
Net Asset Value per Share (based on Actual Number of Shares)	21.33	13.05	10.43
Total Borrowings (including current maturities of long term borrowings)	2255.15	1,734.50	1,459.01

## **H. AUDITOR QUALIFICATIONS**

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

## **I. SUMMARY OF OUTSTANDING LITIGATIONS**

Our Company is involved in certain legal proceedings. A brief detail of such outstanding litigations as on the date of this Prospectus are as follows:

### **Litigations/Matters involving our Company:-**

Nature of Cases	No. of Outstanding Cases	Amount Involved (in ₹ Lacs)
Criminal Case	1	418.83
Direct Tax	1	7.93
Indirect Tax	1	55.37
Other pending litigation	4	212.00

### **Litigations/Matters involving our Promoters: -**

Nature of Cases	No. of Outstanding Cases	Amount Involved (in ₹ Lacs)
Criminal Case	1	418.83
Direct Tax	2	0.62

### **Litigations/Matters involving our Subsidiary: -**

Nature of Cases	No. of Outstanding Cases	Amount Involved (in ₹ Lacs)
Direct Tax	1	2.42
Other pending litigation	2	83.10

For further details, please refer to the chapter titled “*Outstanding Litigations and Material Developments*” on page 183 of this Prospectus.

## **J. RISK FACTORS**

For details on the risks involved in our business, please see the Chapter titled “*Risk Factors*” beginning on page 23 of this Prospectus.

## **K. SUMMARY OF CONTINGENT LIABILITIES**

Below are the detail of the contingent liabilities as per restated financial statements for the financial years ended on March 31, 2022, 2021 and 2020 -

(Amount in ₹ Lacs)

Particular	For the year ended March 31, 2021	For the year ended March 31, 2021	For the year ended March 31, 2020
Guarantee given by bank on behalf of the company	42.50	32.00	32.00
<b>Total</b>	<b>42.50</b>	<b>32.00</b>	<b>32.00</b>

#### L. SUMMARY OF RELATED PARTY TRANSACTIONS

Following is the summary of the related party transactions entered by the Company (based on Restated Financial Statements) for the financial years ended on March 31, 2022, 2021 and 2020:-

##### A. List of Related Parties

(As identified by the management), unless otherwise stated

##### Key Managerial Personnel

Roshan Kishanchand Rohira  
Samuel Janathan Muliylil

##### Subsidiaries

Cargosol Shipping Agency Private Limited (from 29/05/2013)

##### Associates

Cargosol LLC

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
<b>Key Managerial Personnel</b>	Roshan Kishanchand Rohira (Director)	Roshan Kishanchand Rohira (Director)	Roshan Kishanchand Rohira (Director)
	Samuel Janathan Muliylil (Director)	Samuel Janathan Muliylil (Director)	Samuel Janathan Muliylil (Director)
	Cletus D'Souza (CFO) (w.e.f. 22 <sup>nd</sup> April, 2022)		
	Vinay Karkera (Company Secretary) (w.e.f. 22 <sup>nd</sup> April, 2022)		
	Stalgy Muliylil (Director) (w.e.f. 19th January 2022)		
<b>Relative of Directors</b>	Bhagyashree Rohira	Bhagyashree Rohira	Bhagyashree Rohira
	Stalgy Muliylil	Stalgy Muliylil	Stalgy Muliylil
	Yash Rohira	Yash Rohira	Yash Rohira
<b>Enterprises owned or significantly influenced by Key Management Personnel with whom there were transactions/balance during the year</b>	Cargosol LLC From (01/07/2010)	Cargosol LLC From (01/07/2010)	Cargosol LLC From (01/07/2010)
	Reindeer Trading Private Limited	Reindeer Trading Private Limited	Reindeer Trading Private Limited
	Beyond Solution	Beyond Solution	Beyond Solution
<b>Associates</b>	Cargosol LLC From (01/07/2010)	Cargosol LLC From (01/07/2010)	Cargosol LLC From (01/07/2010)

**B. Transaction during the year ended and Balance Outstanding with related parties (on consolidated basis) are as follows -**

**(i) Disclosure in respect of transaction with Related Parties:**

*(Amount in ₹lakhs)*

Particulars	Nature of Transaction	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Mr Samuel Muliyl	Remuneration	250.40	96.98	126.10
Mr Roshan Rohira	Remuneration	250.40	96.26	126.10
Bhagyashree Rohira	Salary paid	5.12	2.24	8.05
Stalgy Muliyl	Salary paid	16.94	2.14	9.25
Yash Rohira	Salary paid	-	3.64	5.07
Reindeer Trading Private Limited	Freight and other handling services received	41.75	10.75	2.62
Beyond Solution	Freight and other handling services received	4.56	171.84	5.61
Cargosol LLC	Freight and other handling services received	124.25	49.96	198.23
Reindeer Trading Private Limited	Freight and other handling services given	-	0.45	1.06
Beyond Solution	Freight and other handling services given	-	-	33.64
Cargosol LLC	Freight and other handling services given	154.68	85.79	55.40
Cargosol Logistics China Limited	Purchases	-	-	37.04
Cargosol Logistics China Limited	Freight and other handling services given	-	5.62	36.36
Mr Roshan Rohira	Loan taken	31.50	54.50	36.69
Mr Samuel Muliyl	Loan taken	1.00	27.00	21.90
Mr Roshan Rohira	Loan taken repaid	13.50	0.50	21.29
Mr Samuel Muliyl	Loan taken repaid	15.96	16.00	10.50
Reindeer Trading Private Limited	Loan repaid	16.32	6.44	2.43
Reindeer Trading Private Limited	Loan taken	-	7.00	23.65

**(ii) Outstanding Balances**

Name of Party	Receivable / Payable	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Mr Roshan Rohira	Loan Payable	136.65	118.65	64.65
Mr Samuel Muliyl	Loan Payable	28.02	42.98	10.58
Mr Samuel Muliyl	Advance against Remuneration	-	-	21.40
Mr Samuel Muliyl	Remuneration Payable	0.01	0.48	-



Mr Roshan Rohira	Salary Payable	68.65	13.64	2.02
Mrs Bhagyashree Rohira	Salary Payable		-	-
Mr Stalgy Muliyl	Salary Payable		0.67	0.67
Yash Rohira	Salary Payable		-	0.97
Cargosol LLC	Receivable	95.41	349.53	326.35
Cargosol LLC	Payable		222.32	172.36
Beyond Solution	Payable		39.08	0.13
Beyond Solution	Receivable		-	-
Cargosol Logistics China Limited	Advance against Freight expenses	2.56	4.94	0.68
Reindeer Trading Private Limited	Loan Receivable	-	-	-
Reindeer Trading Private Limited	Loan Payable	2.50	18.82	18.26
Reindeer Trading Private Limited	Payable	5.66	4.75	3.46
Reindeer Trading Private Limited	Receivable	3.03	-	-

#### L. DETAILS OF FINANCING ARRANGEMENTS

There are no financing arrangements whereby the promoters, members of the promoter group, the directors of the issuer and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Prospectus.

#### M. WEIGHTED AVERAGE PRICE OF THE SHARES ACQUIRED BY PROMOTERS IN LAST ONE YEAR

Date of Allotment/ Transfer	Number of Shares Acquired	Nature of Acquisition (Allotment/Transfer)	Issue/Transfer price per Share	Weighted Average Price
<b>Mr. Roshan Kishanchand Rohira</b>				
February 03, 2022	25,00,000	Bonus Issue	Nil	Nil
<b>Total</b>	<b>25,00,000</b>	<b>-</b>	<b>-</b>	<b>Nil</b>
<b>Mr. Samuel Janathan Muliyl</b>				
February 03, 2022	25,00,000	Bonus Issue	Nil	Nil
<b>Total</b>	<b>25,00,000</b>	<b>-</b>	<b>-</b>	<b>Nil</b>
<b>Grand Total</b>	<b>50,00,000</b>	<b>-</b>	<b>Nil</b>	<b>Nil</b>

**Note:** The above table relates to shares acquired by Promoters in last one year only.

## N. AVERAGE COST OF ACQUISITION OF SHARES

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

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Mr. Roshan Kishanchand Rohira	37,49,700	0.67
2.	Mr. Samuel Janathan Muliylil	37,49,700	0.67

## O. PRE IPO PLACEMENT

Our Company is not considering any pre-IPO placement of equity shares of the Company.

## P. EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH

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

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allotted
May 07, 2019	5,00,000	10	Nil	Bonus Issue in the ratio of 1:1	Capitalization of Reserves & Surplus	Mr. Roshan Kishanchand Rohira	2,50,000
						Mr. Samuel Janathan Muliylil	2,50,000
						<b>Total</b>	<b>5,00,000</b>
March 23, 2021	15,00,000	10	Nil	Bonus Issue in the ratio of 1.5:1	Capitalization of Reserves & Surplus	Mr. Roshan Kishanchand Rohira	7,50,000
						Mr. Samuel Janathan Muliylil	7,50,000
						<b>Total</b>	<b>15,00,000</b>
February 03, 2022	50,00,000	10	Nil	Bonus Issue in the ratio of 2:1	Capitalization of Reserves & Surplus	Mr. Roshan Kishanchand Rohira	25,00,000
						Mr. Samuel Janathan Muliylil	25,00,000
						<b>Total</b>	<b>50,00,000</b>

*\*Above allotment of shares has been made out of Reserve & Surplus available for distribution to shareholders and no part of revaluation reserve has been utilized for the purpose.*

## Q. SPLIT/ CONSOLIDATION OF EQUITY SHARES

We have not carried any split/consolidation of face value of Equity Shares in the last one year.

## R. 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 Prospectus.

### **SECTION III: RISK FACTORS**

*An investment in Equity Shares involves a high degree of risk. prospective investors should carefully consider all the information in this Prospectus, particularly the “Financial Information of the Company” and the related notes, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 136, 89 and 174 respectively and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.*

*The risk factors set forth below are not exhaustive and do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with “Our Business”, “Industry Overview”, “Management’s Discussion and Analysis of Financial Position and Results of Operations” and “Financial Statements” on pages 89, 81, 174 and 136, respectively, as well as the other financial and statistical information contained in this Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Issue including the merits and risks involved.*

*This Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. 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 the risks involved.*

#### **Materiality**

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

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

#### **Note:**

*The risk factors as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section.*

*In this Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “Risk Factors” beginning on page 23 and “Management Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 174 unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “Audited Financial Statements, as restated” prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP).*

- 1. 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. Employee benefits expense, line haul expenses, contractual manpower expenses, vehicle rental expenses, rent and power and fuel 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. Rental costs for our leased facilities and pricing for our leased vehicles are subject to potential increases, with the former being subject to contractual escalations. The cost of fuel has

increased in recent years and fluctuates significantly due to various factors beyond our control, including, international prices of crude oil and petroleum products, global and regional demand and supply conditions, geopolitical uncertainties, import cost of crude oil, domestic taxes, government policies and regulations and availability of alternative fuels. In addition, the GoI deregulated diesel prices in India, removing certain subsidies on diesel prices, and the price of diesel and consequently our fuel cost, have fluctuated significantly in recent periods. Our transportation partners may raise their service fees in response to increases in fuel cost. 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.

Effective cost-control measures have a direct impact on our financial condition, cash flows and results of operations. We have adopted various cost-control measures. For example, fuel cost can be reduced through the use of more fuel-efficient vehicles, and unit transportation cost can be reduced by adding cost efficient, high-capacity line-haul trucks to our self-owned and vendor fleet and employee and contracted manpower costs can be contained through the deployment of more automation equipment at our sorting hubs. We will continue to adopt new cost control measures as necessary and appropriate. However, the measures we have adopted or will adopt in the future may not be as effective as expected in improving our financial condition, cash flows and results of operations. In the event of a significant increase in our operating costs, whether as a result of increases in fuel prices, third-party transportation service charges, rent or other costs, our profitability may decrease if we are unable to adopt effective cost control-measures or pass on incremental costs to our customers. We may not be able to immediately pass on any short-term increases in service fees charged by our network partners, fleet partners or manpower agencies to our customers.

In general, our prices, based on varying combinations of weight, distance, the zone the shipment has to travel to and the size of the truck based on the service type, have declined over time, due to various factors, including our cost optimisation efforts and strategic pricing actions. However, increased investments, the lowering of prices or the offering of innovative services by our competitors may require us to divert significant managerial, financial and human resources to remain competitive. If we are not able to effectively control our cost and adjust to changes in market conditions, our profitability and cash flows may be adversely affected. Our adjusted EBITDA is also affected by a variety of other factors, such as shipment volume, utilisation rates of our vehicles and logistics facilities and the productivity of our employees, contracted workers and agents.

## ***2. Our Company does not have Custom House Agent license.***

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 have entered into an agreement with OFS Cargo Private Limited 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 third party 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 OFS Cargo 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.

## ***3. We deal in transport of hazardous goods, in case of any accident involving hazardous goods; we may be held liable for damages and subsequent litigations.***

Our company excels in handling complete logistics for dangerous and hazardous cargo. The transportation and storing of these cargos have human and environmental concerns as well as require us to comply with rules and regulations. These goods may include cargo like flammable liquids, flammable solids, toxic substances, corrosives and miscellaneous dangerous goods. We take utmost care and precautions during storage and transportation of hazardous goods, as any mishandling of hazardous substance could have serious effect on the human life, equipment, environment and our business operations. In case of any accident or mishap involving hazardous goods they can cause personal injury as well as loss of life and destruction of property and equipment, environmental damage which may result in suspension of operation and imposition of civil and criminal liabilities upon us. In case of happening of any such event there could be an adverse effect on our Company and its financial position.

- 4. *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.***

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.

- 5. *Our freight forwarding business depends upon our network of agents for fulfillment 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 agreements and co-operation agreements in the normal course of business with overseas agents. As per these agreements the overseas agents act as the non-exclusive agent of our Company in that location and we act as the non-exclusive agent of that company in India. These agreements help our company to expand our network to different geographies around the world but also increase our dependency on these overseas agents appointed by us. Any deficiency in the service levels of our overseas agents or termination of any such agency agreement can directly impact our business in those geographies and have an adverse effect on our business operations and financial results.

Further, our efforts to maintain and expand our network or manage such expansion may be unsuccessful. If we expand too rapidly, we may encounter financial difficulties in a business downturn if the demand for our services falls short of our increased capacities. On the other hand, if we fail to expand our network at the necessary pace, we may lose potential customers and market share, or a portion of our existing customers' business to our competitors.

- 6. *Our Company has not entered into long term agreement with shipping companies but has built a long term relationship over time. Any disputes between the companies may have vital effect on the business of our Company.***

We take the vessel space on lease either from the shipping company or the operators and then sell such cargo or container space to our customers. These leases are not long term but are specific to particular space and based on the shipment. Because we have been in this industry for more than a decade, we have built strong relationships with the shipping companies which have helped us to procure on-board space at reasonable terms. But in case of any dispute with the shipping company we may not be able to procure the space for transportation of cargo on reasonable terms or may not be able to procure the space at all which may affect our business operations. If we do not maintain cordial relations with such companies, our business operations may be affected which could also affect us financially. Further, there may be instances when we may not be able obtain vessel space on lease from the shipping company or the operators due to non-availability of space or sometimes the space may not be available on commercially viable terms which may affect our business operations and financial results.

- 7. *Our Company, Promoters and Subsidiary Company are party to certain litigation and claims.***

Our Company, its Promoters, Directors and Subsidiary Company are involved in certain legal proceedings, which if determined, against us could have an adverse impact on our business prospects, reputation, financial conditions and result of ongoing operations. For details kindly refer chapter titled ***“Outstanding Litigation and Material Developments”*** at page 183 of this Prospectus. A brief detail of such outstanding litigations as on the date of this Prospectus are as follows:



**Litigations/Matters involving our Company: -**

Nature of Cases	No. of Outstanding Cases	Amount Involved (in ₹ Lacs)
Criminal Case	1	418.83
Direct Tax	1	7.93
Indirect Tax	1	55.37
Other pending litigation	4	212.00

**Litigations/Matters involving our Promoters: -**

Nature of Cases	No. of Outstanding Cases	Amount Involved (in ₹ Lacs)
Criminal Case	1	418.83
Direct Tax	2	0.62

**Litigations/Matters involving our Subsidiary: -**

Nature of Cases	No. of Outstanding Cases	Amount Involved (in ₹ Lacs)
Direct Tax	1	2.42
Other pending litigation	2	83.10

These legal proceedings are pending at different levels of adjudication before various courts and regulatory authorities. Any adverse decision may make us liable to liabilities/penalties and may adversely affect our reputation, business and financial status. For further details on above litigations, please refer to the chapter titled “**Outstanding Litigation and Material Developments**” on page 183 of this Prospectus.

**8. Breakdown, Mishaps or accidents 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, shipline 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 heavily dependent on trucks, machinery and equipment, including air conditioners, refrigeration infrastructure, data loggers, sorters and conveyors, vehicles and material handling equipment, including reach trucks, forklifts, very narrow aisle trucks and battery-operated pallet 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.

**9. Failure in maintaining the requisite standard for storage of perishable products stored in our warehouse or transported by us could have a negative effect on our business.**

While transportation of perishable products, we are required to maintain the requisite standard for storage of perishable products that we store and transport. We achieve this through various means 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.

***10. We are also engaged in the business of Heavy Lift 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.

***11. Substantial portion of our revenues has been dependent upon few customers. The loss of any one or more of our major customer would have a material adverse effect on our business, cash flows, results of operations and financial condition.***

The substantial portion of our revenues has been dependent upon few customers. For instance, our top five and top ten customers accounted for around 54% and 68% respectively of our revenue from operations for the financial year ended March 31, 2022. We have not entered into long term agreements with our customers and the success of our business is accordingly significantly dependent on us maintaining good relationships with them. The loss of one or more of these significant customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future. Further, the sales volume may vary due to our customers' attempts to manage their logistic need either by themselves or through our competitors, which could reduce our sales and adversely affect our business, cash flows, results of operations and financial condition. In addition, we are exposed to payment delays and/or defaults by our major customers and our financial position and financial performance are dependent on the creditworthiness of our customers. There is no guarantee that all or any of our customers will honor their outstanding amounts in time and whether they will be able to fulfill their obligations, due to any financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur from all or any of our major customer, our financial performance and our operating cash flows may be adversely affected.

***12. 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 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 states 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.

**13. We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, and the failure to obtain, retain and renew such approvals and licenses in timely manner or comply with such rules and regulations or at all may adversely affect our operations.**

We require several statutory and regulatory permits, licenses and approvals to operate our Business. We need to make compliance and applications at appropriate stages of our business to continue our operations. There can be no assurance that the relevant authorities will issue these approvals or licenses, or renewals thereof in a timely manner, or at all. Further any default by our Company in complying with the same may result in the cancellation of such licenses, approvals or registrations which may adversely affect our operations and financial strength. Further, we have to apply for change in name in all registrations and approvals which are in the name of private limited and we are yet to apply for registration under the Shop and establishment Act for our Branch offices, renewal of Certificate of GCP Membership and renewal of Certificate of Registration of Container Code.

Further, many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company's operations, thereby having a material adverse effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. For further details, please see chapters titled **"Key Regulations and Policies"** and **"Government and Other Key Approvals"** at beginning on pages 100 and 189 respectively of this Prospectus.

**14. Our company has not complied with some statutory provisions of the Companies Act. Such non-compliance may attract penalties against our Company which could impact the financial position of us to that extent.**

Our Company has in the past not complied with certain statutory provisions under the Companies Act 2013, for instance our Company has in the past provided loan to its group company and subsidiary company which was not in accordance with the provisions of the Companies Act 2013, however, as on date our company has complied with the same by passing the shareholders resolution and also filed the same with the Registrar of Companies, Mumbai. Our Company has made some clerical mistakes in documents and form filed in Registrar of Companies, for instance, some document have not been properly signed or some documents/statements were not attached with the forms filed with Registrar of Companies. Also, the company has failed to file certain charge form related to vehicle loan with the Registrar of Companies. Further, our company has failed to comply certain provisions of section 123 of the Companies Act, 2013 regarding payment of dividend and we may be subject to penalty under these provision(s) of Companies Act, 2013, as maybe applicable. Although no show cause notice have been issued against our Company till date in respect of above, in the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company and its directors, in which event the financials of our Company and our directors may be affected. Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent. While this could be attributed to technical lapses and human errors, our Company has appointed a Company Secretary and is in the process of setting up a system to ensure the requisite filings are done in timely manner

**15. Our Subsidiary have incurred losses in past and any operating losses in the future could adversely affect the results of operations and financial conditions of our group company.**

The details of profit and loss of our Subsidiary in past years are as follows: -

(Rs. in lakhs)

Company Name	For the year ended on		
	March 31, 2021	March 31, 2020	March 31, 2019
Cargosol Shipping Agency Private Limited (Subsidiary)	(0.93)	(0.44)	(0.87)

Further, our subsidiary namely Cargosol Shipping Agency Private Limited also have a negative network. Any operating losses could adversely affect the overall operations of the group and financial conditions. Further, our Group Company, Cargosol Logistics China Limited, incorporated in Hong Kong wherein 100% shares are held by our Promoter/Directors, has not prepared its financial statements for previous years. We are therefore not in a position to comment about the financial viability of this company. Moreover this company may be alleged by respective law of the country for non-preparation of financial statements and non-compliance of any regulatory requirements in this respect. It may result in levy of penal charges and other legal actions against the directors and promoters of the said company, in case of cognizance being taken by concerned Authorities. However any such action may not have any material impact on our Company. For more information, regarding the Company, please refer chapter titled **"Our Group**

*Companies” beginning on page 192 of this Prospectus.*

***16. We do not own some of our offices from where we carry out our business activities. Any dispute in relation to use of the premises would have a material adverse effect on our business and results of operations.***

We do not own all our existing offices from where we carry on our business. We have obtained our Branch offices, Godown and warehouse on rental basis. For details on the duration of existing rent agreements for our offices, please refer to Chapter titled “***Our Business***” beginning on page 89 of this Prospectus. Further, the rent agreement for our Branch office located at New Delhi and Pune Godown has expired on April 30, 2022 & May 18, 2022 which we are yet renew. In the event that the existing rent agreements are terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our operations. Further, we also share our Branch office with our group companies and there is no proper division of space between our company and our Group Company. If alternative premises are not available at the same or similar costs, size or locations, our business, financial condition and results of operations may be adversely affected.

***17. Our Contingent Liability and Commitments could affect our financial position.***

As on March 31, 2022, we have Contingent Liability of Rs. 42.50 lakhs which have not been provided in our financial statements and which could affect our financial position. Details of Contingent Liabilities are as follows:-

<i>(Amt in ₹Lakhs)</i>			
<b>Description</b>	<b>March 31, 2022</b>	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Guarantee given by bank on behalf of the company	42.50	32.00	32.00

For further details, please refer to Note 28 – Contingent Liabilities of the chapter titled “***Financial Information of the Company***” on page 136 of this Prospectus.

***18. Our Subsidiary and one of our Group Company is engaged in the similar line of business as of our Company. There are no non - compete agreements between our Company and these Promoter Group Entities. We cannot assure that our Promoter will not favour the interests of such entities over our interest or that the said entities will not expand which may increase our competition and may adversely affect business operations and financial condition of our Company.***

Our Subsidiary, Associate company and one of our group company are engaged in the business of providing logistic services only which is similar line of business as of our Company. Further, we have not entered into any non-compete agreement with any of our said entities. We cannot assure that our Promoter who has common interest in said entities will not favour the interest of the said entities. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and aforesaid entities in circumstances where our respective interests diverge. In cases of conflict, our Promoter may favour other entities in which our Promoter has interests. There can be no assurance that our Promoters or our Promoter Group entities will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations.

***19. Our Company has not placed orders for vehicle and containers required by us for which funds are being raised through this IPO. Any delay in placing the orders or supply of these equipment’s may result in time and cost overruns, and may affect our profitability.***

Our Company proposes to acquire vehicles and containers for expanding its operations. Our Company has identified the vehicles and containers which we propose to acquire and have received the quotations from the suppliers, but we have not placed final orders for the said vehicles aggregating to Rs. 439.81 lakhs which are proposed to be acquired for our expansion plan by utilization of Issue Proceeds. For further details read section “Objects of the Issue” beginning on page 68 of the Prospectus.

Our Company is further subject to risks on account of inflation in the price of such vehicles and equipment’s. Any delay in access to IPO proceeds or any inaccuracy in the management estimates would eventually delay the process of placing the orders. There may be a possibility of delay at the supplier’s end in providing timely delivery of the vehicles and equipment’s, which in turn may delay the implementation of our plan.

**20. The Company has not made any provision for decline or revalued in value of Investment of the Company.**

Our Company has made investment in stocks, the total value of which stands at Rs. 54.97 lakhs and Rs. 324.89 Lakhs as on March 31, 2022 on standalone basis and consolidated basis respectively. We have not made any provision for any decrease in the value of investments, if provision is made in future on account of permanent decrease in value of these investments, our profits would reduce to the extent of such provision. This may have an adverse impact on our results of operations and financial conditions.

**21. The trend toward outsourcing of supply chain management activities, throughout India or within specific sectors, may change, thereby reducing demand for our services.**

Our growth strategy is based on the assumption that the trend of outsourcing of supply chain management and other logistics services will continue, or rise, in the future to a certain extent. Third-party logistics service providers, such as us, are generally able to conduct supply chain management and other logistics services more efficiently than comparable in-house operations run by customers primarily as a result of expertise, implementation and adoption of technology, efficient management of operations and lower and more flexible employee cost structures. However, many factors could cause a reversal of this trend and cause our customers to perform supply chain and other logistics operations themselves rather than outsourcing their supply chain needs, which could have a material and adverse effect on our business.

In addition, some of our customers may change their third-party logistics provider due to decisions made by their management. Furthermore, when a customer ceases to outsource portions of its logistics operations to us, the customer may find it less compelling or unattractive to engage us for remaining logistics services, as a result of which some or all of our business with such customer may be adversely affected. In addition, we make investments in storage space on the assumption of continued outsourcing of our customers' logistics needs and a reversal in that trend could result in excess storage space, which could also result in higher rental costs as a percentage of revenue from operations.

**22. Relevant copies of educational qualifications of some of our key managerial person are not traceable.**

Relevant copy of the educational qualification of Mr. Cletus William D'souza and Mr. Samuel Muliyl is not traceable. For the disclosure of their education qualification and biography we have relied on the affidavits provided by him. For the details regarding their educational qualifications as disclosed in their brief biographies refer section title "Our Management" on page 119 of this Prospectus.

**23. Our Statutory Auditors have made certain observations in the report on Internal Financial Controls in respect of certain area which need further improvement.**

Our Statutory Auditors have made certain observations in the report on Internal Financial Controls which is mentioned here below:-

"Certain areas need further improvement such as designing the documentation on internal financial control by way of identifying significant accounts including the fixed assets accounting, incorporating the process flow by which the aforesaid transactions are initiated, authorized, processed, recorded and reported at all levels, supporting information, procedure how the system is integrated at all levels to capture the transactions that relates to financial statement and defining the control related information technology so as to fulfil objective of control criteria established at company. However, our opinion is not qualified in above respect."

**24. Dependence on third-party vendors could have an adverse effect on our business financial condition and results of operations.**

Our ability to service our customers depends on the availability and costs of leased storage space, vehicles used for transport, equipment and adequate work force of independent contractors for operations. We use trucks and reefer trucks used in our temperature-controlled business, owned by third parties. Further, we often engage independent contractors for our skilled and unskilled labour needs and, in the event that such contractors are not available, this may have a material and adverse effect on our operations. We cannot assure you that we will be able to obtain access to preferred third-party vendors for our warehousing space, equipment, vehicles or independent contractors, or at attractive rates or that these vendors will have adequate available capacity to meet our needs or be able to meet our requirements in a timely manner.

Further, if we are unable to procure the services of third-party vendors in response to increased demand from our customers, we may be compelled to make capital expenditures or seek out costlier or lower quality third-party vendors to meet our needs. Any



inability to secure leased spaces, equipment, vehicles or independent contractors or on attractive terms could have an adverse effect on our business, financial condition and results of operations.

***25. We face several risks associated with the setting up of our new facilities, which could hamper our growth, cash flows and business and financial condition.***

We allocate a significant part of the cash flows from our business operations for capital expenditures for developing the infrastructure for new facilities and for maintaining our existing facilities. When setting up new facilities, we may encounter cost overruns or delays for various reasons, including, but not limited to, delays in construction, delays in receiving governmental, statutory and other regulatory approvals and permits and delays in, or non-delivery of equipment by suppliers. If any facility that we propose to set up, maintain or renovate is not completed in a timely manner, or at all, our business and results of operations may be adversely affected. Further, our budgeted resources may prove insufficient to meet our requirements due to, among other things, cost escalation, which could drain our internal cash flows or compel us to raise additional capital, which may not be available, on terms favourable to us, or at all. We also face the risk of not being able to obtain a desired location specific to our customers' requirements, which could affect their supply chain operations and costs as well as our margins on our services provided to them. Any of the foregoing factors could undermine our expansion of facilities and hamper our growth and could adversely affect our business, financial condition and results of operations.

***26. We may be unable to enforce our rights under some of our agreements with on account of insufficient stamping and non-registration.***

We enter into agreements with our customers for our warehousing and transportation business. The terms, tenure and the nature of the agreement may vary depending amongst others on the product and the customer. Some of the agreements executed by us may be inadequately stamped. Inadequately stamped documents while not illegal cannot be enforced in a court of law until the applicable stamp duty, with penalty, has been paid and could impact our ability to timely enforce our rights under the agreements.

Further, some of our customers are walk-in customers with whom we do not execute definitive agreements. The arrangement with such customers is through a simple invoice or work orders. There can be no assurance that we will be able to enforce our rights under these arrangements. Any such events have an adverse effect on our operations and financial positions.

***27. Our business is dependent on the transportation infrastructure in India and our ability to utilise our vehicles in an uninterrupted manner. Any disruptions or delays in this regard could adversely affect us and lead to a loss of reputation and/ or profitability.***

The transportation and delivery services we provide are dependent on the transportation network in India including the road, rail, air and water transport network. There are various factors which affect transport infrastructure development such as political unrest, bad weather conditions, natural calamities, road construction, road quality, regional disturbances, accidents or mishaps and third-party negligence. Even though we undertake various measures to avoid or mitigate such factors to the extent possible, some of these could cause extensive damage and affect our operations and/or the condition of our vehicles, thereby increasing our operational costs. Also, any such interruption or disruptions could cause delays in the delivery of goods to their destination and/or also cause damage to transported cargo. We may be held liable to pay compensation for losses incurred by our customers in this regard, and/or losses or injuries sustained by other third parties. Further, such delays and/or damage may cause a loss of reputation, which, over a period of time could lead to a decline in business. In the event that goods to be delivered have a short shelf life, such as perishable goods, any delay in the delivery of such cargo could also expose us to additional losses and claims.

***28. We experience the effects of seasonality, which may result in our operating results fluctuating significantly.***

Some of our customers' businesses are subject to seasonality, which in turn, affects our business. For instance, our customers in the automobile industry experience higher demands during festival season in India, and our operations from such customers increase accordingly during such periods. As a result of such seasonality, our quarterly financial results may fluctuate significantly. Accordingly, results for any one period are not necessarily indicative of results to be expected for any other period and declines in demand during our peak seasonal periods could materially and adversely affect our business, financial condition or results of operations.



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

In the last 12 months, we have made a Bonus Issue of 50,00,000 Equity Shares of Face Value of Rs. 10/- each fully paid up in the ratio of 2 (Two) equity shares for every 1 (One) equity shares held on February 03, 2022 to our promoters and promoter group, which is lower than the Issue Price. For further details, please refer section titled “*Capital Structure*” on page 52 of this Prospectus. The Issue Price may not be an indicative of the price that will prevail in the open market post listing of the Equity Shares.

**30. *Our Company has taken unsecured loans that may be recalled by the lenders at any time and our Company may not have adequate working capital to make timely payments or at all.***

Our Company has availed unsecured loans which may be recalled by its lenders at any time. As of March 31, 2022, such loans amounted to Rs. 238.59 lacs. In the event that any lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. As a result, any such demand may materially affect our business, cash flows, financial condition and results of operations. For further details, please see the section entitled “*Statement of Financial Indebtedness*” on page 171 of this Prospectus

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

Our ability to borrow and the terms of our borrowings will depend on our financial condition, the stability of our cash flows, general market conditions, economic and political conditions in the markets where we operate and our capacity to service debt. As on March 31, 2022 our total outstanding indebtedness was ₹ 2255.15 Lakhs.

Our significant indebtedness results in substantial amount of debt service obligations which could lead to:

1. increasing our vulnerability to general adverse economic, industry and competitive conditions;
2. limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
3. affecting our credit rating;
4. limiting our ability to borrow more money both now and in the future; and
5. increasing our interest expenditure and adversely affecting our profitability.

If the loans are recalled on a short notice, we may be required to arrange for funds to fulfil the necessary requirements. The occurrence of these events may have an adverse effect on our cash flow and financial conditions of the company. For further details regarding our indebtedness, see “*Statement of Financial Indebtedness*” on page 171 of this Prospectus.

**32. *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.

**33. *The COVID-19 pandemic has affected, and could continue to affect, the global economy as a whole and markets in which we operate.***

The COVID-19 pandemic has created unique global and industry-wide challenges, including challenges to many aspects of our business. The COVID-19 pandemic has resulted in quarantines, travel restrictions, limitations on social or public gatherings, and the temporary closure of business venues and facilities across the world, including India. There have been multiple waves of infections that have impacted certain countries, with India most recently experiencing a second wave of infections that has significantly increased the number of persons impacted by COVID-19. In particular, in April and May 2021, there was a significant resurgence in the daily number of new COVID-19 cases and resulting deaths and the GoI and state governments in India have re-imposed

lockdowns and other more restrictive measures in an effort to stop the resurgence of new infections. These all contributed to negative economic impact on the India economy and consequently our business and operations; for example, India recorded negative GDP in Fiscal Year 2021, and the second wave of infections also adversely impacted the growth outlook for Fiscal Year 2022. COVID-19 has forced India to restrict the movement of goods across government-defined zones and across states, so the use of suboptimal routes has increased. Further, COVID-19 pandemic restrictions had disrupted our business, resulting in:

- Increased transportation cost
- Shortage of drivers
- Delay in shipments
- Inventory management at the warehouses
- Supply chain disruptions

For the financial year 2020, 2021 and 2022, our total income on consolidated basis was ₹ 6412.92 lakhs, ₹ 10359.99 lakhs and ₹ 20072.25 Lakhs respectively. On basis of assessments of the impact of the outbreak of COVID-19 on business operation of the entity, the entity's management may conclude that our business is not much impacted. However, the situation with COVID-19 is still evolving, also some of the various preventive measures taken are still in force, leading to highly uncertain economic environment. Due to these circumstances, the management's assessment of the impact on the subsequent period is dependent upon the circumstances as they evolve.

**34. Our Company had negative cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.**

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth:

(₹ In Lakhs)			
Particulars	31.03.2022	31-03-2021	31-03-2020
Net cash from operating activities	924.34	52.56	201.86
Net Cash (used in) / from investing activities	(733.31)	(183.56)	(10.94)
Net Cash used in financing activities	348.06	130.49	(187.87)

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

We operate in a highly competitive industry, dominated by a large number of unorganized players. 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. Many segments within the logistics industry are highly commoditized and have low barriers to entry or exit, leading to a market with a very high degree of fragmentation. 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. Increased competition from other organized and unorganized third party logistics or people transport providers (including our business partners) may lead to a reduction in our revenues, reduced profit margins or a loss of market share. Our ability to compete effectively may be constrained by the following factors:

- 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.

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

We take all 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.

***37. We have high working capital requirements. Our inability to meet our working capital requirements may have a material adverse effect on our business, financial condition and results of operations.***

Our business requires a significant amount of working capital for smooth functioning. We meet our requirement for working capital majorly through banking facilities or fresh infusion of funds by way of issue of shares internal accruals in future, our inability, if any to meet our working capital requirements through banking/other arrangements can adversely impact our business operations and financial position. As on date of this Prospectus, we have been sanctioned working capital limit from day-to-day from Indusind Bank Limited. Our growing scale and expansion, if any, may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sources of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the section “Objects of the Issue” on page 68 of this Prospectus.

***38. If we are not able to utilize the purchased container space purchased from sea shipping lines, capacity that we charter from our air carriers and utilize our truck capacity, we will not be able to recover our costs and our profitability may suffer.***

We specialize in arranging and coordinating all activities for shipping of goods in & out of India by sea. This includes arranging of all pre-shipment activities like coordination of the container movements, inspection, cargo pickup and cargo stuffing etc. Under non vessel owning common carrier (NOCC), we take the vessel space on lease from the shipping company or the operators and sell cargo or container space on-board mainline transport vessels, to our customers. We provide complete range of services of freight forwarding (sea freight & air freight). As an air freight forwarder, we also charter aircraft capacity to meet peak season volume increases for our clients. We then solicit freight from our clients to fill the containers and air charter capacity.

If we will not be able to recover our costs for such purchase of container space or charter aircraft capacity our business, financial condition and results of operations could be adversely affected. We also lease or own a number of specialized carriers which are utilized in our logistics business. If we are unable to efficiently utilize capacity within these specialized carriers, we will not be able to recover all of our expenses associated with operating these specialized carriers and our business, financial condition and results of operations could be adversely affected.

***39. Our Company has entered into certain related party transactions and may continue to do so in the future.***

Our Company has entered into related party transactions with our Promoters, Directors, Group Entities and their relatives. While our Company believes that all such transactions have been conducted on the arm's length basis, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our Company will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details, please refer to “Related Party Transactions” under section titled “Financial Statements” on page 136 of this Prospectus.

**40. 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. Receipts in foreign currency are enumerated below:

(₹ In Lakhs)

Particulars	31-03-2022	31-03-2021	31-03-2020
Revenue received in foreign currency (Export on F.O.B. basis)	3977.14	1,415.67	691.05

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 and financial results. We cannot guarantee that we will not experience foreign exchange losses going forward and that such losses will not adversely affect our business, financial condition or results of operations.

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

Our Promoters/Directors and Promoter Group Member have extended personally guarantee towards loan facilities taken by our Company. Any default or failure by us to repay the loans in a timely manner, or at all could trigger repayment obligations of our guarantors in respect of such loans, which in turn, could have an impact on their ability to effectively service their obligations as Promoters/Directors of our Company, thereby having an effect on our business, results of operation and financial condition. Furthermore, in the event that these individuals withdraw or terminate their guarantees, our lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows.

**42. 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.

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

We have undertaken Vehicle insurance, Employee health insurance, Office premises insurance (from fire, theft, and natural disasters), Group Term insurance, Documentation insurance policy – Bill of lading (BL) & Marine Container Policy to safeguard against the financial losses arising out of third-party liability, transportation risks, stock stored at warehouse, and employees' health. Our existing 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. Further, if we are unable to secure vehicular insurance on attractive terms for our trailers/trucks, our transportation operations logistics services could be negatively affected. We also cannot assure you that we will renew our existing insurance policies in a timely manner or at all. In the case of an uninsured loss, a loss in excess of insured limits or a loss for which we do not have coverage or coverage is prohibitively expensive, 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. Even if our insurance coverage is adequate to cover our direct losses, we may not be able to take remedial actions or other appropriate measures. Furthermore, our claim records may affect the premiums which insurance companies may charge us in the future.

**44. *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 73.53% 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.

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

The proposed fund requirement for our Working Capital requirements, as detailed in the section titled "Objects of the Issue" is to be funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe. For details, please refer to the Chapter titled "*Objects of the Issue*" beginning on page 68 of this Prospectus.

**46. *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.

**47. *The Objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. Any variation between the estimation and actual expenditure as estimated by the management could result in execution delays or influence our profitability adversely.***

The deployment of funds as stated in the "Objects of the Issue" beginning on page 68 of the Prospectus is entirely at the discretion of our management and has not been appraised by any independent agency. Further, the purposes for which the Net Proceeds are to be utilised have not been appraised by an independent entity and are based on our estimates and on third-party quotations. In the event, for whatsoever reason, we are unable to execute our plans, we could have a significant amount of unallocated net proceeds. In such a situation, we would have broad discretion in allocating these net proceeds from the Issue without any action or approval of our shareholders. In case the assumptions on which these estimates have been made are not correct or they become un-realistic then there will be a variation in the estimates and the actual expenditure incurred which could result in execution delays and have an adverse effect on our operations and profitability.



**48. *There are certain restrictive covenants in the agreements that our Company has entered into with Banks.***

The loan agreements entered into by us with banks contain specific covenants which require us to obtain the prior approval/permission from the banks on the occurrence of certain events such as formulation of any scheme of amalgamation or reconstruction, undertaking of any new project or expansion, making any substantial change in our management set up, any change in our capital structure resulting in reduction of capital, etc. We are required to obtain consent/approval from our lender before undertaking any such steps which have been mentioned in the loan agreements. There can be no assurance that such consents will be granted or that we will be able to comply with the financial covenants under our financing arrangements. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. This may adversely impact our results of operations and cash flows. For further details on the Cash Credit Limits and other banking facilities, please see “**Statement of Financial Indebtedness**” on page 171 of the Prospectus.

**49. *Our success depends largely upon the services of our Directors, Promoters and other Key Managerial Personnel and our ability to attract and retain them. Demand for Key Managerial Personnel in the industry is intense and our inability to attract and retain Key Managerial, may affect the business and operations of our Company.***

Success of our Company is substantially dependent on the expertise and services of our Directors, Promoters and our Key Managerial Personnel. They provide expertise which enables us to make well informed decisions in relation to our business and our future prospects. Our Company’s future performance will depend upon the continued services of these persons. Demand for Key Managerial Personnel in the industry is intense. We cannot assure you that we will be able to retain any or all, or that our succession planning will help to replace, the key members of our management. The loss of the services of such key members of our management team and the failure of any succession plans to replace such key members could have an adverse effect on our business and the results of our operations. We cannot assure that we will be able to retain the services of our Directors, Promoters and other Key Managerial Personnel in the future or that our inability to retain will not have any adverse impact on our business operations.

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

Since the Issue is for an amount not exceeding ₹10,000 lakhs, in terms of SEBI ICDR Regulations, our Company is not required to appoint an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our finances.

**51. *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 135 of this Prospectus.

**52. *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.



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

The Issue price is based on numerous factors. For further information, see the chapter titled “Basis for Issue Price” beginning on page 75 of this Prospectus and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. The factors that could affect our share price are:

- Variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings;
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

***54. 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 Prospectus.***

While facts and other statistics in the 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 81 of this 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 FACTOR:**

***55. 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.

***56. Demand for our services may decrease during an economic recession which may adversely affect our profitability and financial condition.***

The transportation industry historically has experienced cyclical fluctuations in financial results due to economic recession, downturns in business cycles of our customers, fuel shortages, price increases by carriers, interest rate fluctuations, and other economic factors beyond our control. Carriers can be expected to charge higher prices to cover higher operating expenses, and our gross profits and income from operations may decrease if we are unable to pass through to our customers the full amount of higher transportation costs. If economic recession or a downturn in our customers’ business cycles causes a reduction in the volume of freight shipped by those customers, our operating results could also be adversely affected.

***57. Investor 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 Rs. 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.

***58. 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.

***59. 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.

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

Terrorist attacks and other acts of violence or war may adversely affect global equity markets and economic growth as well as the Indian economy and stock markets. Such acts negatively impact business and economic sentiment, which could adversely affect our business and profitability.

Also, India has from time to time experienced, and continues to experience, social and civil unrest and hostilities with neighbouring countries. Armed conflicts could disrupt communications and adversely affect the Indian economy. Such events could also create a perception that investments in Indian companies involve a high degree of risk. This, in turn, could have a material adverse effect on the market for securities of Indian companies, including our Equity Shares. The consequences of any armed conflicts are unpredictable and we therefore may not be able to foresee events that could have an adverse effect on our business.

***61. 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.

***62. The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition.***

India's physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company's normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our Company's business operations, which could have an adverse effect on its results of operations and financial condition.

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

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

## **SECTION IV - INTRODUCTION**

### **THE ISSUE**

<b>PRESENT ISSUE IN TERMS OF THIS PROSPECTUS</b>	
<b>Equity Shares Offered through Public Issue<sup>(1)</sup></b>	Issue of 27,00,000 Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. 28 per Equity Share aggregating to Rs. 756.00 Lakhs.
<b>Out of which:</b>	
<b>Issue Reserved for the Market Makers</b>	1,40,000 Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. 28 per Equity Share aggregating to Rs. 39.20 Lakhs.
<b>Net Issue to the Public</b>	25,60,000 Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. 28 per Equity Share aggregating to Rs. 716.80 Lakhs.
<b>Out of which*</b>	
A. Retail Individual Investors	At least 12,80,000 Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. 28 per Equity Share aggregating to Rs. 358.40 Lakhs will be available for allocation to Retail Individual Investors <sup>(a)</sup> .
B. Other than Retail Individual Investors (including Non- Institutional Investors and Qualified Institutional Buyers)	Not more than 12,80,000 Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. 28 per Equity Share aggregating to Rs. 358.40 Lakhs will be available for allocation to investor other than Retail Individual Investors <sup>(b)</sup> .
<b>Pre and Post – Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Issue</b>	75,00,000 Equity Shares of face value of Rs.10 each
<b>Equity Shares outstanding after the Issue</b>	1,02,00,000 Equity Shares of face value Rs.10 each
<b>Use of Net Proceeds by our Company</b>	Please see the chapter titled “ <i>Objects of the Issue</i> ” on page 68 of this Prospectus.

<sup>(1)</sup> Public issue 27,00,000 Equity Shares face value of Rs.10.00 each for cash at a price of Rs. 28 per Equity Share of our Company aggregating to Rs. 756.00 Lakhs. This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to section “*Issue Structure*” beginning on page 211 of this Prospectus.

The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on April 22, 2022, and by our Equity Shareholders pursuant to a special resolution passed pursuant to Section 62(1) (c) of the Companies Act, 2013 at the Extra Ordinary General meeting held on May 02, 2022.

As per Regulation 253 of the SEBI (ICDR) Regulations 2018, as amended, as present issue is a fixed price issue “the Allocation is the net issue to the public category shall be made as follows:

- (a) Minimum fifty percent to retail individual investors; and
- (b) Remaining to
  - (i) Individual applicants other than retail individual investors; and
  - (ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for

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

## SUMMARY OF FINANCIAL INFORMATION

### RESTATED FINANCIALS STATEMENTS

(Amount in ₹lakhs)

	Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
<b>I</b>	<b>Equity &amp; Liabilities</b>			
	<b>1. Shareholders' funds</b>			
	Equity Share Capital	750.00	250.00	100.00
	Reserves and Surplus	849.82	728.96	682.46
	Minority Interest	-	-	-
		<b>1,599.82</b>	<b>978.96</b>	<b>782.46</b>
	<b>2. Non - Current Liabilities</b>			
	Long - Term Borrowings	772.15	890.37	564.43
	Long Term Provisions	23.11	30.45	29.57
		<b>795.26</b>	<b>920.82</b>	<b>594.00</b>
	<b>3. Current Liabilities</b>			
	Short - Term Borrowings	1483.00	844.13	894.58
	Trade Payables			
	(i)Total outstanding due of micro enterprises and small enterprises; and	154.80	22.09	1.55
	(ii)Total outstanding dues of creditors other than micro enterprises and small enterprises	1,362.21	1,161.04	605.02
	Other Current Liabilities	375.40	172.56	86.10
	Short - Term Provisions	11.86	7.91	7.95
		<b>3,387.27</b>	<b>2,207.73</b>	<b>1,595.21</b>
	<b>TOTAL</b>	<b>5,782.35</b>	<b>4,107.51</b>	<b>2,971.67</b>
<b>II</b>	<b>Assets</b>			
	<b>1. Non - Current Assets</b>			
	Property Plant & equipment and Intangible Assets			
	(i) Tangible Assets	923.23	311.58	167.11
	(ii) Goodwill on consolidation	35.51	35.51	35.51
	Non-Current Investments	324.89	257.47	236.24
	Long - Term Loans and Advances	14.47	653.56	632.07
	Deferred Tax Asset (Net)	836.60	16.72	18.60
	Other Non-Current Assets	118.32	107.62	87.98
		<b>2,253.02</b>	<b>1,382.47</b>	<b>1,177.52</b>
	<b>2. Current Assets</b>			
	Trade Receivables	2,662.21	2,683.50	1,753.42
	Cash and Cash Equivalents	539.05	11.07	11.58
	Bank balances other than cash and cash equivalents	-	-	-
	Short - Term Loans and Advances	302.61	5.36	4.68
	Other Current Assets	25.45	25.11	24.47
		<b>3,529.32</b>	<b>2,725.04</b>	<b>1,794.15</b>
	<b>TOTAL</b>	<b>5,782.34</b>	<b>4,107.51</b>	<b>2,971.67</b>

# RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Amount in ₹lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Revenue</b>			
Revenue from Operations	20,039.43	10,346.99	6,398.17
Other Income	32.82	13.00	14.75
<b>Total Income</b>	<b>20,072.25</b>	<b>10,359.99</b>	<b>6,412.92</b>
<b>Expenses</b>			
Operating Expenses	17,495.53	8,926.38	5,412.85
Employee Benefits Expense	1,020.06	634.88	459.03
Finance Costs	204.70	150.10	142.65
Depreciation and Amortization Expense	131.88	49.40	37.43
Other Expense	482.06	361.23	210.15
<b>Total Expense</b>	<b>19,334.23</b>	<b>10,121.98</b>	<b>6,262.12</b>
<b>Profit before Exceptional items</b>	<b>738.02</b>	<b>238.01</b>	<b>150.81</b>
Add/(Less) : Exceptional Items	-	-	-
<b>Profit before tax</b>	<b>738.02</b>	<b>238.01</b>	<b>150.81</b>
<b>Tax Expense:</b>			
(a) Current Tax	182.00	60.00	35.00
(b) Tax for Earlier Years	-	-	-
(c) Deferred Tax	2.26	1.87	(4.33)
<b>Total tax expense</b>	<b>184.26</b>	<b>61.87</b>	<b>30.67</b>
<b>Profit / (Loss) after tax before Minority Interest and Share of Profit in Associates</b>	<b>553.76</b>	<b>176.14</b>	<b>120.14</b>
<b>Minority Interest</b>	-	-	-
<b>Share of Profit/ (Loss) in Associate</b>	<b>67.10</b>	<b>20.36</b>	<b>5.75</b>
<b>Profit / (Loss) for the year</b>	<b>620.86</b>	<b>196.50</b>	<b>125.89</b>
<b>Earnings Per Equity Share (Face Value Rs.10/- Per Share):</b>			
<b>Basic and Diluted (Rs.)</b>	<b>8.28</b>	<b>2.62</b>	<b>1.68</b>



# RESTATED CONSOLIDATED STATEMENT OF CASH FLOW

(Amount in ₹lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>A - CASH FLOW FROM OPERATING ACTIVITIES</b>			
Restated Profit Before Tax	738.02	238.01	150.81
<b>Add/ (less) Adjustment for:</b>			
Interest Income	(10.23)	(7.73)	(7.78)
Interest Expenses	172.59	145.00	132.78
Depreciation	131.88	49.40	37.43
Sundry Balance Written back	-	0.55	5.64
(Gain)/loss on disposal of property, plant and equipment	-	(3.45)	0.80
<b>Operating Profit Before Working Capital Changes</b>	<b>1,032.26</b>	<b>421.77</b>	<b>319.68</b>
<b>Add/ (less): Adjustments for Changes in working capital:</b>			
(Increase) / decrease in Trade Receivable	21.30	(930.09)	(189.89)
(Increase)/decrease in Other Current Assets	(0.34)	(0.63)	<b>1.10</b>
(Increase) / decrease in Long Term Loans and Advances	(114.03)	-	<b>(99.49)</b>
(Increase) / decrease in Short Term Loans and Advances	(297.25)	(0.68)	<b>17.27</b>
(Increase) / decrease in Other Non-current assets	0.09	(19.63)	5.03
Increase / (decrease) in Trade payables	333.87	576.02	<b>168.79</b>
Increase / (decrease) in Other current Liability	202.85	86.45	32.78
Increase / (decrease) in Short Term Provision	3.96	(0.05)	(0.61)
Increase / (decrease) in Long term Provisions	(7.34)	0.88	5.07
<b>Cash Generated from Operations</b>	<b>1,175.35</b>	<b>134.05</b>	<b>259.72</b>
Income Taxes refunded /(Paid )	(251.00)	(81.49)	(57.86)
Add/ (less) : Direct taxes paid (net of refund received)			
<b>Net Cash inflow from Operating Activities</b>	<b>924.34</b>	<b>52.56</b>	<b>201.86</b>
<b>B - CASH FLOW FROM INVESTING ACTIVITIES</b>			
Acquisition of property, plant and equipment / intangible assets	(743.54)	(196.17)	(24.90)
Proceeds from sale of property, plant and equipment	-	5.75	6.18
(Purchase)/Sale of Investments	-	(0.87)	-
Interest received	10.23	7.73	7.78
<b>Net cash inflow/(outflow) from investing activities</b>	<b>(733.31)</b>	<b>(183.56)</b>	<b>(10.94)</b>
<b>C - CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds / (repayment) of borrowings (net)	520.65	275.49	(55.08)
Interest Expenses	(172.59)	(145.00)	(132.78)
<b>Net Cash inflow/(outflow) flow from Financing Activities</b>	<b>348.06</b>	<b>130.49</b>	<b>(187.86)</b>
<b>Net (Decrease) / Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>539.09</b>	<b>(0.51)</b>	<b>3.04</b>
Add: Cash and Cash Equivalents at the beginning of the year	91.45	91.96	88.92
<b>Cash and Cash Equivalents at the end of the period/year</b>	<b>630.54</b>	<b>91.45</b>	<b>91.96</b>

## Notes:

Cash and Cash Equivalents at the end of the year consists of cash in hand and balances with banks are as follows:

(Amount in ₹lakhs)

Particulars	As at	As at	As at
	March 31, 2022	March 31, 2021	March 31, 2020
Cash on hand	7.79	5.88	4.40
Balances with bank	531.26	5.19	7.17
Fixed Deposit	91.18	80.39	80.39
<b>Cash and Cash Equivalents</b>	<b>630.23</b>	<b>91.45</b>	<b>91.96</b>

## GENERAL INFORMATION

### **Brief Summary:**

Our Company was originally formed and registered as a partnership firm under the Partnership Act, 1932 in the name and style of “M/s Cargosol” (Registration No. BA-92827), pursuant to a deed of partnership dated January 23, 2004 entered between Mrs. Bhagyshree Roshan Rohira, Mrs. Stalgy Samuel Muliylil. The terms, conditions and clauses of partnership firm was changed pursuant to supplementary deed modifying the partnership Agreement including admission and retirement of partners dated June 07, 2004, June 18, 2004 and June 25, 2010.

“M/s Cargosol” was thereafter converted from a partnership firm to a private limited company under Part IX of the Companies Act, 1956 with the name of “Cargosol Logistics Private Limited” and received a certificate of incorporation from the Registrar of Companies, Deputy Registrar of Companies, Maharashtra, Mumbai on March 04, 2011 bearing CIN: U63000MH2011PTC214380.

Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on February 10, 2022, our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Cargosol Logistics Private Limited” to “Cargosol Logistics Limited” vide a fresh certificate of incorporation dated March 15, 2022 issued by the Registrar of Companies, Maharashtra, Mumbai bearing CIN U63000MH2011PLC214380.

For further details please refer to chapter titled “*History and Corporate Structure*” beginning on page 113 of this Prospectus.

Address of the Registered Office	Address of the RoC
<b>Cargosol Logistics Limited</b> 502, Swaroop Arcade, Sahar Road, Andheri - East, Mumbai - 400099, Maharashtra, India <b>Tel. No.:</b> +91-022-66126000 <b>Fax No.:</b> +91-022-28250819 <b>Email:</b> info@cargosol.com <b>Website:</b> <a href="http://www.cargosol.com">www.cargosol.com</a> <b>CIN:</b> U63000MH2011PLC214380 <b>Registration Number:</b> 214380	<b>Registrar of Companies, Mumbai</b> 100, Everest, Marine Drive Mumbai- 400002, Maharashtra, India <b>Tel No:</b> 022-22812627/22020295/22846954 <b>Fax No:</b> 022-22811977 <b>Email id:</b> <a href="mailto:roc.mumbai@mca.gov.in">roc.mumbai@mca.gov.in</a> <b>Website:</b> <a href="http://www.mca.gov.in">www.mca.gov.in</a>

### **Board of Directors:**

The Board of Directors of our Company as on the date of filing of this Prospectus consists of:

Name of Directors	Designation	Address	DIN
Mr. Roshan Kishanchand Rohira	Managing Director	6/B-1003 Whispering Palms, Lokhandwala Township Akurli Road, Kandivalie, Mumbai 400101 Maharashtra, India.	01608551
Mr. Samuel Janathan Muliylil	Chairman & Executive Director	Viceroy Park CHS Ltd, Flat No- 08d Tower A, Thakur Village, Kandivali, East Mumbai 400101 Maharashtra India.	01608626
Mrs. Stalgy Samuel Muliylil	Non-Executive Director	8D Tower A, Viceroy Park, Thakur, Village Kandivali, East Mumbai 400101 Maharashtra India.	06417315
Mr. Anilkumar Ayodhyaprasad Sharma	Independent Director	003, Trimurti Tower, Vridhashram Marg, Mahakali Caves Road, Andheri East, Mumbai 400093 Maharashtra, India.	09565146
Mr. Pramod Kumar Bajaj	Independent Director	A-602, Durga Residency, Indralok Phase 3, Bhayander (E), Thane, 401104 Maharashtra India.	01438374

For further details in relation to our Directors, please refer to chapter titled “*Our Management*” on page 119 of this Prospectus.

Chief Financial Officer	Company Secretary & Compliance Officer
<b>Mr. Cletus William D'souza</b> <b>Cargosol Logistics Limited</b>	<b>Mr. Vinay B Karkera</b> <b>Cargosol Logistics Limited</b>

502, Swaroop Arcade, Sahar Road, Andheri - East, Mumbai - 400099, Maharashtra, India <b>Tel. No.:</b> +91-022-66126000 <b>Fax No.:</b> +91-022-28250819 <b>Email:</b> <a href="mailto:cfo@cargosol.com">cfo@cargosol.com</a> <b>Website:</b> <a href="http://www.cargosol.com">www.cargosol.com</a>	502, Swaroop Arcade, Sahar Road, Andheri - East, Mumbai - 400099, Maharashtra, India <b>Tel. No.:</b> +91-022-66126000 <b>Fax No.:</b> +91-022-28250819 <b>Email:</b> <a href="mailto:cs@cargosol.com">cs@cargosol.com</a> <b>Website:</b> <a href="http://www.cargosol.com">www.cargosol.com</a>
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### **Investor Grievances:**

**Investors can contact the Company Secretary and Compliance Officer, the LM 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, noncredit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.**

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

Further, the investors shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

All grievances relating to the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as name of the sole or first Applicant, Bid cum Application Form number, Applicants DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Applicant, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the relevant LM where the Anchor Investor Application Form was submitted by the Anchor Investor. For all Issue related queries and for redressal of complaints, investors may also write to the LM.

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

<b>Lead Manager of the Issue</b>	<b>Legal Advisor to the Issue</b>
<b>Hem Securities Limited</b> Address: 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India Tel No.: +91-22-4906 0000 Fax No.: +91-22-22625991 Email: <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> Investor Grievance Email: <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a> Website: <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> Contact Person: Mr. Sourabh Garg SEBI Reg. No.: INM000010981	<b>Mindspright Legal</b> <b>Address:</b> 712-714, C-Wing, Trade World, Kamla City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013, Maharashtra, India. Tel No.: +91-22-42197000 Email: <a href="mailto:richa@mindspright.co.in">richa@mindspright.co.in</a> Contact Person: Ms. Richa Bhansali Website: <a href="http://www.mindspright.co.in">www.mindspright.co.in</a>
<b>Registrar to the Issue</b>	<b>Statutory Auditor</b>
<b>Link Intime India Private Limited</b> Address: - C-101, 1 Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, India 400083 Tel No.: +91-022-49186200 Fax No.: +91-022-49186060 Email: <a href="mailto:cargosol.ipo@linkintime.co.in">cargosol.ipo@linkintime.co.in</a> Investor Grievance Email: <a href="mailto:cargosol.ipo@linkintime.co.in">cargosol.ipo@linkintime.co.in</a> Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> Contact Person: Shanti Gopalkrishnan SEBI Regn. No. INR000004058 CIN: U67190MH1999PTC118368	<b>M/s. C A S &amp; Co.</b> <b>Chartered Accountants,</b> Address: A-703, Rajeshri Accord, Telly Cross Lane, Off. S. N. Road, Andheri (East) Mumbai 400069 Maharashtra, India Phone : +91 1140507985/7304418214 Email: <a href="mailto:info@casnco.com">info@casnco.com</a> Firm Registration No.: 111075W Membership No: 048047 Peer Review Certificate Number: 012197 Contact Person: Mr. Sajjan Kanodia
<b>Bankers to the Company</b>	<b>Bankers to the Issue/ Sponsor Bank</b>

<b>Indusind Bank Limited</b> Address – 701-801 Solitaire Corporate Park, 167, Guru Hargovindji, Andheri East Mumbai, Maharashtra – 400093 <b>Telephone</b> - (022) 66412200 <b>Fax</b> - (022) 66412224 <b>Email id</b> - <a href="mailto:ashish.pawar@indusind.com">ashish.pawar@indusind.com</a> <b>Contact Person</b> - Ashish Pawar <b>Designation</b> - Relationsidp Manager	<b>Axis Bank Limited</b> <b>Address</b> - Axis Bank Limited, Cts No 3203 Old Suchak Niwas, Murbad Road, Kalyan West - 421301. <b>Telephone</b> - 7506256745 <b>Email Id</b> – kalyanwest.branchhead@axisbank.com <b>Website</b> – www.axisbank.com <b>SEBI Registration Number</b> – INBI00000017 <b>CIN</b> - L65110GJ1993PLC020769
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#### Designated Intermediaries:

#### Self-Certified Syndicate Banks (SCSB's)

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) and updated from time to time. For details on Designated Branches of SCSBs collecting the Bid-cum-Application Forms, refer to the above mentioned SEBI link.

#### Syndicate SCSB Branches

In relation to ASBA Bids submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) and updated from time to time. For more information on such branches collecting Bid-cum-Application Forms from the Syndicate at Specified Locations, refer to the above mentioned SEBI link.

#### Registered Brokers

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI at (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), respectively, as updated from time to time.

#### Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of SEBI i.e (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), respectively, as updated from time to time

#### Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of SEBI at (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), as updated from time to time.

#### Brokers to the Issue

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

#### Expert Opinion

Except the report of the Auditor on statement of special tax benefits and report on restated financial statements prepared for the financial year ended March 31, 2022, 2021 and 2020 as included in this Prospectus, our Company has not obtained any expert opinion.

#### Inter-se Allocation of Responsibilities

Since, Hem Securities Limited is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Manager is not required.

### **Monitoring Agency**

Since the proceeds from the Fresh Issue do not exceed Rs. 1000 million, in terms of Regulation 262(1) of the SEBI (ICDR) Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue.

### **Appraising Entity**

None of the objects for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution.

### **Credit Rating**

As this is an issue of Equity Shares, there is no credit rating for the Issue.

### **IPO Grading**

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

### **Debenture Trustees**

As this is an issue of Equity Shares, the appointment of Debenture trustees is not required.

### **Filing of Draft Prospectus/Prospectus**

The Draft Prospectus is being filed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001, Maharashtra, India.

The Draft Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. However, pursuant to Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a soft copy of Prospectus shall be furnished to SEBI.

Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be filed to the RoC Office situated at Registrar of Companies, Mumbai 100, Everest, Marine Drive Mumbai- 400002, Maharashtra, India

### **Withdrawal of the Issue**

Our Company in consultation with the LM, reserve the right to not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue anytime after the Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre- Issue advertisements have appeared and the Stock Exchange will also be informed promptly. The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Draft 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 with respect to the Equity Shares issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

### **Underwriting**

The Company and the Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the Underwriter, i.e. Hem Securities Limited.

Pursuant to the terms of the Underwriting Agreement dated July 26, 2022 and addendum dated September 20, 2022 entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakhs)	% of Total Issue Size Underwritten
<b>Hem Securities Limited</b> Address: - 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai 400013, India Tel No.: +91-22-4906 0000 Email: <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> Investor Grievance Email: <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a> Website: <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> Contact Person: Mr. Sourabh Garg SEBI Registration Number.: INM000010981	27,00,000	756.00	100%

*\*Includes 1,40,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, Hem Finlease Private Limited in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.*

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

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

Except as stated below, there have been no changes in our Company's auditors in the last three (3) years.

Details of Auditors	Date of Change	Reason
<b>M/s. C A S &amp; Co.</b> <b>Chartered Accountants,</b> Address: A-703, Rajeshri Accord, Telly Cross Lane, Off. S. N. Road, Andheri (East) Mumbai 400069 Maharashtra, India Phone : +91 1140507985/7304418214 Email: <a href="mailto:info@casnco.com">info@casnco.com</a> Firm Registration No.: 111075W Membership No: 048047 Contact Person: Mr. Sajjan Kanodia	December 07, 2020	Appointed by way of Merger of existing statutory of the company M/s. Sajjan Kanodia & Co. into M/s. C A S & Co.
<b>M/s. Sajjan Kanodia &amp; Co.</b> <b>Chartered Accountants,</b> Address: 406-B, Shubham Centre No.2, Cardinal Gracious Road Chakala, Andheri-East, Mumbai 400099 Maharashtra, India Phone : +91 22 28314756 Email: <a href="mailto:info@skcco.in">info@skcco.in</a> Website: <a href="http://www.skcco.in">www.skcco.in</a> Firm Registration No.: 114587W Membership No: 048047 Contact Person: Mr. Sajjan Kanodia	December 07, 2020	Retire due to Merger of existing statutory of the company M/s. Sajjan Kanodia & Co. into M/s. C A S & Co.

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

Our Company and the LM has entered into Market Making Agreement dated July 26, 2022 and addendum dated September 20, 2022 with the following Market Maker, to fulfill the obligations of Market Making for this issue:

<b>Name</b>	Hem Finlease Private Limited
<b>Correspondence Address:</b>	203, Jaipur Tower, M I Road, Jaipur, Rajasthan 302001, India



<b>Tel No.:</b>	0141-4051000
<b>E-mail:</b>	<a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a>
<b>Website:</b>	<a href="http://www.hemsecurities.com">www.hemsecurities.com</a>
<b>Contact Person:</b>	Mr. Ashok Soni
<b>SEBI Registration No.:</b>	INZ000167734
<b>Market Maker Registration No.</b>	SMEREG2020090906741

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the BSE and SEBI regarding this matter from time to time.

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

- The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(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 the SME Platform of BSE and SEBI from time to time.
- The minimum depth of the quote shall be Rs.1,00,000/- . However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) 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.
- The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME platform of BSE (in this case currently the minimum trading lot size is 4000 equity shares; however the same may be changed by the SME platform of BSE from time to time).
- After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.
- There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
- Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
- The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 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
- The Market Maker(s) shall have the right to terminate said arrangement by giving a six months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement.

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 LM 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 106 V of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the LM reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our office from 10.00 a.m. to 5.00 p.m. on working days.

- **Risk containment measures and monitoring for Market Makers:** BSE SME platform will have all margins, which are applicable on BSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
- **Punitive Action in case of default by Market Makers:** BSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (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.
- **Price Band and Spreads:** The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
- 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 SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to Rs. 250 crores, the applicable price bands for the first day shall be:

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

Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform.

S. No.	Market Price Slab (in Rs.)	Proposed Spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

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

## CAPITAL STRUCTURE

Set forth below are the details of the Equity Share Capital of our Company as on the date of this Prospectus.

(Rs. in Lacs, except share data)			
Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A	<b>Authorized Share Capital</b> 1,10,00,000 Equity Shares having Face Value of ₹ 10/- each	1100.00	-
B	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Issue</b> 75,00,000 Equity Shares having Face Value of ₹10/- each	750.00	-
C	<b>Present Issue in terms of this Prospectus*</b> 27,00,000 Equity Shares having Face Value of ₹ 10/-each at a Premium of ₹ 28 per share	270.00	756.00
	<b>Which comprises of:</b>		
D	<b>Reservation for Market Maker Portion</b> 1,40,000 Equity Shares of ₹10/- each at a price of ₹ 28 per Equity Share reserved as Market Maker Portion	14.00	39.20
E	<b>Net Issue to Public</b> Net Issue to Public of 25,60,000 Equity Shares of ₹ 10/- each at a price of ₹ 28 per Equity Share to the Public	256.00	716.80
	<b>Of which:</b>		
	i. At least 12,80,000 Equity Shares aggregating up to Rs. 358.40 lakhs will be available for allocation to Retail Individual Investors	128.00	358.40
	ii. Not more than 12,80,000 Equity Shares aggregating up to Rs. 358.40 lakhs will be available for allocation to investors other than Retail Individual Investors (including Non- Institutional Investors and Qualified Institutional Buyers).	128.00	358.40
F	<b>Issued, Subscribed and Paid up Equity Share Capital after the Issue</b> 1,02,00,000 Equity Shares of face value of ₹10/- each	1020.00	
G	<b>Securities Premium Account</b>		
	Before the Issue (as on date of this Prospectus)	Nil	
	After the Issue	486.00 Lakhs	

\*The Issue of 27,00,000 Equity Shares in terms of this Prospectus has been authorized pursuant to a resolution of our Board of Directors dated April 22, 2022 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the members held on May 02, 2022.

### Classes of Shares:-

Our Company has only one class of share capital i.e. Equity Shares of face value of Rs. 10/- each only. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Prospectus.

### NOTES TO THE CAPITAL STRUCTURE:

#### 1. Changes in Authorised Equity Share Capital of our Company:

Sr. No.	Particulars	Cumulative No. of Equity Shares	Face Value of Equity Share	Cumulative Authorized Share Capital ( Rs. in lakhs)	Date of Meeting	Whether AGM/EGM
1.	On incorporation	10,00,000	10/-	100.00	-	N.A.
2.	Increase in Authorised Share Capital from ₹100.00 Lakhs to ₹ 250.00 Lakhs	25,00,000	10/-	250.00	March 10, 2021	EGM
3.	Increase in Authorised Share Capital from ₹250.00 Lakhs to ₹ 1100.00 Lakhs	1,10,00,000	10/-	1100.00	January 11, 2022	EGM

## 2. Equity Share Capital History of our Company:

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

Date of Allotment of Equity Shares	No. of Equity Shares allotted	Face Value (₹)	Issue Price (including Premium if applicable(₹))	Consideration on Cash/ Other than Cash	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Securities Premium (₹)	Cumulative Paid Up Capital (₹)
Upon Incorporation	5,00,000	10	10	Cash	Subscription to MOA <sup>(i)</sup>	5,00,000	Nil	50,00,000
May 07, 2019	5,00,000	10	Nil	Other than Cash	Bonus Issue in the ratio of 1:1 <sup>(ii)</sup>	10,00,000	Nil	1,00,00,000
March 23, 2021	15,00,000	10	Nil	Other than Cash	Bonus Issue in the ratio of 1.5:1 <sup>(iii)</sup>	25,00,000	Nil	2,50,00,000
February 03, 2022	50,00,000	10	Nil	Other than Cash	Bonus Issue in the ratio of 2:1 <sup>(iv)</sup>	75,00,000	Nil	7,50,00,000

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

(i) Initial Subscribers to the Memorandum of Association subscribed 5,00,000 Equity Shares of Face Value of Rs. 10/- each, details of which are given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1.	Mr. Roshan Kishanchand Rohira	2,25,000
2.	Mr. Samuel Janathan Muliylil	2,25,000
3.	Mrs. Bhagyashree Roshan Rohira	10,000
4.	Mrs. Stalgy Samuel Muliylil	10,000
5.	Mr. Sirodkar Bishnukant Jha	10,000
6.	Mr. Cletus William D'souza	10,000
7.	Mrs. Benita Cletus D'souza	10,000
	<b>Total</b>	<b>5,00,000</b>

(ii) Bonus issue of 5,00,000 Equity Shares of Face Value of Rs. 10/-each in the ratio of 1:1 i.e. One (1) Bonus Equity Shares for every One (1) Equity Shares held by shareholders. (refer point no. 4 below for allottees list)

(iii) Bonus issue of 15,00,000 Equity Shares of Face Value of Rs. 10/-each in the ratio of 1.5:1 i.e. 1.5 Bonus Equity Shares for every One (1) Equity Shares held by shareholders. (refer point no. 4 below for allottees list)

(iv) Bonus issue of 50,00,000 Equity Shares of Face Value of Rs. 10/-each in the ratio of 2:1 i.e. Two (2) Bonus Equity Shares for every One (1) Equity Shares held by shareholders. (refer point no. 4 below for allottees list)

b) As on the date of this Prospectus, our Company does not have any Preference Share Capital.

3. Except as mentioned in point number 4 below, the Company has not issued any Equity Share in the last two years preceding the date of the Prospectus.

4. Issue of Equity Shares for consideration other than cash:

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

Date of Allotment	Number of Equity	Face Value	Issue Price	Reasons for Allotment	Benefits Accrued to	Name of Allottees	No. of Shares
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	Shares	(Rs.)	(Rs.)		our Company		Allotted
May 07, 2019	5,00,000	10	Nil	Bonus Issue in the ratio of 1:1	Capitalization of Reserves & Surplus	Mr. Roshan Kishanchand Rohira	2,50,000
						Mr. Samuel Janathan Muliylil	2,50,000
						<b>Total</b>	<b>5,00,000</b>
March 23, 2021	15,00,000	10	Nil	Bonus Issue in the ratio of 1.5:1	Capitalization of Reserves & Surplus	Mr. Roshan Kishanchand Rohira	7,50,000
						Mr. Samuel Janathan Muliylil	7,50,000
						<b>Total</b>	<b>15,00,000</b>
February 03, 2022	50,00,000	10	Nil	Bonus Issue in the ratio of 2:1	Capitalization of Reserves & Surplus	Mr. Roshan Kishanchand Rohira	25,00,000
						Mr. Samuel Janathan Muliylil	25,00,000
						<b>Total</b>	<b>50,00,000</b>

5. No Equity Shares have been allotted pursuant to any scheme approved under sections 230-234 of the Companies Act, 2013 or under the erstwhile corresponding provisions of the Companies Act, 1956.
6. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.
7. Except for bonus issue made on February 03, 2022, our Company has not issued Equity shares at price below the Issue price within last one year from the date of the Prospectus. (*refer point no. 4 below for allottees list*)
8. We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
9. **Shareholding Pattern of the Company**

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on the date of this Prospectus:

# I - Our Shareholding Pattern:-

I – Our Shareholding Pattern:																		
Sr No	Category of shareholder	Nos. of share holders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+ C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class Equity Shares of Rs.10/- each^	Classes eg: y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VII+X	XII		XIII		XIV
(A)	Promoter & Promoter Group	4	74,99,600	-	-	74,99,600	100.00	74,99,600	-	74,99,600	100.00	-	100.00	-	-	-	-	74,99,600
(B)	Public	4	400	-	-	400	-	400	-	400	-	-	-	-	-	-	-	100
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	8	75,00,000	-	-	75,00,000	100.00	75,00,000	-	75,00,000	100.00	-	100.00	-	-	-	-	74,99,700

## Notes-

\*As on date of this Prospectus 1 Equity share holds 1 vote.

We have only one class of Equity Shares of face value of Rs. 10/- each.

We have entered into tripartite agreement with CDSL & NSDL.

Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the Website of the BSE before commencement of trading of such Equity Shares.



## II – Shareholding pattern of the Promoter and Promoter Group

Sr. No.	Category & Name of the Shareholders	No. of share holders	No. of fully paid up equity share s held	Partl y paid-up equit y share s held	Nos. of shares underlyin g Depositor y Receipts	Total nos. shares held	Shareho lding (calcula ted as per SCRR, 1957) As a % of (A+B+ C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) as a % of A+B+C2	Number of Locked in shares		Number of Shares pledged or otherwise		Numbe r of equity shares held in demate rialized form
								No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Share s held (b)	No. (a)	As a % of total share s held (b)	
								Class Equity Shares of Rs.10/- each	Clas s Y	Total								
	I	II	III	IV	V	VI=IV+V+ VI	VII	VIII				IX	X = VI+ IX	XI		XII		XIII
(1)	Indian																	
(a)	Individuals/ Hindu undivided Family	4	74,99,600	-	-	74,99,600	100.00	74,99,600	-	74,99,600	100.00	-	100.00	-	-	-	-	74,99,600
1.	Mr. Roshan Kishanchand Rohira	1	37,49,700	-	-	37,49,700	50.00	37,49,700	-	37,49,700	50.00	-	50.00	-	-	-	-	37,49,700
2.	Mr. Samuel Janathan Muliylil	1	37,49,700	-	-	37,49,700	50.00	37,49,700	-	37,49,700	50.00	-	50.00	-	-	-	-	37,49,700
3.	Mrs. Bhagyshree Roshan Rohira	1	100	-	-	100	0.00	100		100	0.00	-	0.00	-	-	-	-	100
4.	Mrs. Stalgy Samuel Muliylil	1	100	-	-	100	0.00	100		100	0.00	-	0.00	-	-	-	-	100
(b)	Central Government/ State Government(s)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions/ Banks	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any Other	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	<b>Sub-Total (A)(1)</b>	<b>4</b>	<b>74,99,600</b>	<b>-</b>	<b>-</b>	<b>74,99,600</b>	<b>100.00</b>	<b>74,99,600</b>	<b>-</b>	<b>74,99,600</b>	<b>100.00</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>74,99,600</b>
(2)	Foreign	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Individuals (Non- Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>4</b>	<b>74,99,600</b>	<b>-</b>	<b>-</b>	<b>74,99,600</b>	<b>100.00</b>	<b>74,99,600</b>	<b>-</b>	<b>74,99,600</b>	<b>100.00</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>74,99,600</b>

\*As on date of this Prospectus 1 Equity share holds 1 vote.

### III- Shareholding pattern of the Public shareholder

Sr. No.	Category & Name of the Shareholders	No. of share holders	No. of fully paid up equity share s held	Partl y paid -up equity y shar es held	Nos. of shares underl ying Depository Receipts	Total nos. shares held	Sharehold ing % ( calculate d as per SCRR, 1957)  As a % of (A+B+C2 )	Number of Voting Rights held in each class of securities				No. of Shares Underlyin g Outstandi ng convertibl e securities (including Warrants)	Total Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Nume r of equity shares held in demate rialized form
								No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total 58hare s held (b)	No. (not applic able) (a)	As a % of total share s held (not applicabl e)(b)	
								Class Equity Shares of Rs.10/- each	Class Y	Tot al								
	I	II	III	IV	V	VI=II I+IV+ V	VII	VIII				IX	X= VI+IX	XI		XII		XIII
(1)	Institutions																	
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Central Government/ State Government(s)/ President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	<b>Sub-Total (B)(2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>(3)</b>	<b>Non-institutions</b>															
(a)	Individuals	4	400	-	-	400	0.00	400	-	400	0.00	-	0.00	-	-	100
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	4	400	-	-	400	0.00	400	-	400	0.00	-	0.00	-	-	-
	Mr. Cletus William D'souza	1	100	-	-	100	0.00	100	-	100	0.00	-	0.00	-	-	-
	Mrs. Benita Cletus D'souza	1	100	-	-	100	0.00	100	-	100	0.00	-	0.00	-	-	-
	Mr. Yuvraj Sonawane	1	100	-	-	100	0.00	100	-	100	0.00	-	0.00	-	-	-
	Mr. Lionel Pereira	1	100	-	-	100	0.00	100	-	100	0.00	-	0.00	-	-	100
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other Body Corporate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (B)(3)</b>	<b>4</b>	<b>400</b>	<b>-</b>	<b>-</b>	<b>400</b>	<b>0.00</b>	<b>400</b>	<b>-</b>	<b>400</b>	<b>0.00</b>	<b>-</b>	<b>0.00</b>	<b>-</b>	<b>-</b>	<b>100</b>
	<b>Total Public Shareholding (B)= (B) (1)+ (B) (2) +(B)(3)</b>	<b>4</b>	<b>400</b>	<b>-</b>	<b>-</b>	<b>400</b>	<b>0.00</b>	<b>400</b>	<b>-</b>	<b>400</b>	<b>0.00</b>	<b>-</b>	<b>0.00</b>	<b>-</b>	<b>-</b>	<b>100</b>

**IV - Shareholding pattern of the Non-Promoter- Non Public shareholder**

Sr. No.	Category & Name of the Shareholders	No. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding (calculated as per SCRR, 1957)  As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in Share dematerialized form (Not applicable)
								No of Voting Rights			Total as a % of Total Voting rights			No.	As a % of total Shares held	No. (not applicable)	As a % of total shares held (not applicable)	
								Class Equity Shares of Rs.10/- each	Class Y	Total								
	I	II	III	IV	V	VI=III+IV+V	VII	VIII				IX	X= VI+IX	XI		XII		XIII
(1)	Custodian/DR Holder																	
(a)	Name of DR Holder (if available)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (c )(1)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (C )(2)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non- Promoter Non-Public shareholding (C) = (C )(1)+(C)(2)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

###### 10. List of Shareholders of the Company holding 1% or more of the paid up Share Capital of the Company:-

a) As on the date of filing of this Prospectus:-

Sr. No.	Names of Shareholders	Shares held (Face Value ofRs. 10 each)	% Pre Issue paid up Share Capital
1.	Mr. Roshan Kishanchand Rohira	37,49,700	49.99
2.	Mr. Samuel Janathan Muliyl	37,49,700	49.99
	<b>Total</b>	<b>75,00,000</b>	<b>99.99</b>

b) Ten days prior to the date of filing of this Prospectus:-

Sr. No.	Names of Shareholders	Shares held (Face Value ofRs. 10 each)	% Pre Issue paid up Share Capital
1.	Mr. Roshan Kishanchand Rohira	37,49,700	49.99
2.	Mr. Samuel Janathan Muliyl	37,49,700	49.99
	<b>Total</b>	<b>75,00,000</b>	<b>99.99</b>

c) One Year prior to the date of filing of this Prospectus:-

Sr. No.	Names of Shareholders	Shares held (Face Value ofRs. 10 each)	% Pre Issue paid up Share Capital
1.	Mr. Roshan Kishanchand Rohira	5,00,000	50.00
2.	Mr. Samuel Janathan Muliyl	5,00,000	50.00
	<b>Total</b>	<b>10,00,000</b>	<b>100.00</b>

\*Details of shares held on September 22, 2021 and percentage held has been calculated based on the paid up capital of our Company as on September 22, 2021.

d) Two Years prior to the date of filing of this Prospectus:-

Sr. No.	Names of Shareholders	Shares held (Face Value ofRs. 10 each)	% Pre Issue paid up Share Capital
1.	Mr. Roshan Kishanchand Rohira	5,00,000	50.00
2.	Mr. Samuel Janathan Muliyl	5,00,000	50.00
	<b>Total</b>	<b>10,00,000</b>	<b>100.00</b>

\*Details of shares held on September 22, 2020 and percentage held has been calculated based on the paid up capital of our Company as on September 22, 2020.

11. Our Company has not made any Initial Public Offer of specified securities in the preceding two years.

12. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, Right issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the offer, by way of split / consolidation of the denomination of Equity Shares. However, our Company may further issue Equity shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

###### 13. Capital Buildup in respect of Shareholding of our Promoters

As on the date of this Prospectus, Our Promoters, Mr. Roshan Kishanchand Rohira and Mr. Samuel Janathan Muliyl, collectively hold 74,99,400 Equity Shares of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

Set forth below is the build-up of the shareholding of our Promoters in our Company since incorporation.

Date of	No. of	Face	Issue/	Consideration	Nature of Issue	Pre-Issue	Post-Issue
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Allotment and made fully paid up/ Transfer	Equity Shares	Value Per Share (₹)	Acquisition/ Transfer Price (₹)			Shareholding % (adjusted as per face value)	Shareholding % (adjusted as per face value)
<b>(A) Mr. Roshan Kishanchand Rohira</b>							
March 04, 2011	2,25,000	10	10	Transfer From Partner's Capital A/c	Subscriber to MOA	3.00%	2.21%
August 18, 2011	25,000	10	10	Cash	Acquisition by way of Transfer of shares <sup>(a)</sup>	0.33%	0.25%
May 07, 2019	2,50,000	10	-	Other than Cash	Bonus Issue in the ratio of 1:1	3.33%	2.45%
March 23, 2021	7,50,000	10	-	Other than Cash	Bonus Issue in the ratio of 1.5:1	10.00%	7.35%
February 03, 2022	25,00,000	10	-	Other than Cash	Bonus Issue in the ratio of 2:1	33.33%	24.51%
February 07, 2022	(300)	10	10	Cash	Transfer <sup>(b)</sup>	0.00%	0.00%
<b>Total (A)</b>	<b>37,49,700</b>					<b>50.00%</b>	<b>36.76%</b>
<b>(B) Mr. Samuel Janathan Muliyl</b>							
March 04, 2011	2,25,000	10	10	Transfer From Partner's Capital A/c	Subscriber to MOA	3.00%	2.21%
August 18, 2011	25,000	10	10	Cash	Acquisition by way of Transfer of shares <sup>(c)</sup>	0.33%	0.25%
May 07, 2019	2,50,000	10	-	Other than Cash	Bonus Issue in the ratio of 1:1	3.33%	2.45%
March 23, 2021	7,50,000	10	-	Other than Cash	Bonus Issue in the ratio of 1.5:1	10.00%	7.35%
February 03, 2022	25,00,000	10	-	Other than Cash	Bonus Issue in the ratio of 2:1	33.33%	24.51%
February 07, 2022	(300)	10	10	Cash	Transfer <sup>(d)</sup>	0.00%	0.00%
<b>Total (B)</b>	<b>37,49,700</b>					<b>50.00%</b>	<b>36.76%</b>
<b>Grand Total</b>	<b>74,99,400</b>					<b>100.00%</b>	<b>73.52%</b>

Note: None of the Shares has been pledged by our Promoters.

**a) Details of Acquisition by Mr. Roshan Kishanchand Rohira by way of transfer of 25,000 Equity Shares dated August 18, 2011**

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	August 18, 2011	Mrs. Bhagyashree Roshan Rohira	10000
2.	August 18, 2011	Mr. Sirodkar Bishnukant Jha	10000
3.	August 18, 2011	Mrs. Benita Cletus D'souza	5000
		<b>Total</b>	<b>25,000</b>

**b) Details of sale of Shares by Mr. Roshan Kishanchand Rohira of 300 Equity Share dated February 07, 2022.**

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	February 07, 2022	Mrs. Bhagyashree Roshan Rohira	100
2.	February 07, 2022	Mr. Yuvraj Sonawane	100

3.	February 07, 2022	Mr. Lionel Pereira	100
		<b>Total</b>	<b>300</b>

c) Details of Acquisition by Mr. Samuel Janathan Muliyl by way of transfer of 25,000 Equity Shares dated August 18, 2011

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	August 18, 2011	Mrs. Stalgy Samuel Muliyl	10000
2.	August 18, 2011	Mr. Cletus William D'souza	10000
3.	August 18, 2011	Mrs. Benita Cletus D'souza	5000
		<b>Total</b>	<b>25,000</b>

d) Details of sale of Shares by Mr. Samuel Janathan Muliyl of 300 Equity Share dated February 07, 2022.

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	February 07, 2022	Mrs. Stalgy Samuel Muliyl	100
2.	February 07, 2022	Mr. Cletus William D'souza	100
3.	February 07, 2022	Mrs. Benita Cletus D'souza	100
		<b>Total</b>	<b>300</b>

14. The average cost of acquisition of or subscription of shares by our Promoters is set forth in the table below:

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Mr. Roshan Kishanchand Rohira	37,49,700	0.67
2.	Mr. Samuel Janathan Muliyl	37,49,700	0.67

15. Shareholding of Promoters & Promoters Group

Following are the details of pre and post Issue shareholding of persons belonging to the category “Promoter and Promoter Group”:

Sr. No.	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	<b>Promoters</b>				
1.	Mr. Roshan Kishanchand Rohira	37,49,700	50.00	37,49,700	36.76
2.	Mr. Samuel Janathan Muliyl	37,49,700	50.00	37,49,700	36.76
	<b>Sub Total (A)</b>	<b>74,99,400</b>	<b>100.00</b>	<b>74,99,400</b>	<b>73.52</b>
	<b>Promoters Group</b>				
3.	Mrs. Bhagyashree Roshan Rohira	100	0.00	100	0.00
4.	Mrs. Stalgy Samuel Muliyl	100	0.00	100	0.00
	<b>Sub Total (B)</b>	<b>200</b>	<b>0.00</b>	<b>200</b>	<b>0.00</b>
	<b>Grand Total (A+B)</b>	<b>74,99,600</b>	<b>100.00</b>	<b>74,99,600</b>	<b>73.52</b>

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

Date of Allotment/ Transfer	Name of Shareholders	No. of Equity Share	% of Pre issue Capital	Subscribed/ Acquire/ Transfer	Category of Allottees (Promoter/Promoter Group/ Director)
February 07, 2022	Mr. Roshan Kishanchand Rohira	300	0.00%	Transfer	Promoter and Director
February 07, 2022	Mr. Samuel Janathan Muliyl	300	0.00%	Transfer	Promoter and Director

17. None of our Promoters, Promoter Group, our Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Prospectus.

#### 18. Details of Promoters' Contribution Locked-in for Three Years

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post issue capital held by our Promoters shall be considered as Promoter's Contribution ("**Promoters Contribution**") and shall be locked-in for a period of three years from the date of allotment of Equity shares issued pursuant to this Issue. The lock in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Prospectus, our Promoters collectively hold 74,99,400 Equity Shares constituting 73.53% of the Post – Issued, subscribed and paid up Equity Share Capital of our Company, which are eligible for the Promoters' contribution.

Our Promoter, Mr. Roshan Kishanchand Rohira and Mr. Samuel Janathan Muliyl, have given written consent to include 21,00,000 Equity Shares held by them and subscribed by them as part of Promoters Contribution constituting 20.59% of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters contribution, for a period of three years from the date of allotment in the Issue.

Date of Allotment/ Transfer and made fully Paid Up	No. of Equity Shares locked-in*	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Nature of transaction	Post-Issue Shareholding %	Lock in Period
<b>Mr. Roshan Kishanchand Rohira</b>						
February 03, 2022	10,50,000	10	Nil	Bonus Issue	10.29%	3 years
<b>Total</b>	<b>10,50,000</b>				<b>10.29%</b>	
<b>Mr. Samuel Janathan Muliyl</b>						
February 03, 2022	10,50,000	10	Nil	Bonus Issue	10.29%	3 years
<b>Total</b>	<b>10,50,000</b>				<b>10.29%</b>	

\*Assuming full subscription to the Issue.

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

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

#### Eligibility of Share for "Minimum Promoters Contribution in terms of clauses of Regulation 237(1) of SEBI (ICDR) Regulations, 2018

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237(1)(a)(i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The minimum Promoter's contribution does not consist of such Equity Shares. <b><u>Hence Eligible</u></b>
237(1)(a)(ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters' contribution	The minimum Promoter's contribution does not consist of such Equity Shares. <b><u>Hence Eligible</u></b>
237(1)(b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer	The minimum Promoter's contribution does not consist of such Equity Shares. <b><u>Hence Eligible.</u></b>

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237(1)(c)	Specified securities allotted to promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	The minimum Promoter's contribution does not consist of such Equity Shares. <b><u>Hence Eligible.</u></b>
237(1)(d)	Specified securities pledged with any creditor.	Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. <b><u>Hence Eligible.</u></b>

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

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting 54,00,000 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

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

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

- a) In terms of Regulation 242 of the SEBI (ICDR) Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.
  - b) In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
  - c) Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoter or any person of the promoter group or a new promoter or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
19. Neither, we nor our Promoters, Directors and the LM to this Issue have entered into any buyback and / or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.
  20. As on the date of this Prospectus, the entire Issued Share, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire issue price in respect of the issue is payable on application, all the successful applicants will be allotted fully paid up Equity shares.
  21. The LM i.e. Hem Securities Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of this Prospectus.

22. As on the date of this Prospectus, we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
23. We have 8 (Eight) shareholders as on the date of filing of this Prospectus.
24. As on the date of filing of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer
25. Our Company has not raised any bridge loan against the proceeds of the Issue.
26. As on the date of this Prospectus, none of the shares held by our Promoters / Promoters Group are subject to any pledge.
27. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.
28. An over-subscription to the extent of 1% of the Issue, subject to the maximum post issue paid up capital of Rs. 25 crores, can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to 3 year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
29. Allocation to all categories shall be made on a proportionate basis subject to valid applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the LM and Designated Stock Exchange i.e. BSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
30. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
31. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
32. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.
33. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
34. Our Company shall comply with such disclosure and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.
35. There are no Equity Shares against which depository receipts have been issued.
36. Other than the Equity Shares, there is no other class of securities issued by our Company.
37. There are no safety net arrangements for this public issue.
38. As per RBI regulations, OCBs are not allowed to participate in this issue.
39. Our Promoters and Promoter Group will not participate in this Issue.
40. This Issue is being made through Fixed Price Issue.
41. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.

42. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

43. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of filing the Prospectus with the Registrar of companies and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.



## **OBJECTS OF THE ISSUE**

The Issue includes a fresh Issue of up to 27,00,000 Equity Shares of our Company at an Issue Price of Rs. 28 per Equity Share.

We intend to utilize the proceeds of the Issue to meet the following objects:-

1. Purchase of vehicle for commercial purpose;
  2. Purchase of Containers for expansion of the Non Vessel Owning Common Carrier (NVOCC) division;
  3. To meet working capital requirements;
  4. General Corporate Purpose;
  5. To meet issue expenses.
- (Collectively referred as the “Objects”)

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the SME Platform of BSE. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution.

Our Company is a complete 3 PL (third-party logistics service provider), delivering end-to-end solutions in the logistics and supply chain domain to our customers involving multimodal transport operations (MTO), owning and operating container, sea and air freight, transportation, warehousing, custom clearance services and handling of project cargo. We also provide warehousing facilities to our customers and our warehouses are well connected to several manufacturing and consumption clusters with a space aggregating to approx. 35000 square feet located at Thane, Maharashtra. We also handle NVOCC facility for the sectors like Indian Sub-continent, Middle East, Upper gulf and South East Asia.

### **Net Proceeds**

The details of the Net Proceeds are set forth below:

<b>Particulars</b>	<b>Amt (Rs. in Lacs)</b>
Gross Proceeds of the Issue	756.00
Less: Issue related expenses	87.42
<b>Net Proceeds</b>	<b>668.58</b>

### **Requirement of Funds and Utilization of Net Proceeds**

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

<b>S. No</b>	<b>Particulars</b>	<b>Amt (Rs. in Lacs)</b>
1.	Purchase of vehicle for commercial purpose	233.42
2.	Purchase of Containers for expansion of the NVOCC division;	206.39
3.	To meet working capital requirements	200.00
4.	General Corporate Purpose	28.77
	<b>Total</b>	<b>668.58</b>

Our fund requirements and deployment thereof are based on internal management estimates of our current business plans and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs or in other financial conditions, business strategy, as discussed further below.

### **Means of Finance**

We intend to finance our Objects of Issue through Net Issue Proceeds which is as follows:

<b>Particulars</b>	<b>Amt (Rs. in Lacs)</b>
Net Issue Proceeds	668.58
<b>Total</b>	<b>668.58</b>

*Since, the entire fund requirement is to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 230(1) (e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.*

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition 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 the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "Risk Factors" beginning on page 23 of the Prospectus.

#### **Details of Utilization of Net Proceeds**

The details of utilization of the Net Proceeds are set forth herein below:

##### **1. Purchase of vehicle for commercial purpose**

We are currently planning to expand our existing fleet of commercial vehicles by adding new vehicles with different capacity.

A detailed breakup of estimated cost towards purchase of vehicles which are proposed to be funded from the net issue proceeds is set forth below:

S. No.	Vehicle details	Qty.	Quotation details	Quotation amt. (in Rs. Lakhs)
1.	Ashok Leyland Truck 4020-3400MM WB, 200HP BS6 diesel engine, 6 speed gearbox, G45 sleeper COWL, 3 NOS 295/90R 20 + 4 NOS 295/90R 20	2	Quotation dated March 22, 2022 from Automotive Manufacturers Pvt Ltd (Rs. 3159474.00 per vehicle)	63.19
2.	Ashok Leyland Truck GG3520-5450MM WB, fitted with 200HP BS6, diesel engine, 6 speed gearbox, pusher lift axle, front end structure 5 NOS 295/90R20 + 8 NOS 295/90R 20	2	Quotation dated March 22, 2022 from Automotive Manufacturers Pvt Ltd (Rs. 4109423.00 per vehicle)	82.19
3.	Ashok Leyland Truck GM4220-6600MM WB, fitted with 200HP BS6, diesel engine, 8 speed gearbox, front end structure 7 NOS 295/90R20 + 8 NOS 295/90R 20	2	Quotation dated March 22, 2022 from Automotive Manufacturers Pvt Ltd (Rs. 4402243.00 per vehicle)	88.04
<b>TOTAL</b>				<b>233.42</b>

#### **Notes:**

- We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.
- All quotations received from the vendors mentioned above are valid as on the date of this Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machineries/equipments or at the same costs.
- The machinery/equipment models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of Model or vendor or addition/deletion of any equipment) at the time of actual placement of the order. Furthermore, if any surplus from the proceeds

remains after meeting the total cost of machineries, equipments and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue.

- d) We are not acquiring any second hand machinery as mentioned in the list above.
- e) The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of machineries proposed to be acquired by us at the actual time of purchase, resulting in increase in the cost. Further, cost can be escalated on account of freight expenses, incidental charges, custom duty etc. Such cost escalation would be met out of either of surplus portion of net issue proceeds (if any) or our internal accruals.
- f) The quotations above are inclusive of taxes if any.

## 2. Purchase of Containers for expansion of the NVOCC division

Our management has estimated that we will require additional 87 containers with different specification at different point of time and different locations. A detailed breakup of estimated cost towards purchase of containers which are proposed to be funded from the net issue proceeds is set forth below:

S. No.	Container details	Qty.	Quotation details	Quotation amt. (in Rs. Lakhs)
1.	Used Shipping Containers Location – Ex Depot, NSA – India Size – 20GP	20	Quotation dated April 08, 2022 from Alpha Omega Container Line PTE. Ltd. amounting to USD 47000 (USD 2350 per container)	36.36
2.	Used Shipping Containers Location – Ex Depot, NSA – India Size – 20GP	10	Quotation dated May 01, 2022 from Alpha Omega Container Line PTE. Ltd. amounting to USD 23000 (USD 2300 per container)	17.79
3.	Used Shipping Containers Location – Ex Depot, NSA – India Size – 40GP	15	Quotation dated April 20, 2022 from Alpha Omega Container Line PTE. Ltd. amounting to USD 67500 (USD 4500 per container)	52.21
4.	Used Shipping Containers Location – Ex Depot, Shanghai Size – 20GP	25	Quotation dated April 25, 2022 from Container Providers Intl. (HK) Ltd. amounting to USD 62500 (USD 2500 per container)	48.35
5.	Used Shipping Containers Location – Ex Depot, Laem Chabang Size – 40GP	10	Quotation dated April 29, 2022 from Container Providers Intl. (HK) Ltd. amounting to USD 50000 (USD 5000 per container)	38.68
6.	Used Shipping Containers Location – Ex Depot, Mumbai Size – 20GP	7	Quotation dated April 26, 2022 from Container Providers Intl. (HK) Ltd. amounting to USD 16800 (USD 2400 per container)	13.00
<b>TOTAL</b>				<b>206.39</b>

(1\$USD = 77.3537 INR; source - <https://www.rbi.org.in/scripts/ReferenceRateArchive.aspx> dated May 10, 2022)

### Notes:

- a) We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.
- b) We have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machineries/equipments or at the same costs.
- c) The machinery/equipment models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of Model or vendor or addition/deletion of any equipment) at the time of actual placement of the order. Furthermore, if any surplus from the proceeds remains after meeting the total cost of equipments for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue.
- d) We will be acquiring used containers as mentioned in the list above. The total useful life of the new containers as estimated by our management is around 20 years and the expected age of the containers we propose to acquire may range in between 8-10 years and we will have a balance usable life of approximately 10-12 years.
- e) The estimate relied upon by us in arriving at the above cost are purely based on the time, place and availability. Further, cost can be escalated on account of freight expenses, incidental charges, custom duty etc. Such cost escalation would be met out of either of surplus portion of net issue proceeds (if any) or our internal accruals.
- f) The above amounts are exclusive of taxes if any.

## 3. To Meet Working Capital Requirement

With the expansion of the business the company will be in the need of additional working capital requirements. The major capital will be invested in the trade receivables as the money gets blocked in them. The Company will meet the requirement to the extent of Rs. 200.00 lakhs from the Net Proceeds of the Issue and balance from borrowings at an appropriate time as per the requirement.

Details of Estimation of Working Capital requirement are as follows:

					(Rs. In Lacs)
S. No.	Particulars	Actual			Estimated
		31-Mar-20	31-Mar-21	31-Mar-22	31-Mar-23
I	<b>Current Assets</b>				
	Trade receivables	1,751.68	2,630.35	2,609.05	4,097.56
	Cash and bank balances	90.66	89.98	537.60	376.88
	Short Term Loans & Advances	646.93	647.84	387.91	677.78
	Other current assets	4.57	0.43	25.45	11.35
	<b>Total(A)</b>	<b>2,493.84</b>	<b>3,368.60</b>	<b>3,560.01</b>	<b>5,163.57</b>
II	<b>Current Liabilities</b>				
	Trade payables	609.22	1,181.02	1,513.18	2,820.51
	Other current liabilities	197.85	319.63	374.10	480.77
	Short-term provisions	7.95	9.91	11.86	19.25
	<b>Total (B)</b>	<b>815.02</b>	<b>1510.56</b>	<b>1899.14</b>	<b>3320.53</b>
III	<b>Total Working Capital Gap (A-B)</b>	<b>1678.82</b>	<b>1858.04</b>	<b>1660.87</b>	<b>1843.04</b>
IV	<b>Funding Pattern</b>				
	Borrowings	786.02	647.63	1438.17	1200.00
	Internal accruals	892.80	1210.41	222.70	443.04
	<b>IPO Proceeds</b>				<b>200.00</b>

\* M/s CAS & Co., Chartered Accountants, Statutory Auditors of the company have, vide their certificate dated September 21, 2022 certified the working capital requirements of our Company.

#### Justification:

S. No.	Particulars
<b>Debtors</b>	We have assumed Debtors holding period to be at around 47 days for FY2021-22 & 60 days for FY 2022-23 as compared to 89 days in F.Y. 2020-21 and 93 days in F.Y. 2019-20.
<b>Creditors</b>	In F.Y. 2020-21, we expect to prune our creditor days through repayment of creditors and get benefits of better pricing by offering faster payment terms. We have assumed Creditors payment period to come down to average 32 days for FY 2021-22 & 47 days for FY2022-23 after repayment to creditors as compared to 46 days in F.Y. 2020-21 and 38 days in F.Y. 2019-20.

#### 4. General Corporate Purpose

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating Rs. 28.77 Lakhs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further in case, our actual issue expenses turn to be lesser than the estimated issue expenses of Rs. 87.42 lakhs, such surplus amount shall be utilized for General Corporate Purpose in such a manner that the amount for general corporate purposes, as mentioned in the Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

#### 5. Public Issue Expenses

The total estimated Issue Expenses are Rs. 87.42 Lakhs, which is 11.56% of the total Issue Size. The details of the Issue Expenses are tabulated below:

Activity	(Rs. in Lakh) *	As a % of Estimates Issue Expenses	As a % of Issue Size
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Lead Manger Fees	22.00	25.17	2.91
Fees Payable to Registrar to the Issue	0.50	0.57	0.07
Fees Payable for Advertising and Publishing Expenses	2.50	2.86	0.33
Fees Payable to Regulators including Stock Exchanges	4.00	4.58	0.53
Payment for Printing & Stationery, Postage, etc.	2.50	2.86	0.33
Fees Payable to Auditor, Legal Advisors and other Professionals	3.00	3.43	0.40
Others (Fees payable for Marketing & distribution expenses, Selling Commission, Brokerage, Processing Fees*, Underwriting fees and Miscellaneous Expenses)	52.92	60.54	7.00
<b>Total</b>	<b>87.42</b>	<b>100.00</b>	<b>11.56</b>

*Selling commission payable to the SCSBs on the portion for Retail Individual applicants and Non-Institutional applicants, which are directly procured by the SCSBs, would be as follows*

<i>Portion for Retail Individual Applicants*</i>	<i>0.35% of the Amount Allotted* (plus applicable taxes)</i>
<i>Portion for Non-Institutional Applicants*</i>	<i>0.15% of the Amount Allotted* (plus applicable taxes)</i>

*\*Amount allotted is the product of the number of Equity Shares Allotted and the Issue Price. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE.*

*No uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing 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/ CRTAs/ CDPs and submitted to SCSB for blocking, would be as follows:*

<i>Portion for Retail Individual Applicants</i>	<i>₹10 per valid Application Form (plus applicable taxes)</i>
<i>Portion for Non-Institutional Applicants</i>	<i>₹10 per valid Application Form (plus applicable taxes)</i>

*Notwithstanding anything contained above the total processing fee payable under this clause will not exceed ₹1 lakh (plus applicable taxes) and in case if the total processing fees exceeds ₹1lakh (plus applicable taxes) then processing fees will be paid on pro-rata basis.*

*The processing fees for applications made by Retail Individual Applicants using the UPI Mechanism would be as follows:*

<i>Members of the Syndicate/ RTAs/ CDPs (uploading charges)</i>	<i>₹10 per valid application (plus applicable taxes)</i>
<i>Sponsor Bank - Axis Bank Limited</i>	<i>₹7 per valid Application Form* (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI 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.</i>

*Notwithstanding anything contained above in this clause the total Uploading charges/ Processing fees payable to Members of the Syndicate/ RTAs/ CDPs for applications made by RIBs (up to ₹200,000), Non-Institutional Applicants (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism and in case if the total uploading charges/ processing fees exceeds Rs 1 lakh (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis.*

*Selling commission on the portion for Retail Individual Applicants and Non-Institutional Applicants which are procured by Registered Brokers, CRTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers would be as follows:*

<i>Portion for Retail Individual Applicants</i>	<i>0.35% of the Amount Allotted* (plus applicable taxes)</i>
<i>Portion for Non-Institutional Applicants</i>	<i>0.15% of the Amount Allotted* (plus applicable taxes)</i>

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

*Bidding charges payable to the Registered Brokers, CRTAs/ CDPs on the portion for RIBs and Non-Institutional Applicants which are directly procured by the Registered Brokers or CRTAs or CDPs and submitted to SCSB for processing, would be as follows:*

<i>Portion for Retail Individual Applicants*</i>	<i>₹10 per valid application (plus applicable taxes)</i>
<i>Portion for Non-Institutional Applicants*</i>	<i>₹10 per valid application (plus applicable taxes)</i>

*\* Based on valid applications*

*Notwithstanding anything contained above the total uploading/ bidding charges payable under this clause will not exceed Rs.1 lakh (plus applicable taxes) and in case if the total uploading/ bidding charges exceeds Rs 1 lakh (plus applicable taxes) then uploading charges will be paid on pro-rata basis.*

*The selling commission and bidding charges payable to Registered Brokers the CRTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE.*

*All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Bank Agreement. Further, 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 SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021*



### Proposed Schedule of Implementation:

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:

(Rs. In Lakhs)

S. No.	Particulars	Amount to be deployed and utilized in
		F.Y. 22-23
1.	Purchase of vehicle for commercial purpose	233.42
2.	Purchase of Containers for expansion of the NVOCC division;	206.39
3.	To meet working capital requirements	200.00
4.	General Corporate Purpose	28.77
5.	Issue Expenses	87.42
	<b>Total</b>	<b>756.00</b>

### Funds Deployed and Source of Funds Deployed:

M/s CAS & Co., Chartered Accountants vide their certificate dated September 21, 2022 have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

Particulars	Amt (Rs. in Lakh)
Issue Expenses	13.07
<b>Total</b>	<b>13.07</b>

### Sources of Financing for the Funds Deployed:

M/s CAS & Co., Chartered Accountants vide their certificate dated September 21, 2022 have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

Particulars	Amt (Rs. in Lakh)
Internal Accruals	13.07
<b>Total</b>	<b>13.07</b>

### Appraisal

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on available quotations and management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including but not limited to variations in interest rate structures, changes in our financial condition and current commercial conditions of our Business and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

### Shortfall of Funds

Any shortfall in meeting the fund requirements will be met by way of internal accruals and or unsecured Loans.

### Bridge Financing Facilities

As on the date of the Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

### Monitoring Utilization of Funds

As the size of the Issue will not exceed Rs.10,000 Lakhs, the appointment of Monitoring Agency would not be required as per Regulation 262(1) of the SEBI ICDR Regulations. Our Board and the management will monitor the utilization of the Net Issue Proceeds through our audit committee. Pursuant to Regulation 32 of the SEBI Listing Regulations, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.



### **Interim Use of Proceeds**

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

### **Variation in Objects**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would 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, as may be prescribed by SEBI, in this regard.

### **Other confirmations**

There are no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel, in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoters, our Directors or key managerial personnel except in the normal course of business and in compliance with the applicable laws.

## **BASIS FOR ISSUE PRICE**

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Our Business**” and its financial statements under the section titled “**Financial Information of the Company**” beginning on page 23, 89 and 136 respectively of the Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue Price will be determined by our Company in consultation with the LM on the basis of the quantitative and qualitative factors as described below. The face value of the Equity Shares is Rs. 10.00 each and the Issue Price is Rs. 28, which are 2.8 times of the face value.

## **QUALITATIVE FACTORS**

We believe the following business strengths allow us to successfully compete in the industry and the following are our primary competitive strength:

- a) Integrated, end-to-end logistics services and solutions
- b) Our existing Network
- c) Storage capabilities
- d) Strong knowledge and expertise of our promoters.
- e) Diverse customer base across many sectors.

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “**Our Business**” beginning on page 89 of the Prospectus.

## **QUANTITATIVE FACTORS**

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled “**Financial Information of the Company**” on page 136 of this Prospectus.

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

### **1. Basic & Diluted Earnings per share (EPS) (Face value of Rs. 10 each), as adjusted for change in capital:**

As per the Restated Financial Statements;

Sr. No	Period	Consolidated	Weights
1.	Period ending March 31, 2022	8.28	3
2.	Period ending March 31, 2021	2.62	2
3.	Period ending March 31, 2020	1.68	1
	<b>Weighted Average</b>	<b>5.29</b>	

Notes:

- i. The figures disclosed above are based on the Restated Financial Statements of the Company as adjusted with the effect of issue of Bonus shares.
- ii. The face value of each Equity Share is Rs.10.00.
- iii. Earnings per Share has been calculated in accordance with **Accounting Standard 20 – “Earnings per Share”** issued by the Institute of Chartered Accountants of India.
- iv. The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV.
- v. **Basic Earnings per Share** = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of equity shares outstanding during the year/ period
- vi. **Diluted Earnings per Share** = Net Profit/ (Loss) after tax, as restated attributable to equity shareholders / Weighted average number of diluted potential equity shares outstanding during the year/ period.

**Price Earning (P/E) Ratio in relation to the Issue Price of Rs. 28**

Particulars	(P/E) Ratio
P/E ratio based on the Basic & Diluted EPS, as restated for period ending March 31, 2022.	3.38
P/E ratio based on the Weighted Average EPS, as restated.	5.29

Industry P/E Ratio*	
Highest (Mahindra Logistics Ltd)	99.30
Lowest (Allcargo Logistics Ltd)	10.61
<b>Industry Average</b>	<b>48.36</b>

\*For the purpose of industry, we believe the companies engaged in the same sector or engaged in the similar line of business segment, however, they may not be exactly comparable in terms of size or business portfolio on a whole with that of our business. Average PE have been calculated based on the PE of the Peer company i.e. Ritco Logistics Ltd., Allcargo Logistics Ltd & Mahindra Logistics Ltd.

**Note:**  
i. The P/E ratio has been computed by dividing Issue Price with EPS.  
ii. P/E Ratio of the company is based on the Annual report of the company for the year 2021 and stock exchange data dated September 20, 2022.

#### Return on Net worth (RoNW)\*

Sr. No	Period	Consolidated	Weights
1.	Period ending March 31, 2022	38.81	3
2.	Period ending March 31, 2021	20.07	2
3.	Period ending March 31, 2020	16.09	1
	<b>Weighted Average</b>	<b>28.78</b>	

\*Restated Profit after tax/Net Worth

**Note:**  
i. The RoNW has been computed by dividing net profit after tax (excluding exceptional items) with restated Net worth as at the end of the year/period

#### 4. Net Asset Value (NAV) per Equity Share:

Sr. No.	NAV per Equity Share*	Consolidated
a)	As at March 31, 2022	21.33
b)	As at March 31, 2021	13.05
c)	As at March 31, 2020	10.43
d)	NAV per Equity Share after the Issue	23.10
e)	Issue Price	28.00

\*The above NAV has been calculated giving the effect of Bonus Shares

**Note:**  
i. The NAV per Equity Share has been computed by dividing restated networth with weighted average number of equity shares outstanding at the end of the year/period.

#### 6. Comparison of Accounting Ratios with Industry Peers

Name of Company	Current Market Price (Rs.)	Face Value (Rs.)	EPS * (Rs.)	PE	RoNW (%) *	Book Value (Rs.)	Total Income (Rs. in crores)
Cargosol Logistics Limited	28.00	10.00	8.28	3.38	38.81	21.33	200.72
<b>Peer Group</b>							
Ritco Logistics Ltd	234.00	10.00	6.65	35.19	13.13	50.64	596.70
Allcargo Logistics Ltd	399.70	2.00	37.68	10.61	27.21	144.30	20114.41
Mahindra Logistics Ltd	512.40	10.00	5.16	99.30	5.85	82.18	4095.22

**Notes:**

- (i) *Source – Annual report of the company for the year 2022 and stock exchange data dated September 20, 2022. For our Company, we have taken CMP as the issue price of equity share. Further, P/E Ratio is based on the CMP of the respective scrips.*
- (ii) *The EPS, NAV, RoNW and revenue from operations of the Company are taken as per Restated Financial Statement for the Financial Year 2021-22 as adjusted with the effect of Bonus Issue.*
- (iii) *NAV per share is computed as the closing net worth divided by the closing outstanding number of paid up equity shares as adjusted with the effect of Bonus Issue.*
- (iv) *P/E Ratio of the company is based on the Annual report of the company for the year 2022 and stock exchange data dated September 20, 2022.*
- (v) *RoNW has been computed as net profit after tax divided by closing net worth.*
- (vi) *Net worth has been computed in the manner as specifies in Regulation 2(1) (hh) of SEBI (ICDR) Regulations, 2018.*
- (vii) *The face value of Equity Shares of our Company is Rs. 10/- per Equity Share and the Issue price is 2.8 times the face value of equity share.*

The Issue Price of ₹ 28 has been determined by our Company in consultation with the LM and will be justified by us in consultation with the LM on the basis of the above information. Investors should read the abovementioned information along with "**Our Business**", "**Risk Factors**" and "**Restated Financial Statements**" on pages 89, 23 and 136 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "Risk Factors" or any other factors that may arise in the future and you may lose all or part of your investments.

## **STATEMENT OF SPECIAL TAX BENEFITS**

To,  
The Board of Directors,  
**Cargosol Logistics Limited**  
502, Swaroop Arcade, Sahar Road, Andheri - East, Mumbai - 400099, Maharashtra, India

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

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

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

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

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

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

### **Limitations:**

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/Prospectus or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

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

**For, M/s. C A S & Co.**  
**Chartered Accountants**  
**FRN: 111075W**

Sd/-  
Sajjan Kanodia  
(Partner)  
M. No. 048047  
UDIN: 22048047AJRUGF2020

**Date:** May 26, 2022

**Place:** Mumbai

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

The information provided below sets out the special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act, 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

**INVESTORS ARE ADVISED TO CONSULT THEIR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN THEIR PARTICULAR SITUATION.**

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

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

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

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

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

#### **NOTES:**

1. The above Annexure of special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
2. The above Annexure covers only the special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This Annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
3. The above Annexure of special tax benefits is as per the current direct tax laws relevant for the assessment year 2023-24. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.
4. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.
5. A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ('the Amendment Act, 2019') with effect from Financial Year 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/ incentives. The option under section 115BAA of the Act once exercised cannot be subsequently withdrawn for any future financial year. The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ('MAT') under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available. In such a case, the Company is not allowed to claim any of the following deductions/ exemptions under the Act: -
  - Deduction under the provisions of Section 10AA.
  - Deduction under clause (iia) of sub-section (1) of Section 32 (additional depreciation).
  - Deduction under section 32AD or Section 33AB or Section 33ABA
  - Deduction under section 35(2AA) or section 35(2AB)
  - Deduction under section 35AD or Section 35CCC or 35CCD
  - Deduction under any provisions of Chapter VI-A other than the provisions of Section 80JJAA or Section 80M of the Act;
  - No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above;
  - No set off of any loss or allowance for unabsorbed depreciation deemed so under Section 72A of the Act, if such loss or depreciation is attributable to any of the deductions referred above.



6. Lower corporate tax rate under Section 115BAA of the Act and Minimum Alternate Tax ('MAT') credit under section 115JAA of the Act which are in general available may not be treated as special tax benefits.
7. The Company has evaluated and decided to exercise the option permitted under Section 115BAA of the Act for the purpose of computing its income-tax liability with effect from Financial Year 2019-20.
8. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
9. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

**For, M/s. C A S & Co.**  
**Chartered Accountants**  
**FRN: 111075W**

Sd/-  
Sajjan Kanodia  
(Partner)  
M. No. 048047  
UDIN: 22048047AJRUGF2020

**Date:** May 26, 2022  
**Place:** Mumbai

## **SECTION V – ABOUT THE COMPANY**

### **INDUSTRY OVERVIEW**

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

#### **Global Scenario:**

Global growth is expected to moderate from 5.9 in 2021 to 4.4 percent in 2022, half a percentage point lower for 2022 than in the October World Economic Outlook (WEO), largely reflecting forecast markdowns in the two largest economies. A revised assumption removing the Build Back Better fiscal policy package from the baseline, earlier withdrawal of monetary accommodation, and continued supply shortages produced a downward 1.2 percentage-points revision for the United States. In China, pandemic-induced disruptions related to the zero-tolerance COVID-19 policy and protracted financial stress among property developers have induced a 0.8 percentage-point downgrade. Global growth is expected to slow to 3.8 percent in 2023. Although this is 0.2 percentage point higher than in the previous forecast, the upgrade largely reflects a mechanical pickup after current drags on growth dissipate in the second half of 2022. The forecast is conditional on adverse health outcomes declining to low levels in most countries by end-2022, assuming vaccination rates improve worldwide and therapies become more effective.

Elevated inflation is expected to persist for longer than envisioned in the October WEO, with ongoing supply chain disruptions and high energy prices continuing in 2022. Assuming inflation expectations stay well anchored, inflation should gradually decrease as supply-demand imbalances wane in 2022 and monetary policy in major economies responds.

Risks to the global baseline are tilted to the downside. The emergence of new COVID-19 variants could prolong the pandemic and induce renewed economic disruptions. Moreover, supply chain disruptions, energy price volatility, and localized wage pressures mean uncertainty around inflation and policy paths is high. As advanced economies lift policy rates, risks to financial stability and emerging market and developing economies' capital flows, currencies, and fiscal positions—especially with debt levels having increased significantly in the past two years—may emerge. Other global risks may crystallize as geopolitical tensions remain high, and the ongoing climate emergency means that the probability of major natural disasters remains elevated.

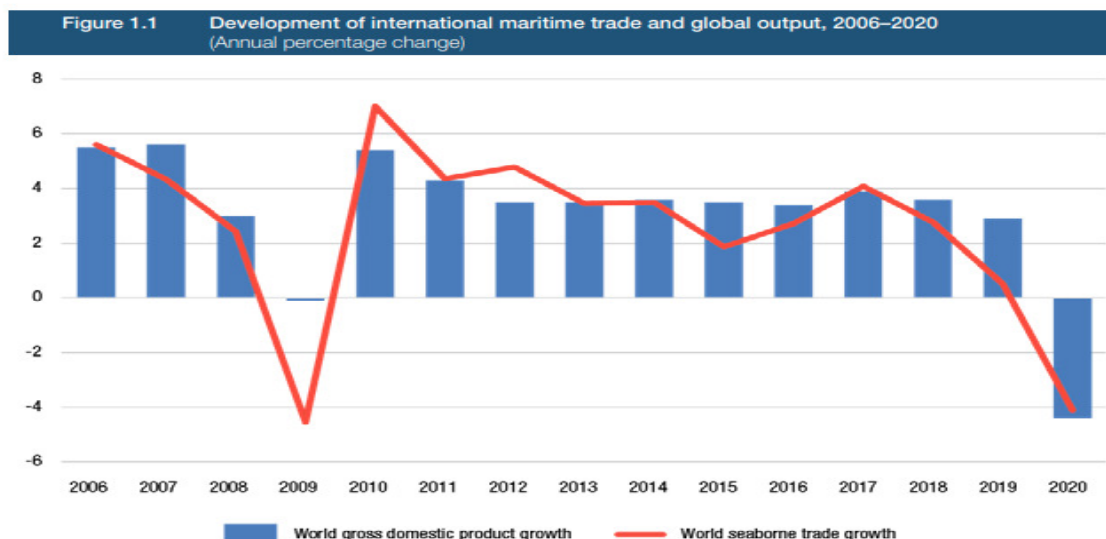
With the pandemic continuing to maintain its grip, the emphasis on an effective global health strategy is more salient than ever. Worldwide access to vaccines, tests, and treatments is essential to reduce the risk of further dangerous COVID-19 variants. This requires increased production of supplies, as well as better in-country delivery systems and fairer international distribution. Monetary policy in many countries will need to continue on a tightening path to curb inflation pressures, while fiscal policy—operating with more limited space than earlier in the pandemic—will need to prioritize health and social spending while focusing support on the worst affected. In this context, international cooperation will be essential to preserve access to liquidity and expedite orderly debt restructurings where needed. Investing in climate policies remains imperative to reduce the risk of catastrophic climate change.

(Source - <https://www.imf.org/en/Publications/WEO/Issues/2022/01/25/world-economic-outlook-update-january-2022>)

#### **Maritime trade lost momentum in 2019 and came under pressure in 2020**

Owing to the slowdown in the world economy and trade, growth in international maritime trade stalled in 2019 and reached its lowest level since the financial crisis of 2008–2009. After rising moderately (2.8 per cent) in 2018, volumes expanded at a marginal 0.5 per cent in 2019. A number of factors weighed on the performance of maritime trade. These included trade policy tensions; adverse economic conditions and social unrest in some countries; sanctions; supply-side disruptions, such as the Vale dam collapse in Brazil and Cyclone Veronica in Australia; and low oil demand growth. UNCTAD estimates the total volume of maritime trade in 2019 at 11.08 billion tons.

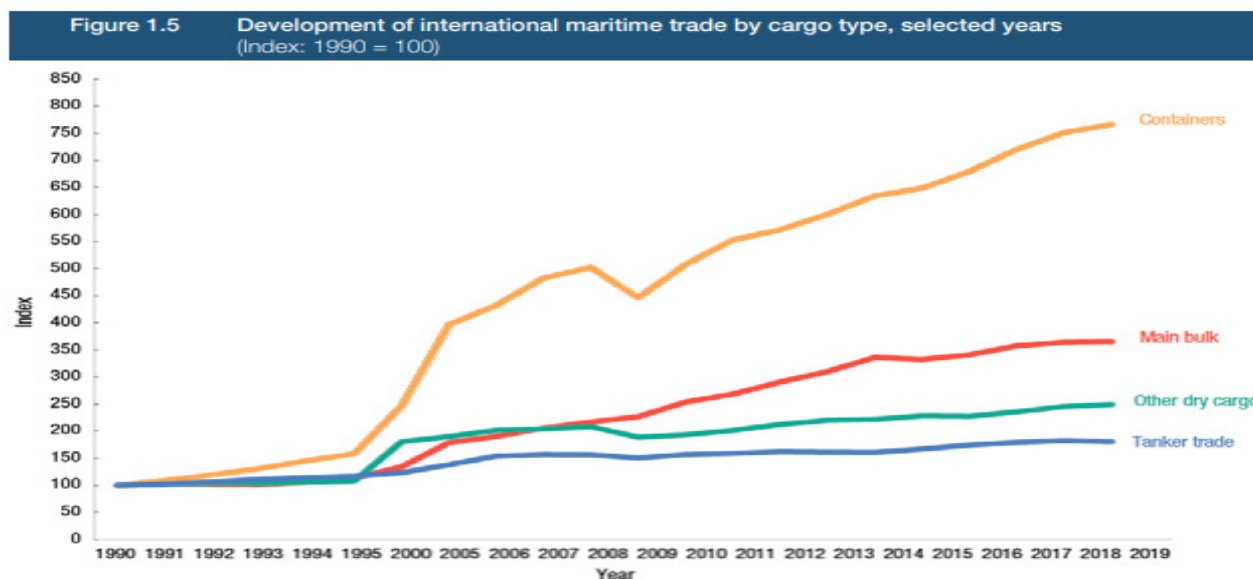
Growth in maritime trade decelerated in line with the slowdown in world GDP growth. Data also point to a negative outlook for 2020, with world GDP and maritime trade projected to contract by 4.1 per cent. The onset of the pandemic in early 2020 and its fallout on world economies, travel, transport and consumption patterns, as well as manufacturing activity and supply chains, are causing a global recession in 2020. See section C for a more detailed discussion on the pandemic and its implications for maritime transport and trade.



Source: UNCTAD calculations, based on the *Review of Maritime Transport*, various issues, data from UNCTADstat and table 1.12 of this report.

### Demand and supply-side pressures weighed on key market segments

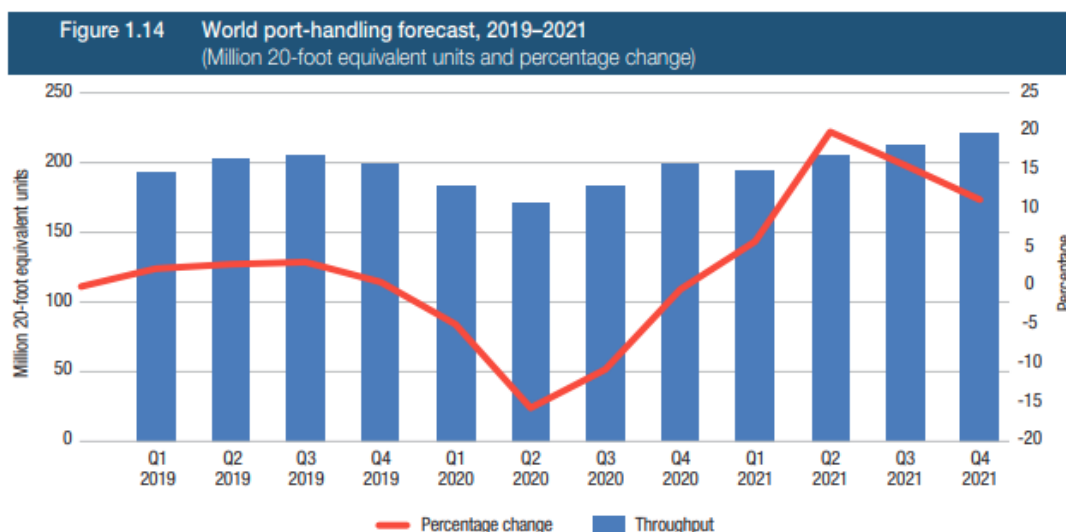
Since the onset of the shale revolution in the United States, developments in the country's energy sector have played a significant role in shaping global tanker trade. This was apparent throughout 2019, with a decline in United States crude oil imports and a rise in its long-haul exports. Overall tanker trade contracted by 1 per cent in 2019, owing to lower volumes of crude oil and refined petroleum products.



Source: UNCTAD, *Review of Maritime Transport*, various issues. For 2006–2019, the breakdown by cargo type is based on Clarksons Research, 2020a, *Shipping Review and Outlook*, spring 2020 and *Seaborne Trade Monitor*, various issues.

### Shrinking port volumes in 2020 and need for more storage space

According to a baseline scenario provided by Drewry, global port container throughput is expected to contract by 7.3 per cent in 2020. The contraction could amplify and reach 12 per cent if the negative scenario is upheld. As shown by the quarterly trends, global container port volumes collapsed in the second quarter of 2020 at the height of the pandemic. Port volumes in 2021 will vary, depending on the scenario. Projected figures range between another contraction of 3 per cent and a jump of more than 10 per cent (Drewry, 2020f). The range of scenarios shows how unpredictable and volatile the short-term outlook can be.



Source: Drewry baseline forecast; Drewry, 2020e, 2020 Container Forecaster Update, quarter 1, May.

Several ports reported an increase in port and terminal utilization due to a rise in imported essential goods, such as grains (rice, wheat). Other ports reported that traders began storing liquid bulk commodities in anticipation of future commodity price developments. Another situation faced by ports relates to the automotive industry, as many new cars were not collected, due to a collapse in sales, which resulted in the overcrowding of relevant storage areas. Storage space has also been used in cases where transit container shipping programmes have been suspended. For example, the Mediterranean Shipping Company applied the suspension of transit while using some of the world's leading trans-shipment hubs (Bremerhaven, Germany; Busan, the Republic of Korea; King Abdullah port, Saudi Arabia; Lomé; Rodman port, PSA Panama International Terminal, Panama; and Asyaport, Tekirdağ, Turkey). As reported in the experience shared by the Mediterranean Shipping Company, this allowed shippers to benefit from advance yard storage and start moving goods early in anticipation of resumption in demand.

Container ports will have an important role to play inservicing the migrating trade. The new locations will need to prepare for the potential growth in volumes. For example, Cambodia and Indonesia are said to have shortfalls in port capacity, that is, to handle more traffic and larger vessels. In Vietnam, the major beneficiary of recent changes in container trade patterns, port capacity is considered suitable, although the country may need to invest in deepwater berths capable of handling larger vessels and direct calls. Closing the infrastructure gap in the region is estimated to require over \$12 billion in investment (Drewry, 2020g).

### Vertical integration between shipping companies, terminal operators and inland logistics intensifies:

From 2010–2020, container shipping companies sought to expand their services offer to include shipping, terminal operations and inland logistics to reduce exposure to volatile freight rates and generate alternative revenue streams providing end-to-end logistic solutions.

Similarly, terminal operators are engaging in vertical integration by taking greater control of inland logistics and aiming to provide integrated service offerings and generate more value. Examples of these developments in 2020 include Maersk's acquisition of a customs brokerage firm and a warehousing and distribution services provider (JOC.com, 2020c), CMA CGM's partnership with an online platform that links couriers to online retailers (Lloyd's List, 2019b) and DP World's acquisitions in the global feeder network, as well as freight forwarding services providers (The Loadstar, 2020b).

A recent study of a representative group of ports in Latin American and Caribbean countries (Argentina, the Bahamas, Brazil, Colombia, Jamaica, Mexico, Panama and Peru) suggests that a significant proportion of container volumes in the region (see table 2.12) is handled at port terminals controlled by shipping companies that are part of the three major alliances (2M, Ocean Alliance and THE Alliance) (Sánchez, forthcoming).

From the perspective of port development, terminal investments by shipping lines can have a positive impact. For example, these investments can make it possible to secure more capital investment to upgrade port facilities to serve ever-larger vessels, increase efficiency and service reliability, and reduce costs and operating times (Zhu et al., 2019). Yet, increased vertical integration between

shipping and port services could also discourage other lines from calling at ports, limit choices available to shippers and influence approaches to terminal concessions.

## Overview of Indian Economy

### 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<sup>7</sup> 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 suboptimal modal mix, fragmented regulatory/Institutional regime, warehousing and packaging losses, shortage of skilled manpower, sub optimal fleet size and lack of inter-modal terminals.

Improvement in Logistics is the cornerstone of the Government's push towards achieving Aatma Nirbhar Bharat. Various initiatives are being taken by the Central and State/UT 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.

### Database of respondents

The respondent set included the following categories of logistics industry stakeholders:

- Transport Service Provider - Road Operators, Rail Operators, Container Train Operators, Shipping Lines and Airline Operators.
- Terminal Infrastructure Service Provider - Port Operators, Air Cargo Terminal Operators, Warehouse Operators, Container Freight Station, Inland Container Depot
- Logistics Service Provider – Freight Forwarder, Express Carrier, Air Cargo Agent, Multimodal Transport Operator
- Trader/Shipper – End-users of Logistics services both in EXIM and Domestic segments

Exhibit 5: Stakeholder categories for LEADS survey

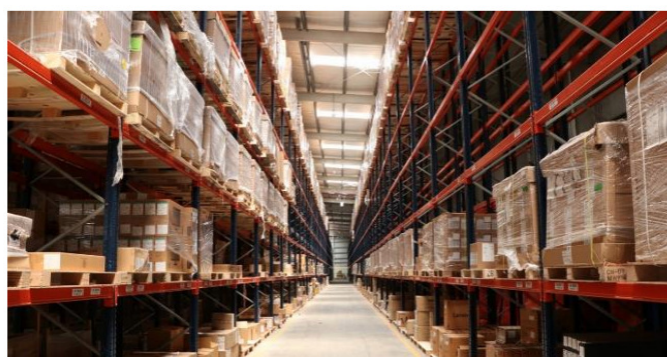
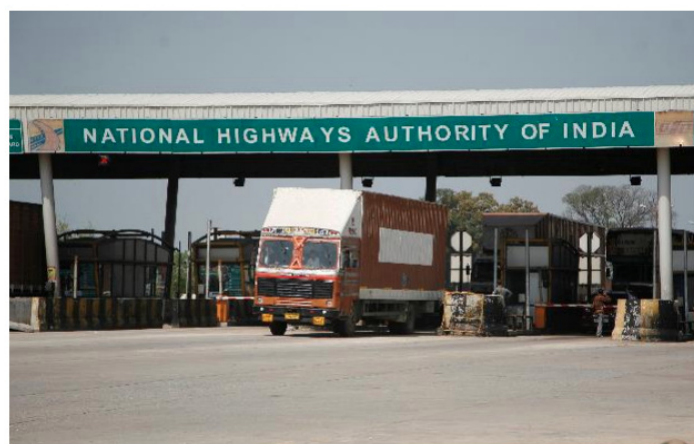
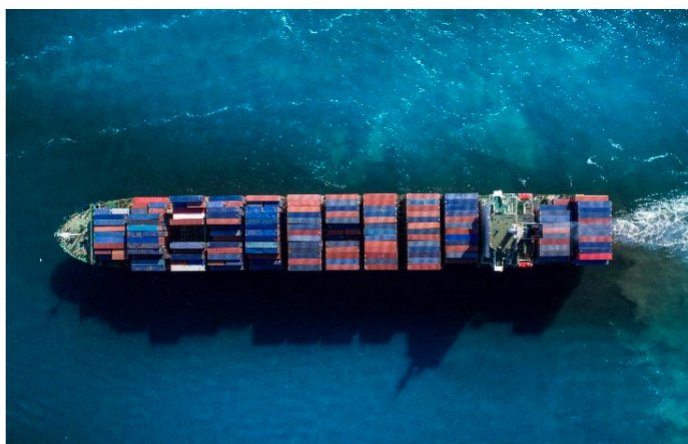


Logistics is an ever-evolving industry in India, stretching from long coasts to deserts, hilly terrains, and plains. As a result, evaluating the whole Country as one logistics ecosystem is near impossible. Different regions have their challenges with varying responses. Yet, if logistics performance is to be assessed for them all on a common platform, logistics infrastructure and its management had to be broken down into indicators that covered all aspects comprehensively. For LEADS 2021, the overall construct of indicators focused on Infrastructure, Services and Regulatory Environment, like in previous studies. The three constructs mapped the entire gamut of



experiences a user has in the logistics value chain. These three broad constructs were broken down into 17 specific indicators (5 for infrastructure, 9 for services and 3 for regulatory), which granularly captured every component explicitly. Since objectivity has been introduced for the first time in Index formation for LEADS 2021 exercise, 4 additional parameters (Range Scaled EoDB Ranks, TIES Outlay, States' Logistics Enabling Initiatives and Assessment of Variables for Logistics Ease) were incorporated to assess the States' performance based on data. Thus, the universe of indicators for the current year stood at 21.

Top three States namely Gujarat, Haryana and Punjab have emerged as the top performers across perception indicators – infrastructure, services and regulatory. Western India led by Gujarat and Maharashtra exhibit good performance on nearly all perception indicators leading to infer that the States have a well-established logistics ecosystem in conjunction to the current demand. Southern India on the other hand has fared average to good range across indicators. Similarly, east India has witnessed an average rating across parameters in LEADS 2021. Barring a few States, Overall Operating and Regulatory Environment across States has been registered in average to good range. In northern region Haryana, Punjab and Uttar Pradesh endorse of good scores across infrastructure, services, and regulatory categories. Andhra Pradesh, Uttar Pradesh, Telangana, Madhya Pradesh, and Jharkhand are best performing States in Range Scaled EoDB Ranks. Andhra Pradesh and Tamil Nadu also fare well in availing TIES subsidy for creation of infrastructure for export promotion. Majority of the States have reported average to good in in the parameter of Assessment of Variables of Logistics Ease (State logistics enabling initiatives).



Source: [https://commerce.gov.in/wp-content/uploads/2021/11/LEADS-2021-Report\\_Final.pdf](https://commerce.gov.in/wp-content/uploads/2021/11/LEADS-2021-Report_Final.pdf)

## FREIGHT TRANSPORT IS CRITICAL TO INDIA'S GROWING ECONOMY

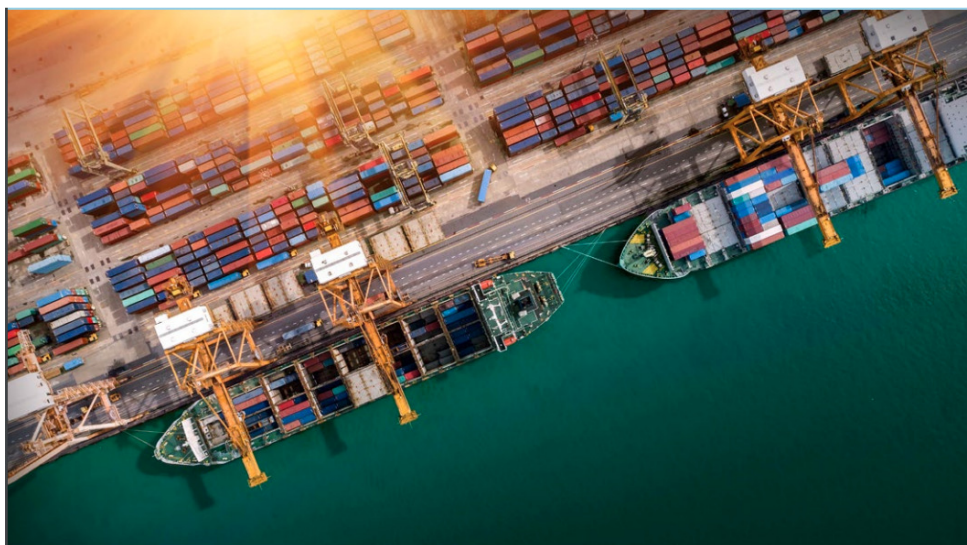
India has been the world's fastest-growing major economy for four of the past five years, due to rising demand for goods and services. The movement of goods across the country and beyond its borders has created economic opportunities for millions of India's citizens.

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 build out 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.



### SHIFTING TO COST-EFFECTIVE, CLEAN FREIGHT TRANSPORT CAN SAVE THREE BILLION TOE OF ENERGY

India's cumulative energy consumption from freight transport between 2020 and 2050 under a business as usual (BAU) scenario will be around 5.8 billion tonnes of oil equivalent (TOE). However, India can reduce this energy consumption by 50 percent under an efficient scenario through three opportunity areas:

- Increasing the share of rail transport
- Optimizing truck use
- Promoting use of fuel-efficient vehicles and alternative fuels

**These opportunities will also lead to the following benefits:**

**Reduced logistics costs** – India has set a target of reducing the logistics costs as a share of GDP from 14 percent currently to 10 percent by 2022, which can save up to INR 10 lakh crore.

**Reduced carbon emissions and improved air quality** – India can save 10 gigatonnes of CO<sub>2</sub>, 500 kilo tonnes of particulate matter (PM) and 15 million tonnes of nitrogen oxide (NO<sub>x</sub>) caused by freight transport by 2050.

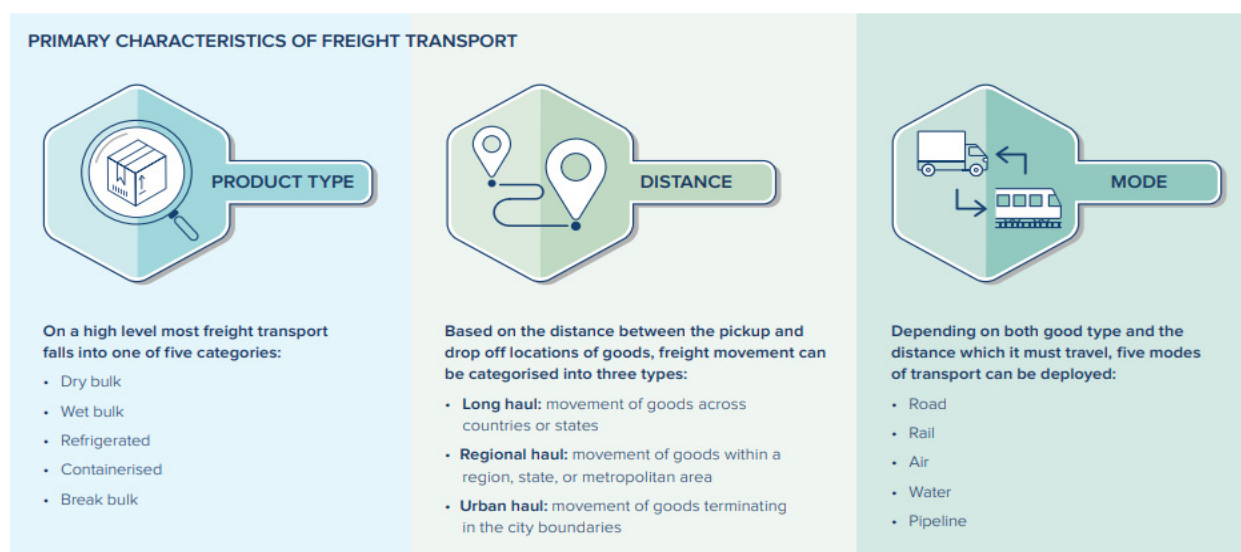
**Less truck traffic on roads** – Improved mode share and efficient logistics can reduce the vehicular-freight activity by 48 percent in 2050 over a BAU scenario.

This new freight paradigm will also lead to higher economic growth, more employment opportunities, better public health, and enhanced logistics productivity, which will meet many of India's development goals

### LOGISTICS REFERS TO THE PROCESS OF MOVING AND STORING GOODS AS THEY MAKE THEIR WAY TO THE CONSUMER

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.

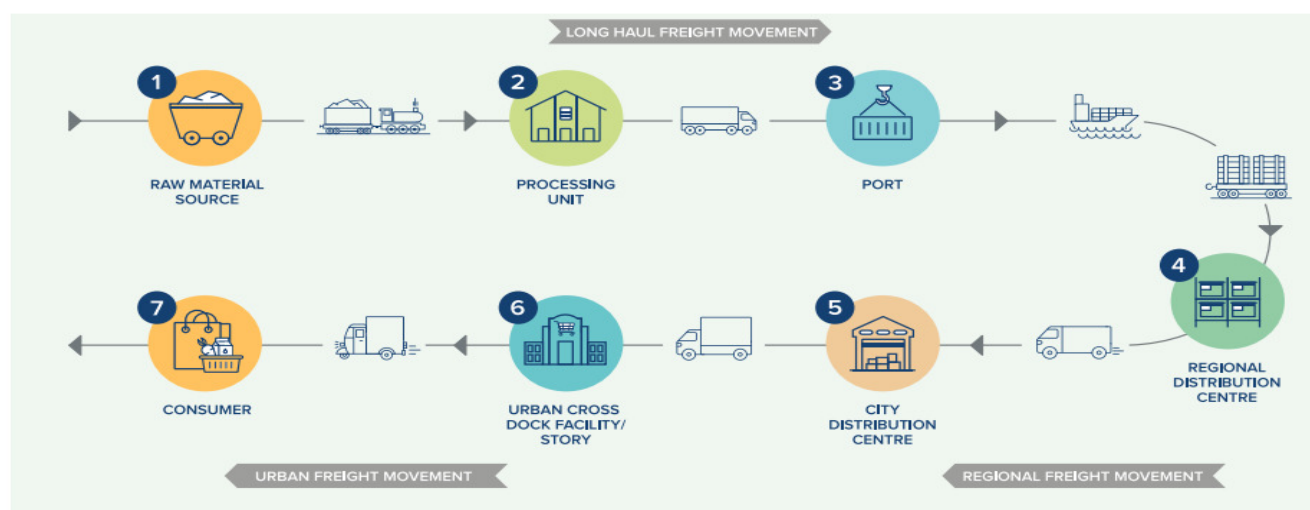


Exhibit 1-1 Supply chain of goods across various modes

## INDIAN LOGISTICS INDUSTRY

India'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 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.

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

- 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.

#### **INVENTORY MANAGEMENT CAN BE IMPROVED THROUGH HIGH-QUALITY WAREHOUSES AND OPTIMISED SITING**

Warehousing is an important part of any supply chain, especially when it comes to inventory management. Depending on the purpose, warehousing infrastructure can include logistics parks, consolidation centres, multimodal parks, regional warehouses, and distribution centres. The size of the warehouses can be managed according to consumer demand. Higher inventory aggregation at large centralised warehouses reduces inventory holdings but also increases lead times. So hitting the right balance is an important part of distribution network design.

There are three factors to consider making warehousing more efficient:

- 1) Quality,
- 2) siting, and
- 3) processes.

The three are interrelated. For example, digitisation can improve the quality of a warehouse, while siting can be simplified through digital processes. Improving quality of warehouses and digitising processes support streamlined loading operations, leading to lower detention time for trucks and improved load factors. Optimised warehouse siting minimises distance to the customer, and hence reduces vehicle travel and lead times. Thus, improving warehousing efficiency supports optimised truck use.

India's warehousing sector has started to attract big investments over the past two years. Between 2017 and 2019, investment in India's warehousing sector was INR 25,400 crore. On the supply side, the warehousing space is expected to increase from 169 million sq ft in 2019 to 344 million sq ft in 2022. This growth is a result of market conditions such as increased e-commerce demand and the emergence of 3PL players. The 3PLs play an important role in shaping the future market. They provide integrated services for warehouse management, network optimisation and dispatch planning. They have expertise in supply chain efficiencies and ability to achieve economies of scale and potential to invest in higher quality warehousing. With increase in 3PL penetration, India's warehousing market is expected to rapidly deploy world-class infrastructure, technology and processes.

(Source: <https://www.niti.gov.in/sites/default/files/2021-06/FreightReportNationalLevel.pdf>)

## **OUR BUSINESS**

*The following information should be read together with the more detailed financial and other information contained in the sections “Risk Factors”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Restated Financial Statements” beginning on pages 23, 174 and 136, respectively. Some of the information in this section, including information with respect to our plans and strategies, contains forward looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” on page 16 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

### **Business Overview**

Our Company is a complete 3 PL (third-party logistics) service provider, delivering end-to-end solutions in the logistics and supply chain domain involving multimodal transport operations (MTO), owning and operating container, sea and air freight, transportation, warehousing, custom clearance services and handling of project cargo. As on the date of this Prospectus, we operate a fleet of 12 commercial vehicles which are owned by us and apart from this, we also hire third party transport operators in case of high demand and business feasibility. We also provide warehousing facilities with our customers and our warehouses are well connected to several manufacturing and consumption clusters located at Thane, Maharashtra. We also handle NVOCC (Non Vessel Owning Common Carrier) facility for the sectors like Indian Sub-continent, Middle East, Upper Gulf, South East Asia and part of Europe through our slot arrangements with feeder operator as well as with main line operators.

We started the business of freight forwarding as a partnership firm under the leadership of our promoters in the year 2004 under the name and style of “Cargosol Logistics” and have, since then, we have consistently grown our presence, enhanced the scope of our services, and increased our capabilities and expertise with continuous learning and upgradation. We have over the years developed ourselves and increased the ambit of our services covering critical services which are required to execute end-to-end logistic needs. These include Multimodal Transportation, Contract Logistics, Regulatory Compliance, warehousing and related Value-Added Services. We are also engaged in handling of project cargo, which is a specialized activity requiring detailed planning and technical expertise. The comprehensive project handling service includes designing and execution of customized solutions tailored to meet specific customer requirements for the transport of high value specialized equipment’s such as power plants, windmills stations etc. from one location to another using multiple modes of transport. These assignments are generally handled on a turnkey contract basis.

Our Company is headquartered in Mumbai and has presence in major locations such as Kalamboli, Pune, New Delhi, Chennai and warehouse located at Thane. Our international logistics operations are supported by a network of logistic service partners and vendors with whom we enter into cooperation agency agreements that enables us to service client requirements across India and abroad. We deliver international logistic services by using air, sea and surface, as modes of transportation. We have a Multi-Modal Transport Operator’s License and an IATA Accreditation for servicing our customers’ requirements. Multi-Modal Transport Operator’s License enable us to issue a single negotiable multimodal transport document covering multiple modes of transport and position ourselves as an independent player in this field thus strengthening our revenue model. We also undertake work related to regulatory compliance services such as customs clearance and industry-specific solutions for which we have entered into an agreement with OFS Cargo Private Limited who have a valid Custom House Agent’s License.

The growth of our company starts with the idea of our promoters namely Mr. Roshan Kishanchand Rohira and Mr. Samuel Janathan Muliylil. With an experience of around 30 years in the logistics and shipping industry, Mr. Roshan Kishanchand Rohira has mastered knowledge in functions like documentation, customer service, operations, and finance and Mr. Samuel Janathan Muliylil with an experience of around 29 years has developed a remarkable expertise in technical, operations and sales & marketing in the logistics and shipping industry. Under the leadership of our promoters and the support of our employees we have evolved ourselves from a freight & forwarding company to a full-scope 3 PL (third-party logistics) service provider, delivering end-to-end solutions in the logistics and supply chain domain to our customers including project and heavy-lift logistics solutions involving movements of odd and oversized cargo.

Our customers operate in various sectors across India, including automotive and heavy engineering, telecom, food and agro, fast-moving consumer goods (“FMCG”), paint and dairy. 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.

Over the years, we have nurtured our capabilities and specialized 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. The comprehensive project handling service includes undertaking the route survey for designing and executing customized solutions tailored to meet specific customer requirements for the transport of high-



value specialized equipment such as power plants, windmills stations, turbines, boilers, etc. from one location to another using multiple modes of transport.

### Our Certifications and Accreditations

- World Cargo Alliance (WCA)
- JC Trans
- ISO 28000 Certified
- AMTOI Membership

### Financial Snapshot

For the year ended on March 31, 2022, 2021 and 2020 our total revenue as per Restated Financial Statements were Rs. 200.72 crores, Rs. 103.59 crores and Rs. 64.12 crores respectively. Further, our Profit before Tax for the year ended March 31, 2022, 2021 and 2020 as per Restated Financial Statements were Rs. 6.21 crores, Rs. 1.96 crores and Rs. 1.25 crores respectively.

### Our Locations

Purpose	Address
Registered Office & Head Office	502, Swaroop Arcade, Opp. Adarash Indl Est, Andheri East, Mumbai – 400099, Maharashtra, India.
Transport Division Office	A-125, Steel Chamber Tower, Steel Market, Kalamboli Navi, Mumbai-410208, Maharashtra, India.
Branch Office	Office No.125, Akshay Complex, Dhole Patil Road, Pune – 411001, Maharashtra, India
	B/101 Vaishnav Apartments, Dr. Charat Singh Colony, A.G. Link Road, Andheri (E), Mumbai 400093, Maharashtra, India.
	E-144, Kalkaji New Delhi – 110019, India.
	Zafarullah Tower, 2 <sup>nd</sup> Floor 2C, Old#126 New#257, Angappan Street, Parry's Corner, Chennai, Tamil Nadu 600001, India.
Warehouse	Survey No.105, Plot No.95/96, Pimpri Village, MP Road, Dahisar Mori, Dist Thane, Navi Mumbai – 400612, Maharashtra, India.
Godown	Building no.10, Shop No. 6, Star City, Khandala, Satara, Shirwal 415521, Maharashtra, India.
	Shop no. 11, Gokul Horizon Cooperative Society, Thakur Village, Western Express Highway, Kandivali East Mumbai 400101, Maharashtra, India.

### Major areas of Operation:

We believe in a technology enabled third party logistics service providing model. This enable us to be flexible and seek alternatives that can be customized to the specific needs of our customers'. As a logistics and supply chain company, the scope of our services includes the following:

1. **NVOCC (Non-Vessel Operating Common Carriers)** – We started NVOCC operations in 2011, with our owned and leased fleet of standard containers, special equipment, refrigerated containers, etc. Under the NVOCC services, we have firm arrangements with ship owners, charters, and shipping lines for the transportation of cargo. We have slot arrangements with the feeder operator as well as with mainline operators which enable us to procure onboard space on the vessel on commercially viable terms which are then sold to our customers. We actively liaise with shipping lines, port agents, local carriers, and others for the movement of shipments thus taking on responsibility for safe and time-bound delivery across the world.

As of now we currently operate in the sectors of the Indian Sub-continent, Middle East, Upper Gulf, South East Asia and part of Europe. We specialize in handling ODC shipments. We currently operate a fleet of containers comprising of 20' GP, 40' HC, 20' Reefer, 40' Reefer, 40' O/T type containers.



**2. Logistics & Transportation** – Under the logistic & transportation services we are specialized in all type of transportation being ocean freight, air freight, and surface transportation or being multi-model transportation.

- a. **Ocean Freight:** We specialize in arranging and coordinating all activities for shipping sensitive 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 contacts with multiple carriers make us a single-source logistics window for all products moving through the supply chain. Over the years, our high volumes and excellent networks have enabled us to obtain the best shipping terms and conditions, including reasonable freight rates, priority services among other benefits. 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 you navigate through the complexities of international shipping. Some of the salient features are -

- Consolidation of cargo
- Multimodal transportation by sea/air/road
- Custom clearance services
- Cargo insurance services
- Pick-up, packing options, delivery, and distribution
- Complete documentation service
- Sensitive freight – Dry/Liquid/Bulk/Perishables/hazardous goods

- b. **Air Freight:** Over the year we have established relationships with global airline carriers, assure 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 account managers 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 cargo
- Door-to-Door Express Products

- c. **Surface Transportation**–This service involves the transportation of the client’s goods over the land. The surface transportation services are undertaken through company-owned vehicles and also sometimes through third-party service providers. Our surface transportation services clearly define the transit times giving our customers the security to budget reliably and track the smooth transition of goods. We offer fast and reliable services to deliver goods in flawless condition, operating on the principle of care and perfection. Some of the salient features are:

- Transportation of general cargo.
- Transportation of heavy and over-dimensional consignment.
- Feasibility study for the transportation of heavy and over-dimensional cargo.
- Specialized transportation of very heavy consignments by hydraulic axle trailers.
- Unloading of cargo at site.

- d. **Rail transport** – We also provide rail logistics services across India supported by cutting-edge logistics management. We meet the complex needs of rapidly changing rail transport services with our distinctive strategies for generating group synergy. To



ensure the speedy and safe delivery of your products by railway freight services across India, we scrutinize the rail supply and logistics chain and check that cargo is handled appropriately. The rail transport services that we offer include:

We have a Multi-Modal Transport Operator's License for servicing our customer's requirements. By rail, barge, 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. We have through our subsidiary; group companies and our network of third-party service providers created a strong network which is specialized in both sea and air shipments. Based on our experience and expertise, we adapt the best routes, documentation, schedules, and regulatory compliances, opening a completely new spectrum of growth towards trade.

3. **Warehousing & Distribution** – Our warehouse is located at Survey No.105, Plot No.95/96, Pimpri Village, MP Road, Dahisar Mori, Dist. Thane, Navi Mumbai. The warehouse offers comprehensive warehousing solutions, supported by trained manpower and excellent managerial services.

Our warehouse is well-equipped with:

- End to end surveillance
- Material handling (Standard & Non-standard cargo, ODC Shipments, Perishables, Volatile goods)
- 24X7 in-house + outsourced trained manpower
- Remote location packaging
- MHE / HPT / Forklift / Reach Trucks
- Epoxy Flooring with 16 tons per sq. ft. load capacity



4. **Projects & Bulk Break** – We specialize in handling project cargo that calls for special care, attention, and expertise. We cater to a range of industries, like oil, gas, construction, energy, maritime, mining, and heavy machinery, inclusive of engines for maritime and shore-side, terminal equipment, power plants, and windmills. We are well equipped to handle complex transport logistics, whether it is cargo shipped as Break Bulk (BB), Heavy Lift (HL), or Out of Gauge (OOG). We also undertake project cargo comprising of over-dimensional (ODC) and over-weight cargo (OWC).

With our expert technical team and our experience as an MTO, our relationship with shipping lines and vendors, and our vast network, we are adept to provide customized solutions tailored to meet specific customer requirements. 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.

5. **Other related value-added services** - We also provide certain value-added services as a part of our logistic, distribution, and warehousing services –

- **Custom Clearance** - We have entered into an agreement with OFS Cargo 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.
- **Door to Door Delivery** – From the shipper's door to the consignee's door, we take complete responsibility for the delivery service. We serve as a 'single window' continuously monitoring shipments from their origin until their destination. We close all communication gaps while interacting between different agencies involved. Thus, making us a go-to service provider in the supply chain industry.
- **Palletization** – Our value-added services include palletization of export consignments. We assure safe loading and unloading of your products, involving fumigation of pallets. With the assurance that the base of the pallets is accessible for all pallet jacks with minimum damage.
- **Chartering** - Our chartering services cover vessel sourcing and on-site supervision for routes and un-conventional cargo. We provide vessel chartering services from Indian ports to destinations across the world. Our expertise covers the break bulk of both liquid and dry cargo, handled by our efficient networks and teams. Our salient features include sourcing vessel to match cargo requirements, voyage estimation, offering charters on basis of the voyage, period, and up to date market intelligence including port C.O.A., monitoring the vessel for compliance to charter party requirements, handling full post-fixture and account tracking, demurrage dispatch calculations, up to date market intelligence including port information.
- **LCL consolidation** - We offer Import or Export consolidation for consignees/shippers with multiple suppliers. Rather than small shipments, we can consolidate our vendor's cargo into a full container for maximum container utilization and cost efficiency of our customers. Our consolidation service offers the advantages of competitive freight rates, reduced risk of pilferage, and reduced packing costs. We make all arrangements for combining of goods at the origin.

## **OUR COMPETITIVE STRENGTH**

### ***A. 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. Our range of services involves multimodal transport operations (MTO), owning and operating container, sea and air freight, transportation, warehousing, custom clearance services and handling of project cargo. 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. We provide our clients with value added services such as packaging, quality checks and custom clearance. 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.

### ***B. Our existing Network***

We have tapped markets across the countries by establishing a strong and symbiotic relationship through our network with international companies through our subsidiary, associate and group companies. We have also entered into cooperation agency agreements with many parties across the globe in countries like Finland, Greece, China etc. As per the terms of the agreement we have authorized those parties to operate on a non-exclusive basis as the agent of Cargosol and we will operate on a non-exclusive basis as

an agent of those parties in India. These agreements have helped us to expand our geographical presence to different part of the globe. We have also created a strong network through our sister concerns located in Dubai, United Kingdom, Canada and Hong Kong. Our ability to develop mutually beneficial partnerships with large international players has enabled us to further expand our reach outside India by leveraging their global networks without having to incur additional fixed costs.

Apart from these companies, over the year we have 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.

### ***C. Storage capabilities***

We have established our warehouse which can be used by our customers to help them store their products. The warehouse is equipped with all the necessary requirements for proper handling, safety and security of the cargo like end to end surveillance, material handling equipments like MHE / HPT / Forklift / Reach Trucks, trained manpower, packaging facility and Epoxy Flooring with storing high load capacity. Warehousing facility services allows the customer to keep their goods in our warehouse which can be delivered based on the requirement of the customers or for storing of the goods which are waiting for clearance or approval.

We do handle all kinds of goods with efficiency, ensuring safety and privacy. We also conduct regular quality control checks on entry and exit of goods. Our warehouse located at Survey No.105, Plot No.95/96, Pimpri Village, MP Road, Dahisar Mori, Dist. Thane, Navi Mumbai which is equipped to store all kind of goods safely before being transported to its final destination. We have an experienced team of equipment handlers, which ensures careful handling of goods.

### ***D. Strong knowledge and expertise of our promoters.***

Our promoters have a strong knowledge of the logistic and warehousing management. Under their leadership we have shaped our company and build domain knowledge of specific logistics requirements in a variety of sectors such as Power, Heavy Engineering, Pharmaceutical, Telecom & Retail. This domain knowledge combined with our capabilities of end-to-end logistics management enables us to offer customised solutions in these customers' requirements. We have an experienced management team which we believe has positioned our business well for continued growth and development. Our management team has significant experience in the areas of finance, logistic, freight and forwarding business. We believe that the knowledge and experience of our management team provides us with a significant competitive advantage as we seek to grow in our existing markets and enter new segments and geographies.

### ***E. Diverse customer base across many sectors.***

Our customer base spans many sectors, including retail, pharmaceutical, telecom, automotive and heavy engineering, food and agro, FMCG, paint and dairy. Our large client-base across various industry verticals has enabled us to cross-leverage the know-how and best practices that we have acquired from our experience with a set of clients across a wider spectrum of clients. We have a diversified customer base in each of the sectors we serve, including Indian corporate groups and multinational companies. We believe we are well positioned in the logistics industry in India, given our experience and infrastructure suited to serve a wide range of sectors. Over the years, we have built strong customer relations, demonstrating the value proposition we provide and positioning us for expected further growth. Our service quality, reach and efficiency in business processes have led to customer stickiness. Due to this, our customers have also steadily increased the volume of business they undertake with us over time.

## **OUR BUSINESS STRATEGIES**

### ***A. 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.



### ***B. Identifying new customers and continue to diversify our revenues from different industry verticals***

We are able to target a large customer base due to our experience of dealing with customers across multiple sectors, which provide us with a significant competitive advantage. Our strategy also includes marketing customised solutions to target customers and analysing their business processes to propose a comprehensive solution to their warehousing, logistic and supply chain needs. Our senior management focuses on customer account management for existing customers and new business development. With our multi-industry exposure and by leveraging the network of our senior management, we have access to many potential customers across varied sectors. Apart from expanding our reach to new customers, we aim to increase our revenues and margins by expanding the range of services we offer to existing customers. Our company also intends to enter into segment related to renting of construction equipment. As our customers continue to grow and their supply chains increase in size and complexity, we intend to focus on expanding the range of services for which they rely on us, cater to new geographies in which they operate and expand our services into their new product lines.

### ***C. Continue to focus on technology upgradation***

We believe that technological play a key role in helping us effectively manage our operations, maintain controls, and support our efforts to client satisfaction levels. We intend to continue to acquire technology systems to increase productivity, improve operating efficiencies, and strengthen our competitive position. We will continue to automate major processes in our business to improve process efficiency, reduce costs and offer customer satisfaction. Technology can help us identify strategic warehouse locations, provide transportation and distribution solutions to meet market expectation. We intend to continue to develop our technology systems to increase asset productivity, improve operating efficiencies, and strengthen our competitive position. Going forward, we will focus on the areas set out below –

- Advanced transportation management system
- Advanced warehouse management service for faster accessibility to the markets.
- Advanced employee transportation management service for enhanced user experience.
- Using analytics to support real time decision making and operations support.

### ***D. Focus on new warehouses***

In order to take advantage of the business expansion opportunities, we intend to obtain leasehold or license rights over large, multi-user, integrated warehouses in certain specific well-connected and central locations in India. Our present warehouses are well connected to several manufacturing and consumption clusters in India. Addition of new warehouse in different locations is likely to emerge and position ourselves to ideally serve our clients' needs. We will have the capability to provide a wide variety of warehousing and value-added services from these warehouses. We will continue to focus on increasing the utilization rates of our new warehouses by continuing to attract new clients.

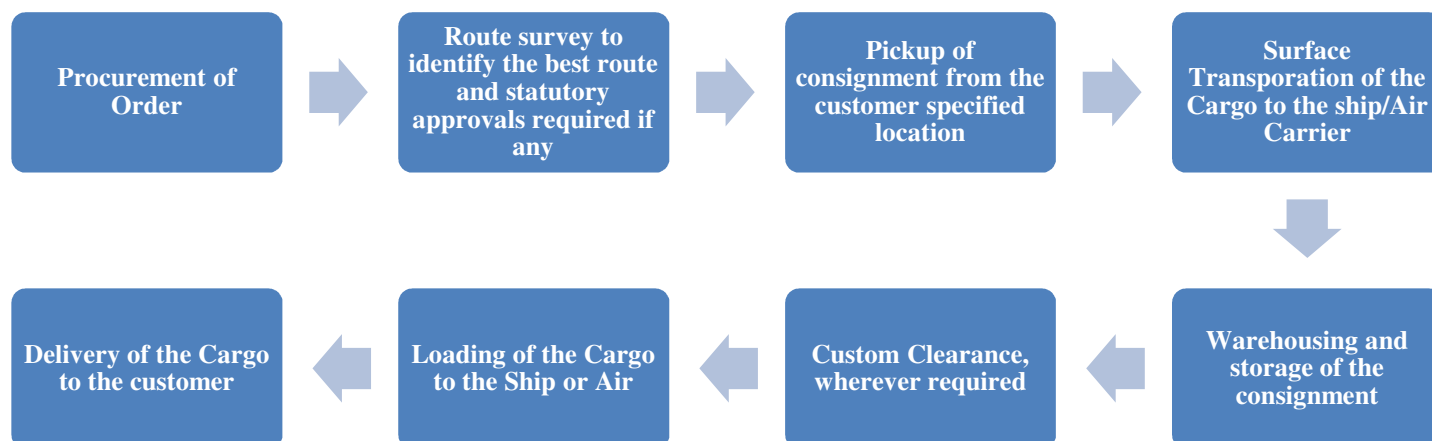
### **Industries served**

Over the years with the intent to cater to all needs of our customers, we have focused, nurtured, and leveraged in building domain focus in our Company. Our customers belong to various industry sectors across India, including automotive and heavy engineering, telecom, food and agriculture produce, fast-moving consumer goods ("FMCG"), chemicals, infrastructure, technology, electrical & electronic White goods, pharmaceutical, power, paint, and dairy. We have a diverse customer portfolio including multinationals, domestic and the MSME, servicing many of India's industries across various sectors. We procure orders from our customers by way of direct relationship with customers and their representatives.

Each of these sectors has unique considerations that we must take into account in optimizing our service offerings to our customers. For instance, logistics in the FMCG, food & agricultural sector are complex given that the products typically have a short shelf life and require strict monitoring to ensure that customers receive products with adequate shelf-life. Our infrastructure and processes enable us to handle increased throughput for both perishable food products and non-perishable FMCG products.

We are specialized in handling pharmaceutical products, along with the necessary documentation and various departmental approvals to comply with the export norms of India. Our company excels in handling complete logistics for dangerous and hazardous cargo. Our business vertical is cemented in expert knowledge and technical know-how. Human and environmental concerns take top priority, as we comply with rules and regulations. We are prepared to handle cargo like flammable liquids, flammable solids, toxic substances, corrosives and miscellaneous dangerous goods. We adhere to ICAO, IATA and IMDG regulations for the transportation and safe handling of all types of dangerous goods.

## 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

Our Company does not have any export obligation as on date of this Prospectus.

## OUR FLEET

We currently operate a fleet of around 200 containers comprising of 20' GP, 40' HC, 20' Reefer, 40' Reefer, 40' O/T type containers. The container type to be used is based on the type of the material to be transported and the size depends on the quantity of the material to be transported. We also have a fleet of around 12 transport vehicle which are used in our business of which 9 are 20FT, one 40FT vehicle, one tempo & one pick-up. Apart from the containers and transport vehicles mentioned above we also take them on lease basis from third party vendors which is purely on demand basis.

## COLLABORATIONS/TIE UPS/ JOINT VENTURES: -

In the normal course of our business, we have not entered into any collaborations/tie ups/ joint ventures. However, our company have entered into mutual cooperation or agency agreements with parties located in countries like Finland, Greece, China, Vietnam, Sri Lanka, Iran, Singapore, Bangladesh, UAE etc. for their logistic business under a Principal and agent relationship for inward and outward movement of the cargo and performing all required operations and documentation work for the Containerized cargo.

## COMPETITION: -

The industry in which we operate is unorganized and fragmented with many small and medium-sized companies. Logistics being a global industry, we face competition from various domestic and international players. We compete with other service provider on the basis of service quality, price and reliability. While these factors are key parameters in client's decisions matrix in availing service, we try to offer the best quality service at economical price. Although a number of companies compete with us on a regional basis, only a limited number of companies compete with us in all of our geographic markets. We believe that the scale and scope of our operations allow us to meet our customers' requirements.

Major competitors include Expeditors International, Allcargo logistics Ltd., CEVA Logistics, Om Freight Forwarders Pvt. Ltd., Mahindra Logistics Limited and other national or international players engaged in the Logistic industry.

## SALES AND MARKETING

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 Marketing team through their vast experience and good rapport with clients owing to timely and quality delivery of service play an instrumental role in creating and expanding a work platform for our Company. To retain our customers, our marketing team, along with the promoters and senior management and middle management team of our company who have vast experience regularly interact with them and focus on gaining an insight into the additional needs of such customers.

We pride ourselves in providing 'Cargo solutions in an ever-changing world'. Our one-stop total logistic solution approach helps us cater to varying market bases and clientele. Our sales and marketing team is driven to customize solutions to maximize client service and satisfaction. The long tenure of our workforce helps us in an in-depth understanding of the industry and its changing trends at a micro and macro level.

## 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.

**In-house ERP Software:** - We have customized in-house ERP 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 84 Employees and apart from the same we also employ contract labour 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:-

Categories	No of Employees
Senior Management Personnel	06
Managers	11
Executives	50
Staff Level	2
Drivers	15
<b>Total</b>	<b>84</b>

## INSURANCE: -

We maintain a range of insurance policies to cover our assets, risks, and liabilities. As of the date of this Prospectus, we have obtained various insurance policies such as-

- Vehicle insurance
- Employee health insurance
- Office premises insurance (from fire, theft, and natural disasters)
- Group Term insurance
- Documentation insurance policy – Bill of lading (BL)
- Marine Container Policy




We constantly evaluate the risks in an effort to be sufficiently covered for all known risks. We believe that the amount of insurance coverage presently maintained by us represents an appropriate level of coverage required to insure our business and operations and is in accordance with the industry standard in India. Although, many events could cause significant damages to our operations, or expose us to third-party liabilities, whether or not known to us, for which we may not be insured or adequately insured, which may expose us to certain risks and liabilities.

#### PROPERTY: -

#### Intellectual Property: -

The Details of trademark used by the Company is: -

Sr. No.	Brand Name/Logo/ Trademark	Class	Nature of Trademark	Owner	Application Number and Date	Status
1.		39	CARGOSOL (Wordmark)	Cargosol Logistic Private Limited	5106675 & August 27, 2021	Registered

#### IMMOVABLE PROPERTY: -

Details of our properties are as follows: -

Sr. No	Details of the Properties	Actual Use	Owned/Leased/ License	Licensor/ Lessor/ Vendor/Landlord	Consideration/ Lease Rental/ License Fees
1.	502, Swaroop Arcade, Sahar Road Andheri East, Mumbai – 400099	Registered Office	Owned	M/s. C S Constructions	Purchased from M/s. C S Constructions for a consideration of Rs. 37,93,125 vide an agreement to sale dated August 31, 2006
2.	501 A, Swaroop Arcade, Sahar Road Andheri East, Mumbai – 400099	Mumbai Office	Owned	M/s. C S Constructions	Purchased from M/s. C S Constructions for a consideration of Rs. 29,00,625 vide an agreement to sale dated August 31, 2006
3.	501 B, Swaroop Arcade, Sahar Road Andheri East, Mumbai – 400099	Mumbai Office	Owned	Sanjay N Mistri HUF	Purchased from Sanjay N Mistri HUF for a consideration of Rs. 48,50,000 vide agreement of sale dated January 28, 2021
4.	601, Swaroop Arcade, Sahar Road Andheri East, Mumbai – 400099	Mumbai Office	Rented	Wilson Sandhu Logistics India Ltd.	Vide a Rent Agreement dated February 07, 2022 for a period of 24 months, valid from January 01, 2022 to December 31, 2023 at monthly rent of Rs. 100000/-.
5.	B/101 Vaishnav Apartments, Dr. Charat Singh Colony, A.G. Link Road, Andheri (E), Mumbai 400093	Branch Office	Owned	Smt. Kamini Ramesh Biyala	Purchased from Smt. Kamini Ramesh Biyala for a consideration of Rs. 6,51,000 vide agreement of sale dated August 27, 2004.
6.	Shop no. 11, Gokul Horizon cooperative society, Kandivali East Mumbai 400101	Godown	Owned	Mr. Ashwin P Seth	Purchased from Mr. Ashwin P Seth for a consideration of Rs. 24,51,000
7.	Survey No.105, Plot No.95/96, Pimpri Village, MP Road, Dahisar Mori, Dist Thane, Navi Mumbai – 400612	Warehouse	Rented	M/s Mannu Carrier Corporation	Vide a Rent Agreement dated July 01, 2020 for a period of 4 years, valid till June 30, 2024 at monthly rent of Rs. 575000/- plus GST.
8.	Y G Sonawane, Starcity	Pune	Rented	Mr. Yuvraj	Vide a Rent Agreement dated May 18,

	Building no. 10, Shop No. 6, Shirwal, Khandala – 415803	Godown 350 Sq Ft		Sonawane	2019 for a period of 33 months, valid till May 18, 2022 at monthly rent of Rs. 7865/-.*
9.	Zafarullah Tower, 2nd Floor 2C& D, Old#126 New#257, Angappan Street, Parry's Corner, Chennai 600001	Branch Office	Rented	Mr. Mohamed Labier	Vide a Rent Agreement dated February 01, 2022 for a period of 11 months, at monthly rent of Rs. 17000/- including maintenance.
10.	E-144, Kalkaji New Delhi – 110019	Branch Office	Rented	Mr. Sanjeev Kohli and Mr. Rajiv Kohli	Vide a Rent Agreement dated May 01, 2022 for a period of 11months, valid till March 31, 2023 at monthly rent of Rs. 22000/-.
11.	Office No.125, Akshay Complex, Dhole Patil Road, Pune – 411001	Branch Office	Rented	Mr. Chandan Gobindram Dadlani	Vide a Rent Agreement dated November 03, 2020 for a period of 22 months valid from September 01, 2020 to June 30, 2022, at monthly rent of Rs. 31500/-.*
12.	A-125, Steel Chamber Tower, Steel Market, Kamboli Navi Mumbai-410208	Transport division office	Owned	Vaishali Uttam Kanse	Purchased from Vaishali Uttam Kanse for a consideration of Rs. 19,50,000 vide agreement of sale dated March 31, 2021

*\*the period of rent agreement has expired and the company is yet to renew the same.*

## **KEY INDUSTRIAL REGULATIONS AND POLICIES**

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that may be 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.*

*The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local bye-laws. The following is an overview of the important laws, regulations and policies which are relevant to our business in India. Certain information detailed in this chapter has been obtained from publications available in the public domain. The description of law, regulations and policies set out below are not exhaustive, and are only intended to provide general information to bidders and is neither designed nor intended to be a substitute for professional legal advice.*

*In addition to what has been specified in this Prospectus, taxation statutes such as the Income Tax Act, 1961 and Central Goods and Services Tax Act, 2017, various labour laws and other miscellaneous laws apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled “**Government and Other Approvals**” beginning on page no 189 of this Prospectus.*

Depending upon the nature of the activities undertaken by our Company the following are the various regulations applicable to our company

### **INDUSTRY RELATED LAW**

#### ***Warehousing (Development and Regulation) Act, 2007 (the “Warehousing Act”)***

The Warehousing Act was notified and came into effect on September 19, 2007. The Warehousing Act prescribes, among other things, the form and manner of registration, development and regulation of warehouses. The Warehousing Act also provides for setting up of a Warehousing Development and Regulatory Authority (the “WDRA”) which comprises a chairman and not more than two other members. The WRDA has the duty to regulate and ensure implementation of the provisions of the Warehousing Act and promote orderly growth of the warehousing business. The powers and functions of the WRDA include, amongst others, (i) to regulate the process of pledge, creation of charges and enforcement thereof in respect of goods deposited with the warehouses; (ii) to promote efficiency while conducting the warehouse business; (iii) to promote professional organizations connected with the warehousing business; (iv) to maintain a panel of arbitrators and to nominate arbitrators from such a panel in disputes between warehouses and warehouse receipt holders; and (v) to determine the rate of, and levy, the fee and other charges for carrying out the provisions of the Warehousing Act.

#### ***Warehousing Regulations, 2016***

Public Warehouse Licensing Regulations, 2016, the Special Warehouse (Custody and Handling of Goods) Regulations, 2016 and the Private Warehouse Licensing Regulations, 2016 (collectively, the “Warehousing Regulations”) govern the issue of public, private and special warehouse licenses to different categories of applicants. The Warehousing Regulations stipulate the conditions for grant of warehouse licenses and also set out other requirements in relation to validity, surrender and transferability of the said licenses.

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

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

### ***Carriage by Air Act, 1972***

The Act came into force on 15th May, 1973 and shall extend to whole of India. The rules apply to all international carriage of persons, luggage or goods performed by aircraft for reward. They apply also to such carriage when performed gratuitously by an air transport undertaking.

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

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

### ***Motor Vehicles Act, 1988 (the "Motor Vehicles Act")***

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

The Central Motor Vehicles Rules, 1989, is a set of rules prescribed under the Motor Vehicles Act, which lay down the procedures for licensing of drivers, driving schools, registration of motor vehicles and control of transport vehicles through issue of tourist and national permits. It also lays down rules concerning the construction, equipment and maintenance of motor vehicles and insurance of motor vehicles against third party risks.

### ***International Commercial Terms ("Incoterms")***

Incoterms are standard trade definitions most commonly used in international sales contracts. Devised and published by the International Chamber of Commerce ("ICC"), they are at the heart of world trade. ICC introduced the first version of Incoterms in 1936. Most contracts made after January 01, 2000 will refer to the latest edition of Incoterms, which came into force on that date. The correct reference is "Incoterms 2000". Unless the parties decide otherwise, earlier versions of Incoterms - like Incoterms 1990 - are still binding if incorporated in contracts that are unfulfilled and are dated before January 01, 2000. The latest version of Incoterms is designed to bring Incoterms in line with the latest developments in commercial practice. Correct use of Incoterms goes a long way to providing the legal certainty upon which mutual confidence between business partners must be based. Among the best-known Incoterms are EXW (Ex works), FOB (Free on Board), CIF (Cost, Insurance and Freight), DDU (Delivered Duty Unpaid), and CPT (Carriage Paid To).

### ***Uniform Customs and Practice for Documentary Credits ("UCP")***

This revision of the Uniform Customs and Practice for Documentary Credits (commonly called "UCP") is the sixth revision of the rules since they were first promulgated in 1933. The U.P. 2007 Revision. ICC Publication no. 600 are rules that apply to any documentary credit ("credit") (including, to the extent to which they may be applicable, any standby letter of credit) when the text of the credit expressly indicates that it is subject to these rules. They are binding on all parties thereto unless expressly modified or excluded by the credit.

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

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

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

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

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

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

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

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

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

The Customs Act, 1962, as amended, ("Customs Act) regulates import of goods into and export of goods from India. Further, the Customs Act regulates the levy and collection of customs duty on goods imported into, or exported from India in accordance with the Customs Tariff Act, 1975. Under the Customs Act, the Central Board of Excise and Customs ('CBEC") is empowered to appoint, by notification, inter alia, ports or airports as customs ports or customs airports and places as ICDs. Further, all imported goods unloaded in a customs area are required to remain in the custody of a person approved by the Commissioner of Customs, appointed under the Customs Act, until cleared for home consumption or warehoused or transhipped. The CBEC can also, by notification, declare places to be warehousing stations. At such warehousing stations the assistant or deputy Commissioner of Customs may appoint public warehouses or license private warehouses. The license granted to a private warehouse is liable to be cancelled in case of any violation of the provisions of the Customs Act or the rules or regulations thereunder, or breach of any of the conditions of licenses or by giving the licensee a written notice of one month. Any importer of goods specified in the Customs Act and which have been entered for warehousing and assessed to duty, is required to execute a bond which is cancelled once all amounts due on such goods have been paid in full and the warehoused goods have been cleared for home consumption or export, as the case maybe. Further, the assistant/deputy Commissioner of Customs is authorized to permit any owner of any warehoused goods to carry out manufacture or other operations in relation to the goods stored at the warehouse, and were found necessary for development of domestic industry, the Central Government may exempt the imported materials consumed in such manufacture or other operations from the whole or part of the excess rate of duty. The warehoused goods shall be cleared for home consumption or exportation, as the case may be, upon presenting a bill of entry or bill of export, payment of requisite duty on the goods and obtaining a clearance order from the proper officer under the Customs Act. The Customs Act provides for levy of penalty and/or confiscation of, inter alia, prohibited or dutiable goods that are imported into or exported from an area that is not appointed as a customs port or customs airport or are imported or exported without payment of requisite duty. Additionally, any owner of a motor vehicle is required to obtain written permission from the Commissioner of Customs for transshipment of imported goods by a motor vehicle, pursuant to the Goods Imported (Conditions of Transshipment) Regulations, 1995.

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

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

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

Handling of Cargo in Customs Area Regulations, 2009, as amended, (Cargo Handling Regulations") are applicable to the handling of goods that are meant for import or export at ports, airports, ICDs, land customs stations and other customs areas notified under the Customs Act. The Cargo Handling Regulations prescribe conditions that must be fulfilled by an applicant to the satisfaction of the Commissioner of Customs, pursuant to which the Commissioner of Customs may approve such applicant as a customs cargo service provider initially for a period of two years, and thereafter for periods of five years each, upon review of such approval before its expiry. These conditions include, inter alia adequacy of infrastructure, equipment and manpower, safety and security of the premises for loading, unloading, handling, storing of containers and cargo and obtaining insurance for an amount equal to the average value of the goods likely to be stored in the customs area based on projected capacity. Further, the customs cargo service provider is required to bear the cost of customs officers that are posted at such customs area on cost recovery basis and execute a bond for an amount equal to the average amount of duty involved on imported goods and 10% of the value of the goods to be exported.

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

### ***The Indian Carriage of Goods by Sea Act, 1925 ("COGSA")***

The Indian Carriage of Goods by Sea Act, 1925 came into force on September 21, 1925 and extends to the whole of India. The Act provides the rules set out under the Schedule to the Act ("Rules") in relation to and in connection with the carriage of goods by sea in ships carrying goods from any port in India to any port whether in or outside India. It also provides that every bill of lading, issued in India which contains or is evidence of any contract to which the Rules apply, shall contain an express statement that it is to have effect subject to the provisions of the said Rules. The Rules also set out the responsibilities, liabilities and the rights and immunities of the carrier.

### ***The Multimodal Transportation of Goods Act, 1993 ("MTG Act")***

The MTG Act came into force with effect from April 02, 1993 and is one of the principal legislation for the purpose of governing the regulation of multimodal transportation of goods, from any place in India to a place outside India, on the basis of a multimodal transport contract (which is a contract under which a multimodal transport operator undertakes to perform or procure the performance of multimodal transportation against payment of freight) and for matters connected therewith or incidental thereto. The said Act deals in carriage of goods, by at least two different modes of transport under a multimodal transport contract, from the place of acceptance of goods in India to a place of delivery of the goods outside India. Under the MTG Act, business in multimodal transportation can commence only upon obtaining registration by the Competent Authority as defined in the Act. If the competent authority is satisfied that all the conditions under the MTG Act are satisfied it may grant a certificate to the applicant which shall be valid for a period of 3 years and which may be renewed from time to time for a further period of 3 years.



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

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

### ***Motor Transport Workers Act, 1961 ("MTWA")***

The MTWA provides for the welfare of motor transport workers and to regulate the conditions of their work. It applies to every motor transport undertaking employing five or more motor transport workers. A 'motor transport worker' means a person who is employed in a motor transport undertaking directly or through an agency, whether for wages or not, to work in a professional capacity on a transport vehicle or to attend to duties in connection with the arrival, departure, loading or unloading of such transport vehicle and includes a driver, conductor, cleaner, station staff, line checking staff, booking clerk, cash clerk, depot clerk, time-keeper, watchman or attendant.

### ***The Legal Metrology Act, 2009***

The Legal Metrology Act, 2009 ("Legal Metrology Act") 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.

### ***Consumer Protection Act, 2019 (the "Consumer Protection Act")***

The Consumer Protection Act was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, among other things, to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of "consumer" under the Consumer Protection Act includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purpose of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term, which may extend to two years and fine which may extend to rupees ten lakh, and for every subsequent offence, imprisonment for a term which may extend to five years and a fine which may extend to fifty lakh rupees.

In line with the Consumer Protection Act, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India has also notified the Consumer Protection (E-Commerce) Rules, 2020 ("**E-Commerce Rules**") which provides a framework to regulate the marketing, sale and purchase of goods and services online. The E-Commerce Rules govern e-commerce entities which own, operate, or manage a digital or electronic facility or platform for electronic commerce, and sellers of products and services.

### ***Information Technology Act, 2002 ("Information Technology Act")***

The Information Technology Act seeks to (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information; (ii) facilitate electronic filing of documents; and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The

Information Technology Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third party information liability and creates liability for failure to protect sensitive personal data.

The Information Technology Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, Ministry of Electronics and Information Technology, Government of India (“DoIT”), on April 11, 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (“IT Security Rules”) which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected and any third party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The DoIT also notified the Information Technology (Intermediaries Guidelines and Digital Media Ethics Code) Rules, 2021 (“IT Intermediaries Rules”) on February 25, 2021, requiring intermediaries 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 IT Intermediaries Rules, to disable hosting, publishing, transmission, selection or modification of such information once they become aware of it, as well as specifying the due diligence to be observed by intermediaries.

### ***The Food Safety and Standards Act, 2006 (the “FSS Act”)***

The FSS Act consolidates the laws relating to food and to establish the Food Safety and Standards Authority of India (the “Food Authority”) for setting out scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import, to ensure availability of safe and wholesome food for human consumption and for matters connected therewith or incidental thereto. The Food Authority is required to provide scientific advice and technical support to the GoI and the state governments in framing the policy and rules relating to food safety and nutrition. The FSS Act also sets out requirements for licensing and registering food businesses, general principles for food safety, and responsibilities of a ‘food business operator’ and liability of manufacturers and sellers, and adjudication process. The Food Safety and Standard Regulations, 2011 lay down duties of a Food Inspector, which, among others, include ensuring that food business operators are complying with the requirements pertaining to manufacture, handling and packaging of food articles, along with the conditions of the license granted to them for various food products.

## **GENERAL CORPORATE COMPLIANCE AND TAX RELATED LEGISLATIONS:-**

### ***The Companies Act 1956 and the Companies Act, 2013***

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013. The Companies Act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e., a One-Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act.

### ***Goods and Service Tax (GST)***

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act, 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise– goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

### ***Income Tax Act, 1961***

The Income-tax Act, 1961 (“IT Act”) is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, and Minimum Alternative Tax and like. Every such Company is also required to file its returns by 30th September of each assessment year.

### ***Professional Tax***

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

### ***Foreign Exchange Management (Export of Goods & Services) Regulations, 2015***

The aforesaid Regulations are applicable on all entities registered in India who are exporting any goods and services from India to any other foreign country. The aforesaid Regulations prescribe time period within which export value of goods and services should be realised back into India, it also prescribes certain exports for which prior approval is required from the RBI. The Regulations also prescribe certain compliances which every exporter shall comply with.

## **EMPLOYMENT AND LABOUR LAWS**

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

The main object of the Act is to eliminate all malpractices by laying down the time and mode of payment of wages as well as securing that the workers are paid their wages at regular intervals, without any unauthorised deductions. In order to enlarge its scope and provide for more effective enforcement the Act is empowering the Government to enhance the ceiling by notification in future and to ensure a speedy and effective remedy to them against unauthorized deductions and/or unjustified delay caused in paying wages to them. The Act extends to the whole of India.

### ***Employees’ Provident Fund and Miscellaneous Provisions Act, 1952 (“the EPF Act”) and the Employees Provident Fund Scheme, 1952***

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees’ provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

### ***Employees Deposit Linked Insurance Scheme, 1976***

The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

### ***The Employees' Pension Scheme, 1995***

Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

### ***Workmen's Compensation Act, 1923***

The Workmen's Compensation Act, 1923 provides that if personal injury is caused to a workman by accident during his employment, his employer would be liable to pay him compensation. However, no compensation is required to be paid (i) if the injury does not disable the workman for more than three days, (ii) where the workman, at the time of injury, was under the influence of drugs or alcohol or (iii) where the workman wilfully disobeyed safety rules.

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

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment in which 20 or more persons are employed on any day during an accounting year to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day.

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

Under the Payment of Gratuity Act, 1972, an employee in a factory or any other establishment in which 10 or more than 10 persons are employed on any day during an accounting year who is in continuous service for a period of five years notwithstanding that his service has been interrupted during that period by sickness, accident, leave, absence without leave, lay-off, strike, lock-out or cessation of work not due to the fault of the employee is eligible for gratuity upon his retirement, superannuation, death or disablement.

### ***Minimum Wages Act, 1948 ("MWA")***

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MWA, every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, manual or clerical in any employment listed in the schedule to the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA. Construction of Buildings, Roads, and Runways are scheduled employments. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed.

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

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in

which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

#### ***Equal Remuneration Act, 1979***

The Equal Remuneration Act 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith. The act was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution.

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

The Child Labour Prohibition and Regulation Act 1986 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. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule.

#### ***Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001***

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

#### ***Contract Labour (Regulation and Abolition) Act, 1970***

The Company is regulated by the provisions of the Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) which requires the Company to be registered as a principal employer and prescribes certain obligations with respect to welfare and health of contract labour. The CLRA vests responsibility in the principal employer of an establishment, to which the CLRA applies, to make an application to the concerned officer for registration of the concerned establishment. In the absence of such registration, contract labour cannot be employed in the concerned establishment. Likewise, every contractor, to whom the CLRA applies, is required to obtain a license and may not undertake or execute any work through contract labour except under and in accordance with the license issued. To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA.

#### ***The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013***

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

#### ***Industrial Disputes Act, 1947 ("ID Act") and Industrial Dispute (Central) Rules, 1957***

The ID Act and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The ID Act was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earnings salary beyond prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer,



which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment.

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

The Occupational Conditions Code received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The Occupational Conditions Code proposes to provide for, among other things, standards for health, safety and working conditions for employees of establishments, and will come into effect on a date to be notified by the Central Government.

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

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020, and proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The Industrial Relations Code, 2020 will come into effect on a date to be notified by the Central Government.

### ***Other labour law legislations***

The various other labour and employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers’ rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

- i. Child Labour (Prohibition and Regulation) Act, 1986
- ii. Transgender Persons (Protection of Rights) Act, 2019
- iii. Equal Remuneration Act, 1976
- iv. Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959
- v. The Code on Wages, 2019\*
- vi. The Code on Social Security, 2020\*\*
- vii. Various state shops and establishments legislations

*\*The GoI enacted ‘The Code on Wages, 2019’ which received the assent of the President of India on August 8, 2019. Through its notification dated December 18, 2020, the GoI brought into force sections 42(1), 42(2), 42(3), 42(10), 42(11), 67(2)(s), 67(2)(t) (to the extent that they relate to the Central Advisory Board) and 69 (to the extent that it relates to sections 7, 9 (to the extent that they relate to the GoI) and 8 of the Minimum Wages Act, 1986)) of the Code on Wages, 2019. The remaining provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976.*

*\*\*The GoI enacted ‘The Code on Social Security, 2020’ which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume several separate legislations including the Employee’s Compensation Act, 1923, the Employees’ State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers’ Welfare Cess Act, 1996 and the Unorganised Workers’ Social Security Act, 2008.*

## **INTELLECTUAL PROPERTY LEGISLATIONS:**

In-general the Intellectual Property Rights includes but is not limited to the following enactments:

- i. The Patents Act, 1970
- ii. Indian Copyright Act, 1957
- iii. The Trademarks Act, 1999

### ***Indian Patents Act, 1970***

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling,



importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

### ***The Copyright Act, 1957***

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

### ***The Trade Marks Act, 1999 (the “Trade Marks Act”)***

The Trade Marks Act governs the statutory protection of trademarks and prevention of the use of fraudulent marks in India. It provides for the application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. Under the provisions of the Trade Marks Act, an application for trade mark registration may be made with the Controller General of Patents, Designs and Trademarks by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trade mark in the future. Once granted, a trade mark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trade Marks Act. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying for trademarks. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010, simultaneous protection of trade mark in India and other countries has been made available to owners of Indian and foreign trade marks. It also seeks to simplify the law relating to the transfer of ownership of trade marks by assignment or transmission and to bring the law in line with international practices.

## **OTHER LAWS**

### ***Municipality Laws***

Pursuant to the Seventy Fourth Amendment Act, 1992, the respective State Legislatures in India have the power to endow the Municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the Municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

### ***Police Laws***

The State Legislatures in India are empowered to enact laws in relation to public order and police under Entries 1 and 2 of the State List (List II) to the Constitution of India. Pursuant to the same the respective States of India have enacted laws regulating the same along with prescribing penalties for non-compliance.

### ***Approvals from Local Authorities***

Setting up of a Factory or Manufacturing/Housing unit/Establishments entails the requisite Planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents from the state Pollution Control Board(s), the relevant state Electricity Board(s), the State Excise Authorities, Sales Tax, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

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

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as ‘void’ or ‘voidable’. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

### ***Transfer of Property Act, 1882***

The transfer of property is governed by the Transfer of Property Act, 1882 (“T.P. Act”). The T.P. Act establishes the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

### ***Registration Act, 1908***

The Registration Act, 1908 (“Registration Act”) has been enacted with the object of providing public notice of execution of documents affecting a transfer of interest in property. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. Section 18 of the Registration Act provides for non-compulsory registration of documents as enumerated in the provision.

### ***The Negotiable Instruments Act, 1881 (NI Act)***

In India, the laws governing monetary instruments such as cheques are contained in the NI Act, which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. 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 honoured by their bankers and returned unpaid.

### ***Bureau of Indian Standards Act, 2016 (the “BIS Act”)***

BIS Act was notified on March 22, 2016 and came into effect from October 12, 2017. The BIS Act establishes the Bureau of Indian Standards (BIS) as the National Standards Body of India. It has broadened BIS’s ambit and allows Central Government to make it mandatory for certain notified goods, articles, processes etc. to carry standard mark.

### ***FEMA Regulations***

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA Regulations”) & Foreign Exchange Management (Non-debt Instruments) Rules, 2019 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

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

The Arbitration and Conciliation Act, 1996 is an act 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. It aims at streamlining the process of arbitration and facilitating conciliation in business matters. The Act recognizes the autonomy of parties in the conduct of arbitral proceedings by the arbitral tribunal and abolishes the scope of judicial review of the award and minimizes the supervisory role of Courts. A significant feature of the Act is the appointment of arbitrators by the Chief Justice of India or Chief Justice of High Court. The Chief Justice may either appoint the arbitrator himself or nominate a person or Institution to nominate the arbitrator. The autonomy of the arbitral tribunal has further been strengthened by empowering them to decide on jurisdiction and to consider objections regarding the existence or validity of the arbitration agreement.

### ***The Code of Criminal Procedure Code, 1973***

It is the main legislation on procedure for administration of substantive criminal law in India. It was enacted in 1973 and came into force on 1<sup>st</sup> April, 1974. It provides the machinery for the investigation of crime, apprehension of suspected criminals, collection of evidence, determination of guilt or innocence of the accused person and the determination of punishment of the guilty.

Criminal law occupies a pre-dominant place among the agencies of social control and is regarded as a formidable weapon that society has forged to protect itself against anti-social behaviour. The law of criminal procedure is meant to be complimentary to criminal law. It is intended to provide a mechanism for the enforcement of criminal law. The Code of Criminal Procedure creates the necessary machinery for apprehending the criminals, investigating the criminal cases, their trials before the criminal courts and imposition of proper punishment on the guilty person. The Code enumerates the hierarchy of criminal courts in which different offences can be tried and then it spells out the limits of sentences which such Courts are authorized to pass.

The law of criminal procedure is intended to provide a mechanism for the enforcement of criminal law. Without the proper procedural law the substantive criminal law which defines offences and provides punishment for them would be almost worthless.

### ***The Code of Civil Procedure, 1908***

The Code of Civil Procedure, 1908 is a procedural law related to the administration of civil proceedings in India. The Civil Procedure Code consolidates and amends the law relating to the procedure of the Courts of Civil jurisdiction. The Code of Civil Procedure is an adjective law it neither creates nor takes away any right. It is intended to regulate the procedure to be followed by Civil Courts. The Civil Procedure Code consists of two parts. 158 Sections form the first part and the rules and orders contained in Schedule I form the second part. The object of the Code generally is to create jurisdiction while the rules indicate the mode in which the jurisdiction should be exercised.

The Code does not affect any special or local laws nor does it supersede any special jurisdiction or power conferred or any special form of procedure prescribed by or under any other law for the time being in force. The Code is the general law so that in case of conflict between the Code and the special law the latter prevails over the former. Where the special law is silent on a particular matter the Code applies, but consistent with the special enactment.

### ***The Essential Commodities Act, 1955***

The Essential Commodities Act, 1955 was enacted to ensure easy availability of essential commodities to the consumers and to protect them from exploitation by unscrupulous traders. The Act provides for regulation and control of production, distribution and pricing of commodities, which are declared as essential for maintaining or increasing supplies or for securing their equitable distribution and availability at fair prices.

The items declared as essential commodities under the Essential Commodities Act, 1955 are reviewed from time to time in the light of liberalized economic policies in consultation with the Ministries/Departments administering the essential commodities and particularly with regard to their production, demand, and supply.

### ***Prevention of Money Laundering Act, 2002***

Money laundering is the processing of criminal proceeds to disguise its illegal origin. Terrorism, illegal arms sales, financial crimes, smuggling, and the activities of organized crime, including drug trafficking and prostitution rings, generate huge sums. Embezzlement, insider trading, bribery and computer fraud also produce large profits and create an incentive to legitimise the ill-gotten gains through money laundering. When a criminal activity generates substantial profits, the individual or group involved in such activities route the funds to safe heavens by disguising the sources, changing the form, or moving the funds to a place where they are less likely to attract attention.

Most fundamentally, money laundering is inextricably linked to the underlying criminal activity that generates it. In essence, the laundering enables criminal activity to continue.

## **HISTORY AND CORPORATE STRUCTURE**

### **Brief history of our Company:**

Our Company was originally formed and registered as a partnership firm under the Partnership Act, 1932 in the name and style of “M/s Cargosol” (Registration No. BA-92827), pursuant to a deed of partnership dated January 23, 2004 entered between Mrs. Bhagyshree Roshan Rohira, Mrs. Stalgy Samuel Muliyl. The terms, conditions and Clauses of partnership firm was changed pursuant to supplementary deed modifying the partnership Agreement including admission and retirement of partners dated June 07, 2004, June 18, 2004 and June 25, 2010. “M/s Cargosol” was thereafter converted from a partnership firm to a private limited company under Part IX of the Companies Act, 1956 with the name of “Cargosol Logistics Private Limited” and received a certificate of incorporation from the Registrar of Companies, Deputy Registrar of Companies, Maharashtra, Mumbai on March 04, 2011 bearing CIN: U63000MH2011PTC214380. Mr. Roshan Kishanchand Rohira, Mr. Samuel Muliyl, Mrs. Bhagyshree Roshan Rohira, Mrs. Stalgy Samuel Muliyl, Mr. Sirdodkar Bishnukant Jha, Mr. Cletus William D'souza and Mrs. Benita Cletus D'souza, partners of M/s Cargosol, were the initial subscribers to the Memorandum of Association of our Company. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on February 10, 2022, our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Cargosol Logistics Private Limited” to “Cargosol Logistics Limited” vide a fresh certificate of incorporation dated March 15, 2022 issued by the Registrar of Companies, Maharashtra, Mumbai bearing CIN U63000MH2011PLC214380.

For information on our Company's profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major Vendors and suppliers, please refer the sections titled **“Our Business”, “Industry Overview”, “Our Management”, “Financial information of the Company” and “Management's Discussion and Analysis of Financial Condition and Results of Operations”** on pages 89, 81, 119, 136 and 174 respectively of this Prospectus.

### **Address of the Registered Office:**

<b>Registered Office</b>	502, Swaroop Arcade, Sahar Road, Andheri - East, Mumbai - 400099, Maharashtra, India
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### **Changes in Registered Office of the Company since Incorporation:**

There has not been any change in our Registered Office since incorporation till the date of this Prospectus.

### **Main Objects of Memorandum of Association:**

The main objects of our Company as contained in our Clause III (A) of Memorandum of Association of our Company are as follows:

1. To carry on in India and abroad, the business of Freight Forwarding, Logistics and Shipping Services of any kind relating to the carriage (performed by single mode or multi-modal transport means), handling, packing or distribution of goods including all the logistical services with modern information and communication technology in connection with the carriage handling or storage of the goods i.e. warehousing.

### **Amendments to the Memorandum of Association:**

Except as stated below, there has been no change in the Memorandum of Association of our Company since its Incorporation:

Date of Meeting	Type of Meeting	Amendments
May 03, 2019	EGM	<p>Amendment in the title of incidental object clause of the memorandum of association:</p> <ul style="list-style-type: none"> <li>• The title is hereby changed from "The Objects ancillary or incidental to the attainment of main objects" to "Matters which are necessary for furtherance of the objects specified in Clause III(A)"</li> <li>• To replace existing object 28 of the Clause III (B) of the Memorandum of Association and addition of object no 56 to 65 after Clause No. 55 in Clause III (B) of the Memorandum of Association.</li> <li>• To remove the other objects Clause i.e. Object No. 57 to Object No. 66 of memorandum of the Company by completely deleting the Clause III(C).</li> <li>• To replace and substitute the existing clause IV of Memorandum of Association with the following Clause:</li> </ul>

		IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
March 10, 2021	EGM	Clause V of the Memorandum of Association was amended to reflect increase in the authorized share capital of the company from ₹ 100.00 Lakhs divided into 10,00,000 Equity Shares of ₹ 10/- each to ₹ 250.00 Lakhs divided into 25,00,000 Equity Shares of ₹ 10/- each.
January 11, 2022	EGM	Clause V of the Memorandum of Association was amended to reflect increase in the authorized share capital of the company from ₹ 250.00 Lakhs divided into 25,00,000 Equity Shares of ₹ 10/- each to ₹ 1100.00 Lakhs divided into 1,10,00,000 Equity Shares of ₹ 10/- each.
February 10, 2022	EGM	Conversion of our Company from Private Limited to Public Limited Company. Consequently, Name of the Company has been changed from “Cargosol Logistics Private Limited” to “Cargosol Logistics Limited” vide a Fresh Certificate of Incorporation dated March 15, 2022, was issued by the Registrar of Companies, Maharashtra, Mumbai bearing CIN U63000MH2011PLC214380.

#### Adopting new set of Articles of Association of the Company:

Our Company has adopted a new set of Articles of Association of the Company in accordance with applicable provisions of the Companies Act 2013, in the Extra Ordinary General Meeting of the Company dated February 10, 2022.

#### Major events and milestones of our Company:

The table below sets forth some of the major events in the history of our company:

Year/F.Y.	Key Events / Milestone / Achievements
2004	Started Business as Partnership Firm in the name of “M/s Cargosol”
2004	Registration of Partnership Firm, “M/s Cargosol” with Registrar of Firms, Mumbai
2006	MTO certification
2008	IATA Certification & first bulk cargo vessel charter
2011	Conversion of Partnership Firm into Private Limited Company “Cargosol Logistics Private Limited” under the Companies Act, 1956.
2021	The Company received the Certificate of Membership for Regular Member by Association of Multimodal Transport Operators of India.
2021-2022	The Company has received Certificate of GCP Membership for successfully complied with the condition of GCP membership from JCTrans Logistic Network.
2021	The Company has received Certificate of Membership for successfully complied with the condition of membership WCA from WCA (Leading The World in Logistics Partnering)
2022	Conversion of the Company from Private Limited to Public Limited.

#### Other details about our Company:

For details of our Company’s activities, products, growth, awards & recognitions, capacity, location of plants, technology, marketing strategy, competition and our customers, please refer section titled **“Our Business”, “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” and “Basis for Issue Price”** on pages 89, 174 and 75 respectively of this Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled **“Our Management”** and **“Capital Structure”** beginning on page 119 and 52 of the Prospectus respectively.

#### Capital Raising (Debt / Equity):

For details in relation to our capital raising activities through equity, please refer to the chapter titled **“Capital Structure”** beginning on page 52 of the Prospectus.

For a description of our Company’s debt facilities, see **“Statement of Financial Indebtedness”** on page 171 of the Prospectus.

#### Lock-out or strikes:

There have been no lock-outs or strikes in our Company since inception. As the services provided by the Company fall under the category of Essential Services, all commercial activities continued even during the nationwide lockdown due to the spread of COVID 19 Pandemic from March, 2020 to August, 2020.

### Changes in activities of our Company during the last five (5) Years:

There has not been any change in the activity of our Company during the last five (5) years preceding the date of this Prospectus.

### Our Holding Company:

As on the date of the Prospectus, our Company is not a subsidiary of any company.

### Our Subsidiary Company

As on the date of this Prospectus, we have 1 (One) Subsidiary Company, the details of which are as given below:

#### 1. Cargosol Shipping Agency Private Limited (“CSAPL”):

##### Corporate Information

Our Company was originally incorporated as SRS Freight and Logistics Private Limited on November 05, 2003 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Mumbai. Further, the name of our Company was changed from “SRS Freight and Logistics Private Limited” to “Cargosol Shipping Agency Private Limited” and received a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Maharashtra, Mumbai vide letter dated May 22, 2007.

<b>CIN</b>	U63090MH2003PTC142994
<b>PAN</b>	AAICS1769B
<b>Registered Office</b>	502, Swaroop Arcade, Sahar Village Road Chakala, Andheri (East) Mumbai 400099 Maharashtra, India.

##### Nature of Business

CSAPL was formed as a Subsidiary of our Company. CSAPL is engaged in the business Freight Forwarding, Logistics and Shipping Services of any kind relating to the carriage, handling, packing or distribution of goods including all the logistical services. Currently, CSAPL does not have any revenue from operations.

##### Capital Structure

As on the date of this Prospectus, the authorised share capital of CSAPL is Rs. 50,00,000 divided into 5,00,000 equity shares of ₹ 10 each. The issued, subscribed and paid-up equity share capital of CSAPL is Rs. 1,70,00,000 divided into 1,70,000 equity shares of ₹ 10 each.

##### Shareholding Pattern

The shareholding pattern of CSAPL as on the date of this Prospectus is mentioned below:-

Sr. No.	Name of Shareholders	No. of shares	% Percentage
1.	Cargosol Logistics Limited	1,60,000	94.12%
2.	Mr. Roshan Kishanchand Rohira	5,000	2.94%
3.	Mr. Samuel Janathan Muliyl	5,000	2.94%
	<b>Total</b>	<b>1,70,000</b>	<b>100.00%</b>

##### Board of Directors

Following are the Directors of CSAPL as on the date of this Prospectus:-

Name of Director	DIN
Mr. Roshan Kishanchand Rohira	01608551
Mr. Samuel Janathan Muliyl	01608626

##### Financial Performance

The brief financial details of CSAPL derived from its audited financial statements for Fiscals 2021, 2020 and 2019 are set forth below:



(Rs. in lakhs, except per share data)

Audited Financial Information	For the year ended		
	March 31, 2021	March 31, 2020	March 31, 2019
Equity Share Capital (Rs.)	17.00	17.00	17.00
Reserves & Surplus	(85.60)	(84.66)	(84.22)
Net worth	(68.60)	(67.66)	(67.22)
Total Revenue (including other income)	0.00	0.00	0.00
Profit/(Loss) after tax	(0.93)	(0.44)	(0.87)
Basic and Diluted Earnings per share (face value of Rs. 10 each)	(0.55)	(0.26)	(0.51)
Net asset value per share (Rs.)	(40.35)	(39.80)	(39.54)

#### Accumulated profits or losses:

As on the date of this Prospectus, there are no accumulated profits or losses of CSAPL that have not been accounted for or consolidated by our Company.

#### Significant Notes of Auditor -

There are no significant notes of the auditors in relation to the aforementioned financial statements as on the date of this Prospectus.

#### Our Associate Company

As on the date of this Prospectus, we have 1 (One) Associate Company, the details of which are as given below:

#### **2. Cargosol LLC:**

##### Corporate Information

Cargosol LLC, The Company is a limited liability company incorporated in Dubai as per Commercial Registration No. 1058051 and Commercial License No. 638111 issued on April 19, 2010 by Dubai Economy in accordance with Memorandum of Association dated April 14, 2010 and its subsequent amendments under United Arab Emirates (UAE) Federal Law No. 2 of 2015 on Commercial Companies.

<b>Registered Office</b>	P.O. Box 117100, Dubai, United Arab Emirates.
<b>Corporate Office</b>	Al Khaleej Building, Karama, P.O. Box 117100, Dubai, UAE

##### Nature of Business

The principal activities of the Company are acting as ship chandlers, customs broker, sea shipping lines agents and providing ship charter services, cargo loading and unloading services, cargo packaging and air cargo services.

Cargosol LLC has a wholly owned subsidiary located in Canada namely Cargosol Canada Inc. Cargosol Canada Inc. was incorporated on May 13, 2021 vide an Incorporation Number: BC1305153.

##### Capital Structure

As on the date of this Prospectus, the share capital of Cargosol LLC is AED 300,000 divided into AED300 equity shares of AED 1000 each.

##### Shareholding Pattern

The shareholding pattern of Cargosol LLC as on the date of this Prospectus is mentioned below:-

Sr. No.	Name of Shareholders	No. of shares	% Percentage
1.	Mr. Shehab Ahmad Mirza Alrahma	153	51.00%
2.	Cargosol Logistics Limited	75	25.00%
3.	Mr. Narendra Chandrakant Sawant	72	24.00%

	<b>Total</b>	<b>300</b>	<b>100.00%</b>
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### **Board of Directors**

Following are the Directors of Cargosol LLC as on the date of this Prospectus:-

<b>Name of Director</b>	<b>Designation</b>
Mr. Narendra Chandrakant Sawant	Managing Director

### **Financial Performance**

The brief financial details of Cargosol LLC derived from its audited financial statements for Fiscals 2021, 2020 and 2019 are set forth below:

(AED in lakhs, except per share data)

<b>Audited Financial Information</b>	<b>For the year ended</b>		
	<b>December 31, 2021</b>	<b>December 31, 2020</b>	<b>December 31, 2019</b>
<b>Equity Share Capital</b>	3.00	3.00	3.00
<b>Reserves &amp; Surplus</b>	22.20	18.10	16.90
<b>Net worth</b>	25.20	21.10	19.90
<b>Total Revenue (including other income)</b>	419.11	400.70	483.56
<b>Profit/(Loss) after tax</b>	4.09	1.20	4.59
<b>Basic and Diluted Earnings per share (face value of AED 1000 each)</b>	1365	400	1531
<b>Net asset value per share (AED)</b>	8399	7034	6634

### **Accumulated profits or losses:**

As on the date of this Prospectus, there are no accumulated profits or losses of Cargosol LLC that have not been accounted for or consolidated by our Company.

### **Significant Notes of Auditor -**

There are no significant notes of the auditors in relation to the aforementioned financial statements as on the date of this Prospectus.

### **Joint Ventures**

The Company has not formed any joint ventures as on the date of this Prospectus.

### **Details regarding Acquisition of Business/Undertakings, Mergers, Amalgamation, Revaluation of Assets etc**

In the last 10 years, there are no mergers, amalgamation, revaluation of assets etc. with respect to our company and we have not acquired any business/undertaking in the said period.

### **Injunction or Restraining Order:**

Except as disclosed in the section titled “*Outstanding Litigation and Material Developments*” beginning on page 183 of this Prospectus, there are no injunctions/restraining orders that have been passed against our Company.

### **Number of shareholders of our Company:**

Our Company has Eight (8) shareholders as on the date of this Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled “*Capital Structure*” beginning on page 52 of the Prospectus.

### **Changes in the Management:**

For details of change in Management, please see chapter titled “*Our Management*” on page 119 of the Prospectus.

### **Shareholders Agreements:**

There are no subsisting shareholder's agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Prospectus.

**Agreement with key managerial personnel or Directors or Promoters or any other employee of the Company:**

There are no agreements entered into by key managerial personnel or Directors or Promoters or any other employee, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

**Collaboration Agreements:**

As on date of this Prospectus, Our Company is not a party to any collaboration agreements.

**Other Material Agreement:**

Our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners and/or financial partners, entered into, other than in the ordinary course of business of the Company.

**Strategic or Financial Partners:**

Except as disclosed in this Prospectus, Our Company does not have any strategic or financial partners as on the date of this Prospectus.

**Time and Cost Overruns in Setting up Projects:**

There has been no time / cost overrun in setting up projects by our Company.

**Defaults or Rescheduling of Borrowings with Financial Institutions/Banks:**

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of the Prospectus.

**Other Agreements:**

**i. Non-Compete Agreement:**

Our Company has not entered into any No- compete Agreement as on the date of filing of this Prospectus.

**ii. Joint Venture Agreement:**

Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Prospectus.

## OUR MANAGEMENT

### Board of Directors:

The following table sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Prospectus:

Name, Father's Name, Age, Designation, Address, Experience, Occupation, Qualification, Nationality & DIN	Date & term of Appointment	No. of Equity Shares held & % of Shareholding (Pre Issue)]	Other Directorships
<b>Mr. Roshan Kishanchand Rohira</b> <b>Father's Name:</b> Mr. Kishanchand Khemchand Rohira <b>Age:</b> 49 years <b>Date of Birth:</b> January 26, 1973 <b>Designation:</b> Managing Director <b>Address:</b> 6/B-1003 Whispering Palms, Lokhandwala Township Akurli Road, Kandivalie, Mumbai 400101 Maharashtra, India. <b>Experience:</b> 30 years <b>Occupation:</b> Business <b>Qualification:</b> Diploma in Marketing Management <b>Nationality:</b> Indian <b>DIN:</b> 01608551	Originally Appointed as Director w.e.f. March 04, 2011  Further, Change in Designation as Managing Director w.e.f. April 22, 2022 for a period of 5 years	37,49,700 Equity Shares [50.00%]	1. Reindeer Trading Private Limited 2. Cargosol Shipping Agency Private Limited 3. Cargosol Logistics UK Limited
<b>Mr. Samuel Janathan Muliyl</b> <b>Father's Name:</b> Mr. Francis Muliyl <b>Age:</b> 49 years <b>Date of Birth:</b> June 26, 1972 <b>Designation:</b> Executive Director <b>Address:</b> Viceroy Park CHS Ltd, Flat No- 08d Tower A, Thakur Village, kandivali, East Mumbai 400101 Maharashtra India. <b>Experience:</b> 29 years <b>Occupation:</b> Business <b>Qualification:</b> Diploma in Tools & Die making <b>Nationality:</b> Indian <b>DIN:</b> 01608626	Originally Appointed as Director w.e.f. March 04, 2011  Further, designated as Chairman w.e.f. April 22, 2022.	37,49,700 Equity Shares [50.00%]	1. Reindeer Trading Private Limited 2. Cargosol Shipping Agency Private Limited 3. Cargosol Logistics UK Limited
<b>Mrs. Stalgy Samuel Muliyl</b> <b>Father's Name:</b> Mr. Thomas Mathew Thengil <b>Age:</b> 48 years <b>Date of Birth:</b> February 23, 1974 <b>Designation:</b> Non-Executive Director <b>Address:</b> 8D Tower A, Viceroy Park, Thakur, Village Kandivali, East Mumbai 400101 Maharashtra India <b>Experience:</b> 28 years <b>Occupation:</b> Business <b>Qualification:</b> Masters in Emotional Intelligence (EI) & Life Coaching (M.EI & LC) <b>Nationality:</b> Indian <b>DIN:</b> 06417315	Originally Appointed as Additional Director w.e.f. January 19, 2022.  Further, Regularise as Non-Executive Director w.e.f. May 02, 2022	100 Equity Shares [0.00%]	Nil
<b>Mr. Anilkumar Ayodhyaprasad Sharma</b> <b>Father's Name:</b> Mr. Ayodhyaprasad Sharma <b>Age:</b> 63 years <b>Date of Birth:</b> October 18, 1958 <b>Designation:</b> Independent Director <b>Address:</b> 003, Trimurti Tower, Vridhashram Marg, Mahakali Caves Road, Andheri East,	Originally appointed as Additional Independent Director w.e.f. April 22, 2022 for a period of 5 years.  Further, regularized as	Nil	Nil

Name, Father's Name, Age, Designation, Address, Experience, Occupation, Qualification, Nationality & DIN	Date & term of Appointment	No. of Equity Shares held & % of Shareholding (Pre Issue)]	Other Directorships
Mumbai 400093 Maharashtra, India. <b>Experience:</b> 31 Years <b>Occupation:</b> Practicing Chartered Accountant <b>Qualification:</b> Chartered Accountants (ICAI) <b>Nationality:</b> Indian <b>DIN:</b> 09565146	Independent Director w.e.f. May 02, 2022  (Not liable to retire by rotation)		
<b>Mr. Pramod Kumar Bajaj</b> <b>Father's Name:</b> Mr. Prasad Kashi Bajaj <b>Age:</b> 66 years <b>Date of Birth:</b> March 19, 1956 <b>Designation:</b> Independent Director <b>Address:</b> A-602, Durga Residency, Indralok Phase 3, Bhayander (E), Thane, 401104 Maharashtra, India. <b>Experience:</b> 40 years <b>Occupation:</b> Business <b>Qualification:</b> Bachelor of Commerce <b>Nationality:</b> Indian <b>DIN:</b> 01438374	Originally appointed as Additional Independent Director w.e.f. April 22, 2022 for a period of 5 years.  Further, regularized as Independent Director w.e.f. May 02, 2022  (Not liable to retire by rotation)	Nil	Nil

#### **Brief Profile of Directors:**

- Roshan Kishanchand Rohira**, aged 49 years is the Promoter and Managing Director of our Company. He has been on the Board of Directors of our Company since incorporation. He has completed his Bachelors in Commerce from Jai Hind College, Mumbai in 1993. He also holds a Diploma in Marketing Management from Prin. L.N.Welingkar Institute of Management Development and Research (A division of Poddar College), Mumbai in 1994. He has work experience of around 30 years in the Transportation and Logistic industry. He plays a pivotal role in business planning and development along with the overall management of the Company. Under his guidance our Company has witnessed continuous growth.
- Samuel Janathan Muliylil**, aged 49 years is the Promoter, Chairman and Director of our Company. He possesses more than 29 years of experience in the shipping and distribution industry. He has been on the Board of Directors of our Company since incorporation. He also has a Diploma in Tools & Die making from MTI Baroda, 1992. He has played a pivotal role in setting up business of our Company. He primarily looks after the overall business operations of the Company including international trade, finance and formulation of policies for the business development. He is responsible for the managing administrative activities of our Company. He is also involved in charting new growth opportunities for the Company.
- Stalgy Samuel Muliylil**, aged 48 years is the Non-Executive Director of our Company. She has been on the Board of Directors of our Company since January 19, 2022. She has completed her Masters in Emotional Intelligence (EI) & Life Coaching (M.EI & LC) from University of Mumbai, Garwari Institute of Career Education and Development in 2019. She has an experience of around 28 years in the field of Transformational Coach, Behavioral Training and Business HR & OD Strategist and Human Resources Development.
- Mr. Anilkumar Ayodhyaprasad Sharma** is an Independent Director of our Company. He has completed his Bachelor of Commerce in Honors from Bombay University in 1991. He is a Practicing Chartered Accountant and has 31 years of experience in finance, Accounting, Audit and taxation matters. He was appointed on April 22, 2022 on the Board for a period of 5 years.
- Mr. Pramod Kumar Bajaj** is an Independent Director of our Company. He has completed his Bachelor of Commerce from university of Rajasthan in 1977. He has a rich experience of around 40 years in the field of accounting, taxation and management consultancy. He was appointed on April 22, 2022 on the Board for a period of 5 years.

#### **Confirmations:**

As on the date of this Prospectus:

- a) None of our Directors of our Company have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the stock exchanges in the five years preceding the date of filing of this Prospectus with the SEBI, during the term of his/ her directorship in such company.
- b) Further, none of our Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any stock exchange(s) at any time in the past.
- c) None of our Directors have been identified as a willful defaulter, as defined in the SEBI Regulations and there are no violations of securities laws committed by them in the past and no prosecution or other proceedings for any such alleged violation are pending against them.
- d) Neither Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2(1) (p) of the SEBI ICDR Regulations, and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- e) None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our Directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.

#### **Arrangements with major Shareholders, Customers, Suppliers or Others:**

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were selected as Directors or members of the senior management.

#### **Service Contracts:**

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

#### **Details of Borrowing Powers of Directors**

Pursuant to a special resolution passed at an Extra-ordinary General Meeting of our Company held on May 02, 2022 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 200 crores (Rupees Two Hundred Crores Only).

#### **Compensation of our Managing Director and Executive Director**

The compensation payable to our Managing Director and Executive Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 188, 196, 197, 198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

#### **The following compensation has been approved for Managing Director and Executive Director**

Particulars	Mr. Roshan Kishanchand Rohira	Mr. Samuel Janathan Muliyl
Appointment/Change in Designation	Originally Appointed as Director w.e.f. March 04, 2011; designated as "Managing Director" w.e.f. April 22, 2022 for a period of 5 years.	Originally Appointed as Director w.e.f. March 04, 2011; designated as Chairman w.e.f. April 22, 2022
Current Designation	Managing Director	Chairman and Executive Director
Terms of Appointment	5 years	Not Applicable
Remuneration & Perquisites	Basic Pay: Rs. 1,00,000 per month. Commission: not exceeding 1% of the Net Profits.	Basic Pay: Rs. 1,00,000 per month. Commission: not exceeding 1% of the Net Profits.



	Perquisites: Allowances Rs. 4,50,000/- per month, Medical Reimbursement, Provident Fund, Superannuation Fund, annuity and other perquisites	Perquisites: Allowances Rs. 4,50,000/- per month, Medical Reimbursement, Provident Fund, Superannuation Fund, annuity and other perquisites
Compensation paid in the year 2020-21	Rs. 96,98,159 /- per annum	Rs. 96,26,399/- per annum

#### Bonus or Profit Sharing Plan for our Directors:

We have no bonus or profit sharing plan for our Directors.

#### Sitting Fees:

The Articles of Association of our Company provides for payment of sitting fees to Directors (other than Managing Director & Whole-time Directors), not exceeding Rs. 1.00 Lac to be fixed by Directors from time to time, for attending a meeting of the Board or a Committee thereof. Our Board of Directors have resolved in their meeting dated May 05, 2022 or payment of an amount not exceeding Rs. 1.00 Lac as approved by the Board to all Non-executive Directors for attending each such meeting of the Board or Committee thereof.

#### Shareholding of our Directors as on the date of this Prospectus:-

Sr. No.	Name of the Directors	No. of Shares Held	Holding in %
1.	Mr. Roshan Kishanchand Rohira	37,49,700	50.00%
2.	Mr. Samuel Janathan Muliylil	37,49,700	50.00%
3.	Mrs. Stalgy Samuel Muliylil	100	0.00%
	<b>Total</b>	<b>74,99,500</b>	<b>100.00%</b>

*None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Prospectus.*

For details of our subsidiary Company as defined under Section 2(6) of the Companies Act, 2013 and details of the directorship held in the Subsidiary Companies refer chapter titled ***"History and Corporate Matters"*** beginning on page 113 of this Prospectus.

Our Articles of Association do not require our Directors to hold any qualification Equity Shares in the Company.

#### INTEREST OF DIRECTORS

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled ***"Our Management"*** beginning on page 119 of this Prospectus.

Our Directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Director are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/Members/Partners. Further our Directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners and for the details of Personal Guarantee given by Directors towards Financial facilities of our Company please refer to ***"Statement of Financial Indebtedness"*** on page 171 of this Prospectus.

Except as stated otherwise in this Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Except as stated in this section ***"Our Management"*** or the section titled ***"Financial information of the Company –Note 31 - Related Party Disclosure"*** beginning on page 119 and 136 respectively of this Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

#### Interest in the property of Our Company:

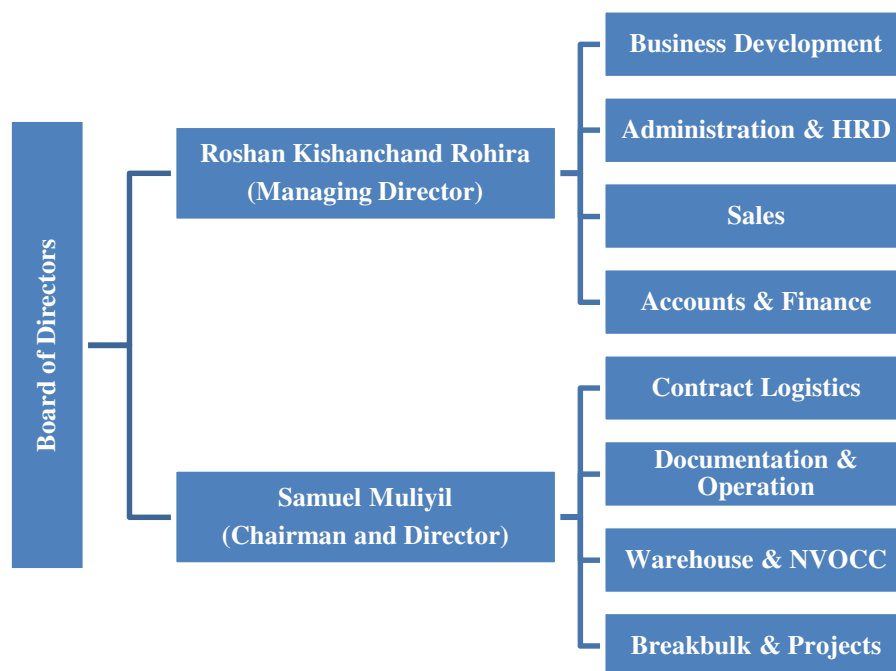
Except as mentioned in this Prospectus, our Directors do not have any interest in any property acquired by our Company in the three years preceding the date of this Prospectus or proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

### Changes in Board of Directors in Last 3 Years

Sr. No.	Name of Director	Date of Appointment / Re - Appointment	Reasons for Change
1	Mrs. Stalgy Samuel Muliyl	Appointed as Additional Director w.e.f. January 19, 2022 Further, regularized as Director w.e.f. May 02, 2022	To ensure better Corporate Governance and compliance with Companies Act, 2013
2	Mr. Anilkumar Ayodhyaprasad Sharma	Appointed as Additional Independent Director w.e.f. April 22, 2022 for a period of 5 years. Further, regularized as Independent Director w.e.f. May 02, 2022 for a period of 5 years.	To ensure better Corporate Governance and compliance with Companies Act, 2013
3	Mr. Pramod Kumar Bajaj	Appointed as Additional Independent Director w.e.f. April 22, 2022 for a period of 5 years. Further, regularized as Independent Director w.e.f. May 02, 2022 for a period of 5 years.	To ensure better Corporate Governance and compliance with Companies Act, 2013

### MANAGEMENT ORGANISATION STRUCTURE

The following chart depicts our Management Organization Structure:-



### COMPLIANCE WITH CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and SEBI (ICDR) Regulations, 2018 in respect of corporate governance will be

applicable to our Company immediately upon the listing of our Company's Equity Shares on the SME Platform of BSE. The requirements pertaining to constitution of the committees such as the Audit Committee, Nomination and Remuneration Committees and Stakeholders Relationship Committee have been complied with.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations and in accordance with the best practices in corporate governance. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides our Board detailed reports on its performance periodically.

Our Board of Directors consist of Five (5) directors of which two (2) are Independent Directors, and we have one women director on the Board. The constitution of our Board is in compliance with Section 149 of the Companies Act, 2013.

Our Company has constituted the following committees:

#### 1. Audit Committee

Our Company has formed an Audit Committee ("Audit Committee"), vide Board Resolution dated May 05, 2022, as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 18 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Anilkumar Ayodhyaprasad Sharma	Chairman	Independent Director
Mr. Pramod Kumar Bajaj	Member	Independent Director
Mr. Roshan Kishanchand Rohira	Member	Managing Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries. The scope and function of the Audit Committee and its terms of reference shall include the following:

**A. Tenure:** The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

**B. Meetings of the Committee:** The committee shall meet at least four times in a year and not more than four months shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting. Meeting of the Audit committee shall be called by a least seven days' notice in advance. Any member of the audit committee may be removed or replaced at any time by the Board. Any member of the committee ceasing to be the Director shall be ceased to be the member of the audit Committee.

**C. Role and Powers:** The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation, 2015 and Companies Act, 2013 shall be as under:

The Audit Committee shall have powers, including the following:

- to investigate any activity within its terms of reference;
- to seek information from any employee;
- to obtain outside legal or other professional advice;
- to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
- To have full access to information contained in records of Company.

The role of the Audit Committee shall include the following:

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;

- 2) Recommending to the Board the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
- 3) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- 4) Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
- 5) Reviewing, with the management, the annual financial statements and auditor's report thereon 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;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and vii. Qualifications and modified opinions in the draft audit report.
- 6) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- 7) Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/Prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
- 8) Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- 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) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances; (m) Reviewing, with the management, the performance of statutory and internal auditors, and 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) Discussing with internal auditors on any significant findings and follow up thereon;
- 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) Discussing 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) Looking 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) Reviewing the functioning of the whistle blower mechanism;
- 19) Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
- 20) ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;
- 21) Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹1,000 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- 22) Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and
- 23) Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.
- 24) Carrying out any other functions as is mentioned in the terms of reference of the audit committee or containing into SEBI (LODR) Regulations 2015.

Further, the audit committee shall mandatorily review the following information:

- 1) management discussion and analysis of financial condition and results of operations;
- 2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4) internal audit reports relating to internal control weaknesses; and

- 5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- 6) statement of deviations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations.
  - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

## 2. Nomination and Remuneration Committee

Our Company has formed the Nomination and Remuneration Committee pursuant to Section 178, Schedule V and other applicable provisions of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 19 of SEBI Listing Regulation, 2015 vide Resolution dated May 05, 2022. The Nomination and Remuneration Committee comprise the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Anilkumar Ayodhyaprasad Sharma	Chairman	Independent Director
Mr. Pramod Kumar Bajaj	Member	Independent Director
Mrs. Stalgy Samuel Muliyl	Member	Non-Executive Director

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

**A. Tenure:** The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

**B. Meetings:** The committee shall meet as and when the need arises for review of Managerial Remuneration, subject to at least one meeting in a year. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the nomination and remuneration committee shall be called by a least seven days' notice in advance. The Chairman of the nomination and remuneration committee is entitled to attend the general Meeting of the company to furnish clarifications to the shareholders on any matter relating to remuneration.

**C. Scope and terms of reference:** The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of SEBI Listing Regulations and Companies Act, 2013 shall be as under:

- 1) formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- 2) For the appointment of an independent director, the 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 of directors of the Company 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 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 the performance of independent directors and the Board;
- 4) devising a policy on diversity of our Board;
- 5) identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
- 6) determining 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) recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
- 8) recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
- 9) recommending to the Board, all remuneration, in whatever form, payable to senior management;
- 10) performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;

- 11) engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
- 12) analyzing, monitoring and reviewing various human resource and compensation matters;
- 13) reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- 14) framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
  - b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
- 15) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

### 3. Stakeholders Relationship Committee

Our Company has formed the Stakeholders Relationship Committee as per the applicable provisions of the Section 178(5) and other applicable provisions of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 20 of SEBI Listing Regulation, 2015 vide Resolution dated May 05, 2022. The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Samuel Janathan Muliyl	Chairman	Independent Director
Mr. Anilkumar Ayodhyaprasad Sharma	Member	Independent Director
Mr. Roshan KishanchandRohira	Member	Managing Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

- A. Tenure:** The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.
- B. Meetings:** The Stakeholders Relationship Committee shall meet at least once a year and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.
- C. Scope and terms of reference:** The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI Listing Regulations and Companies Act, 2013 shall be as under:
  - 1) Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
  - 2) Review of measures taken for effective exercise of voting rights by shareholders;
  - 3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
  - 4) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
  - 5) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
  - 6) To approve, register, refuse to register transfer or transmission of shares and other securities;
  - 7) To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
  - 8) Allotment and listing of shares;
  - 9) To authorize affixation of common seal of the Company;
  - 10) To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
  - 11) To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
  - 12) To dematerialize or rematerialize the issued shares;
  - 13) Ensure proper and timely attendance and redressal of investor queries and grievances;
  - 14) Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as



- and when amended from time to time; and
- 15) To perform such functions as may be delegated by the Board and to further delegate all or any of its power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).
  - 16) Such terms of reference as may be prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law

#### Policy on Disclosures & Internal procedure for prevention of Insider Trading:

The provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of our Equity Shares on stock exchange. Further, Board of Directors have approved and adopted the policy on insider trading in view of the proposed public issue. Our Board is responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the code of conduct under the overall supervision of the board.

#### KEY MANAGERIAL PERSONNEL

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

Name, Designation & Educational Qualification	Age (Years)	Year of joining	Compensation paid for F.Y. ended 2020-21 (in Rs. Lacs)	Overall experience (in years)	Previous employment
<b>Mr. Roshan Kishanchand Rohira</b> <b>Designation:</b> Chairman and Managing Director <b>Educational Qualification:</b> Diploma in Marketing Management <b>Term of office:</b> 5 years w.e.f. April 22, 2022	49	2011	96.98	30	Nil
<b>Mr. Samuel Janathan Muliyl</b> <b>Designation:</b> Chairman and Executive Director <b>Educational Qualification:</b> Diploma in Tools & Die making	49	2011	96.26	29	Nil
<b>Mr. Cletus William D'souza</b> <b>Designation:</b> Chief Financial Officer <b>Educational Qualification:</b> B.Sc. (PCM)	53	2022	-	34	Working with the Company since 2008.
<b>Mr. Vinay B Karkera</b> <b>Designation:</b> Company Secretary and Compliance Officer <b>Educational Qualification - Company Secretary</b>	33	2022	-	5	Bajaj Finance Limited

#### BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

**Mr. Roshan Kishanchand Rohira** - Please refer to section “Brief Profile of our Directors” beginning on page 119 of this Prospectus for details.

**Mr. Samuel Janathan Muliyl** - Please refer to section “Brief Profile of our Directors” beginning on page 119 of this Prospectus for details.

**Mr. Vinay B Karkera** is the Company Secretary and Compliance officer of our Company. He is a qualified Company Secretary from Institute of Company Secretaries of India. He has 5 years of experience in the field of secretarial matters. He looks after the overall corporate governance and secretarial matters of our Company.

**Mr. Cletus William D'souza** is the Chief Financial Officer of our Company. He has completed his bachelor's degree in science specialized in Physics, Chemistry, and Maths from St. Aloysius College from Mangalore, University in 1988 and is associated with our Company since 2008. He has over 34 years of experience in Accounts, Finance and Taxation field. He has been designated as Chief Financial Officer of our Company with effect from April 22, 2022.

**We confirm that:**

- All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
- None of our KMPs except Mr. Roshan Kishanchand Rohira and Mr. Samuel Janathan Muliylil are also part of the Board of Directors.
- In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the year ended March 2018.
- Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel.
- None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Prospectus except as under:-

Sr. No.	Name of the KMP's	No. of Shares held
1	Mr. Roshan Kishanchand Rohira	37,49,700
2	Mr. Samuel Janathan Muliylil	37,49,700
	<b>Total</b>	<b>74,99,400</b>

- Presently, we do not have ESOP/ESPS scheme for our employees.
- The turnover of KMPs is not high, compared to the Industry to which our company belongs.

**Nature of any family relationship between our Directors and Key Managerial Personnel (KMP)**

The Directors and KMPs of the Company are related to each other within the meaning of section 2 (77) of the Companies Act, 2013. Details of which are as follows:

Sr. No.	Name of the Director/KMP	Relationship with other Directors/KMPs
1.	Mr. Samuel Janathan Muliylil	Husband of Mrs. Stalgy Samuel Muliylil
2.	Mrs. Stalgy Samuel Muliylil	Wife of Mr. Samuel Janathan Muliylil

**Payment of benefits to officers of Our Company (non-salary related)**

Except as disclosed in this Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards superannuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance

**Changes in the Key Managerial Personnel in last three years:**

There have been no changes in the Key Managerial Personnel of our Company during the last 3 (three) year except as stated below:

Sr. No.	Name of Director	Designation and period	Appointment/Cessation/Re-designation	Reasons
1.	Mr. Roshan Kishanchand Rohira	Change in Designation as Managing Director w.e.f. April 22, 2022 for a period of 5 years	Appointment	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
2.	Mr. Cletus William D'souza	Further, designated as Chief Financial Officer w.e.f. April 22, 2022	Appointment	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
3.	Mr. Vinay B Karkera	Appointment as Company Secretary and Compliance Officer	Appointment	To comply with the provisions of Companies Act 2013 and to ensure

		w.e.f. April 22, 2022		better Corporate Governance
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### **Interest of Our Key Managerial Persons**

Apart from the shares held in the Company and to extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our key managerial personal are interested in our Company. For details, please refer section titled "**Financial information of the Company – Note 31 - Related Party Disclosures**" beginning on page 136 of this Prospectus.

### **Interest in the property of our Company**

Our KMPs do not have any interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of filing the Prospectus with RoC.

### **Details of Service Contracts of the Key Managerial Personnel**

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

### **Loans given/availed by Directors / Key Managerial Personnel of Our Company**

For details of unsecured loan taken from or given to our Directors/KMPs and for details of transaction entered by them in the past please refer to "**Note 31 – Related Party Disclosure**" page 136 of this Prospectus.

### **ESOP/ESPS SCHEME TO EMPLOYEES**

Presently, we do not have any ESOP/ESPS Scheme for our employees.



## OUR PROMOTERS & PROMOTER GROUP

### **Our Promoters:**

The Promoters of our Company are Mr. Roshan Kishanchand Rohira & Mr. Samuel Janathan Muliyl.

As on date of this Prospectus, the Promoters, in aggregate, hold 74,99,400 Equity shares of our Company, representing 100.00% of the pre-issue paid-up Equity Share capital of our Company. For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure – History of the Equity Share capital held by our Promoters*", on pages 52 of this Prospectus.

*Brief Profile of our Promoters is as under:*

	<b>Mr. Roshan Kishanchand Rohira- Managing Director</b>	
	<b>Qualification</b>	Diploma in Marketing Management
	<b>Age</b>	49 Years
	<b>Date of Birth</b>	January 26, 1973
	<b>Address</b>	6/B-1003 Whispering Palms, Lokhandwala Township Akurli Road, Kandivalie, Mumbai 400101 Maharashtra, India.
	<b>Experience in business &amp; employment</b>	30 Years
	<b>Occupation</b>	Business
	<b>PAN No.</b>	AEHPR6897R
	<b>No. of Equity Shares &amp; % of Shareholding (Pre Issue)</b>	37,49,700 Equity Shares aggregating to 50.00% of Pre Issue Paid up Share Capital
	<b>Other Ventures</b>	<b>Directorships in other Companies:</b> <ol style="list-style-type: none"> <li>1. Reindeer Trading Private Limited</li> <li>2. Cargosol Shipping Agency Private Limited</li> <li>3. Cargosol Logistics UK Limited (Foreign Company)*</li> </ol>
		<b>LLP's: Nil</b> <b>HUF's: Nil</b> <b>Partnership Firm: Nil</b>
	<b>Mr. Samuel Janathan Muliyl - Chairman &amp; Executive Director</b>	
	<b>Qualification</b>	Diploma in Tools & Die making
	<b>Age</b>	49 Years
	<b>Date of Birth</b>	June 26, 1972
	<b>Address</b>	Viceroy Park CHS Ltd, Flat No- 08d Tower A, Thakur Village, kandivali, East Mumbai 400101 Maharashtra India.
	<b>Experience in business &amp; employment</b>	29 Years
	<b>Occupation</b>	Business
	<b>PAN No.</b>	AIEPM2279F
	<b>Passport No.</b>	Z2939818
	<b>No. of Equity Shares &amp; % of Shareholding (Pre Issue)</b>	37,49,700 Equity Shares aggregating to 50.00% of Pre Issue Paid up Share Capital
	<b>Other Ventures</b>	<b>Directorships in other Companies:</b> <ol style="list-style-type: none"> <li>1. Reindeer Trading Private Limited</li> <li>2. Cargosol Shipping Agency Private Limited</li> <li>3. Cargosol Logistics UK Limited (Foreign Company)*</li> </ol>
		<b>LLP's: Nil</b> <b>HUF's: Nil</b> <b>Partnership Firm: Nil</b>

### Confirmations/Declarations

In relation to our Promoters, Mr. Samuel Muliylil and Mr. Roshan Kishanchand Rohira, our Company confirms that the PAN, bank account numbers, passport numbers, aadhar card number and driving license number shall be submitted to BSE at the time of filing of this Prospectus.

### **Change in control of Our Company**

Our Promoters are the original promoters of our Company and there has not been any change in the control of our Company in the five years immediately preceding the date of this Prospectus.

### **Interest of our Promoter**

#### **i. Interest in promotion of Our Company:**

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them and their relatives. As on the date of this Prospectus, our Promoters, Mr. Roshan Kishanchand Rohira and Mr. Samuel Janathan Muliylil collectively holds 74,99,400 Equity Shares in our Company i.e. 100.00% of the pre issue paid up Equity Share Capital of our Company. Our Promoters may also be deemed to be interested to the extent of the remuneration, as per the terms of their appointment and reimbursement of expenses payable to them for the rent, purchase and sale transactions. For details, please refer to **Note 31 – “Related Party Transactions”** beginning on page 136 of this Prospectus.

For details regarding the shareholding of our Promoters in our Company, please see **“Capital Structure”** on page 52 of this Prospectus.

#### **ii. Interest in the property of Our Company:**

Our Promoters do not have any other interest in any property acquired/rented by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of Prospectus. For further details of property please refer to Chapter titled **“Our Business”** beginning on page 89 of this Prospectus.

#### **iii. Interest in transactions for acquisition of land, construction of building and supply of machinery**

None of our promoters or directors is interested in any transaction for the acquisition of land, construction of building or supply of machinery.

#### **iv. Other Interests in our Company**

*For transactions in respect of loans and other monetary transactions entered in past please refer Note 31 on “Related Party Transactions” on page 136 forming part of “Financial Information of the Company” of this Prospectus. Further, our promoters may be interested to the extent of personal guarantees given by them in favour of the Company, for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to “Statement of Financial Indebtedness” and “Financial Information of Our Company” on page 171 and 136 respectively of this Prospectus.*

#### **Payment or Benefits to our Promoter and Promoter Group during the last 2 years:**

For details of payments or benefits paid to our Promoter and promoter group, please refer to the paragraph **“Compensation of our Managing Director”** in the chapter titled **“Our Management”** beginning on page 119 also refer Note 31 on **“Related Party Transactions”** on page 136 forming part of **“Financial Information of the Company”** and Paragraph on **“Interest of Promoter”** in chapter titled **“Our Promoter and Promoter Group”** on page 131 of this Prospectus.

#### **Companies/Firms with which our Promoter has disassociated in the last (3) three years**

Our promoters have not disassociated themselves from any of the Company, Firms or other entities during the last three years preceding the date of this Prospectus.

#### **Other ventures of our Promoter**

Save and except as disclosed in this section titled **“Our Promoters & Promoter Group”** beginning on page 131 of this Prospectus, there are no other ventures, in which our Promoters have any business interests/ other interests.

### **Litigation details pertaining to our Promoters**

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled **“Outstanding Litigations and Material Developments”** beginning on page 183 of this Prospectus.

### **Experience of Promoters in the line of business**

Our Promoter, Mr. Roshan Kishanchand Rohira and Mr. Samuel Janathan Muliylil have an experience of around 30 years and 29 years respectively in the business of Logistic and Transportation Industry. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

### **Related Party Transactions**

For the transactions with our Promoter Group, please refer to section titled **“Note 31- Restated Statement of Related Party Transactions”** on page 136 of this Prospectus.

### **OUR PROMOTER GROUP**

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

#### **1. Natural Persons who are part of the Promoter Group**

As per Regulation 2(1) (pp) (ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoter) are as follows:

<b>Relationship with Promoters</b>	<b>Mr. Roshan Kishanchand Rohira</b>	<b>Mr. Samuel Janathan Muliylil</b>
Father	Lt. Mr. Kishanchand Rohira	Lt. Mr. Francis Muliylil
Mother	Mrs. Rajani Rohira	Mrs. Ayesha Muliylil
Spouse	Mrs. Bhagyashree Rohira	Mrs. Stalgy Samuel Muliylil
Brother	Mr. Ajay Rohira	-
Sister	-	Mrs. Sonia Lokhandwala
Son	Mr. Yash Rohira	-
Daughter	-	Ms. Schanna Samuel Muliylil
Spouse’s Father	Mr. Gurmukh Khatri	Mr. T. M. Thomas
Spouse’s Mother	Mrs. Soni G Khatri	Lt. Celina Thomas
Spouse’s Brother	Mr. Shyam G Khatri	-
Spouse’s Sister	-	Mrs. Stalby Robinson, Mrs. Stancy Francis

#### **2. Corporate Entities or Firms forming part of the Promoter Group**

As per Regulation 2(1) (pp) (iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

<b>Sr. No.</b>	<b>Nature of Relationship</b>	<b>Entities</b>
1.	Any Body Corporate (other than Subsidiary & Associate) in which 20% or more of the share capital is held by the Promoter or an immediate relative of the Promoter or a firm or HUF in which the Promoter or any one or more of his immediate relatives is a member	1. Reindeer Trading Private Limited 2. Cargosol Logistics China Limited 3. Cargosol Logistics UK Limited (Foreign Company)*
2.	Any Body Corporate in which a body corporate as provided in (A) above holds twenty per cent. or more, of the equity share capital; and	-
3.	Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the	-



	total capital;	
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*\*Cargosol Logistics UK Limited was incorporated on April 25, 2022 as a private limited company under the Companies Act, 2006 pursuant to a certificate of incorporation issued by the Registrar of Companies, England and Wales. Our Directors, Mr. Roshan Kishanchand Rohira and Mr. Samuel Janathan Muliyl holds directorship in the Company. The share capital of Company is GBP 200 Ordinary shares of GBP 1 each. Further, Mr. Roshan Kishanchand Rohira and Mr. Samuel Janathan Muliyl holds GBP 100 Ordinary shares of GBP 1 each in the Company.*

### **3. Other persons included in Promoter Group:**

None of other persons forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1) (pp) (v) of SEBI (ICDR) Regulations 2018.

## DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by our shareholders at their discretion, subject to the provision of the Articles of Association and the Companies Act. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements and overall financial position of our Company. In addition, our ability to pay dividends may be impacted by a number of other factors, including, restrictive covenants under the loan or financing documents that we may enter into from time to time. Our Company has no formal dividend policy. Our Board may also, from time to time, pay interim dividends.

The Board shall, *inter alia*, consider certain financial, internal and external parameters before declaring dividend including level of debt, capital expenditure requirement, working capital requirement and profit earned during the year. Our Company may also, from time to time, pay interim dividends. The objective of the dividend policy is rewarding its Shareholders and retaining capital for growth and ensuring fairness, sustainability, and consistency in distributing profits to Shareholders.

The details of the dividend paid by our Company on the Equity Shares during the last three Fiscals are given below:

Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Number of equity shares at year/period ended	75,00,000	25,00,000	10,00,000
Face value per equity share (in ₹)	10	10	1000
Dividend paid (in ₹ Lakhs)	Nil	Nil	Nil
Dividend per Equity Share (in ₹)	Nil	Nil	Nil
Rate of dividend (%)	Nil	Nil	Nil
Dividend distribution tax (in ₹ Lakhs)	Nil	Nil	Nil
Dividend distribution tax (%)	Nil	Nil	Nil
Mode of payment of dividend	N.A.	N.A.	N.A.

*Note: The dividend for Fiscal Year 2017-2018 was paid in Fiscal Year 2018-2019 and Fiscal Year 2020-2021 was paid in Fiscal Year 2021-2022*

Our Company has not declared or paid any dividend from the last audited period (March 31, 2022) until the date of this Prospectus.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. For further details, please see the section entitled “**Financial Indebtedness**” on page 171 of this Prospectus.

The amount of dividend paid in the past is not necessarily indicative of the dividend policy of our Company or dividend amounts, if any, in the future. There is no guarantee that any dividends will be declared or paid or the amount thereof will be decreased in the future.

## **SECTION VI – FINANCIAL INFORMATION OF THE COMPANY**

### **Independent Auditor's Examination Report on Restated Financial Information**

To,  
**The Board of Directors,**  
**Cargosol logistics Limited**  
502, Swaroop Arcade, Sahar Road,  
Andheri - East, Mumbai - 400099,  
Maharashtra, India

Dear Sir,

1. We have examined the attached Restated Financial Information of **Cargosol logistics Limited** comprising the Restated Statement of Asset and Liabilities as at 31st March, 2022, 31st March, 2021 and 31st March 2020, the Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the year ended on 31st March, 2022, 31st March 2021 and 31st March 2020, the summary statement of significant accounting policies, and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the company for the purpose of inclusion in the Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:
  - a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
  - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
  - c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Prospectus to be filed with the stock exchanges where the equity shares of the Company are proposed to be listed, in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 2 to the Restated Financial Information.

The Board of Directors of the Company are responsibility for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
3. We have examined such Restated Financial Information taking into consideration:
  - a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter in connection with the proposed IPO of equity shares of the Company;
  - b. The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
  - d. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
4. These Restated Consolidated Financial Information have been compiled by the management from the Audited Consolidated financial statements of the group for the year ended 31st March 2022, 31st March, 2021 and 31st March 2020, which have been approved by the Board of Directors.
5. For the purpose of our examination, we have relied on:

Audit for the financial year ended 31st March, 2022 , 31st March , 2021 and 31st March, 2020 was conducted by us.

6. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information:
  - a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended 31st March 2022, 31st March 2021 and 31st March 2020 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended 31st March 2022.
  - b. does not contain any qualifications requiring adjustments.
  - c. have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.
7. The Restated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements.
8. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by the Company Auditor's, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
10. Our report is intended solely for use of the Board of Directors for inclusion in the Prospectus to be filed with Stock exchanges in connection with the proposed IPO. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.
11. In our opinion, the above financial information contained in these restated consolidated financial Statement read with the respective Significant Accounting Policies and Notes to Accounts as set out are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

**For CAS & Co.**

Chartered Accountants  
(Firm Registration No. 111075W)

Sd/-

**Sajjan Kanodia**

Partner

Membership No.: 048047

UDIN: 22048047ATIUNV2474

Place: Mumbai

Date: September 20, 2022

## RESTATED CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES

(Amount in ₹lakhs)

S N	Particulars	Note No.	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
<b>I</b>	<b>Equity &amp; Liabilities</b>				
	<b>1. Shareholders' funds</b>				
	Equity Share Capital	3	750.00	250.00	100.00
	Reserves and Surplus	4	849.82	728.96	682.46
	Minority Interest		-	-	-
			<b>1,599.82</b>	<b>978.96</b>	<b>782.46</b>
	<b>2. Non - Current Liabilities</b>				
	Long - Term Borrowings	5	772.15	890.37	564.43
	Long Term Provisions	6	23.11	30.45	29.57
			<b>795.26</b>	<b>920.82</b>	<b>594.00</b>
	<b>3. Current Liabilities</b>				
	Short - Term Borrowings	7	1,483.00	844.13	894.58
	Trade Payables	8			
	(i)Total outstanding due of micro enterprises and small enterprises; and		154.80	22.09	1.55
	(ii)Total outstanding dues of creditors other than micro enterprises and small enterprises		1,362.21	1,161.04	605.02
	Other Current Liabilities	9	375.40	172.56	86.10
	Short - Term Provisions	10	11.86	7.91	7.95
			<b>3,387.27</b>	<b>2,207.73</b>	<b>1,595.21</b>
	<b>TOTAL</b>		<b>5,782.35</b>	<b>4,107.51</b>	<b>2,971.67</b>
<b>II</b>	<b>Assets</b>				
	<b>1. Non - Current Assets</b>				
	Property Plant & equipment and Intangible Assets	11			
	(i) Tangible Assets		923.23	311.58	167.11
	(ii) Goodwill on consolidation		35.51	35.51	35.51
	Non-Current Investments	12	324.89	257.47	236.24
	Long - Term Loans and Advances	13	14.47	653.56	632.07
	Deferred Tax Asset (Net)	14	836.60	16.72	18.60
	Other Non-Current Assets	15	118.32	107.62	87.98
			<b>2,253.02</b>	<b>1,382.47</b>	<b>1,177.52</b>
	<b>2. Current Assets</b>				
	Trade Receivables	16	2,662.21	2,683.50	1,753.42
	Cash and Cash Equivalents	17	539.05	11.07	11.58
	Bank balances other than cash and cash equivalents	18	-	-	-
	Short - Term Loans and Advances	19	302.61	5.36	4.68
	Other Current Assets	20	25.45	25.11	24.47
			<b>3,529.32</b>	<b>2,725.04</b>	<b>1,794.15</b>
	<b>TOTAL</b>		<b>5,782.34</b>	<b>4,107.51</b>	<b>2,971.67</b>

# RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Amount in ₹lakhs)

Particulars	Note No.	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Revenue</b>				
Revenue from Operations	21	20,039.43	10,346.99	6,398.17
Other Income	22	32.82	13.00	14.75
<b>Total Income</b>		<b>20,072.25</b>	<b>10,359.99</b>	<b>6,412.92</b>
<b>Expenses</b>				
Operating Expenses	23	17,495.53	8,926.38	5,412.85
Employee Benefits Expense	24	1,020.06	634.88	459.03
Finance Costs	25	204.70	150.10	142.65
Depreciation and Amortization Expense	11	131.88	49.40	37.43
Other Expense	26	482.06	361.23	210.15
<b>Total Expense</b>		<b>19,334.23</b>	<b>10,121.98</b>	<b>6,262.12</b>
<b>Profit before Exceptional items</b>		<b>738.02</b>	<b>238.01</b>	<b>150.81</b>
Add/(Less) : Exceptional Items		-	-	-
<b>Profit before tax</b>		<b>738.02</b>	<b>238.01</b>	<b>150.81</b>
<b>Tax Expense:</b>				
(a) Current Tax		182.00	60.00	35.00
(b) Tax for Earlier Years		-	-	-
(c) Deferred Tax	14	2.26	1.87	(4.33)
<b>Total tax expense</b>		<b>184.26</b>	<b>61.87</b>	<b>30.67</b>
<b>Profit / (Loss) after tax before Minority Interest and Share of Profit in Associates</b>		<b>553.76</b>	<b>176.14</b>	<b>120.14</b>
<b>Minority Interest</b>		<b>-</b>	<b>-</b>	<b>-</b>
<b>Share of Profit/ (Loss) in Associate</b>		<b>67.10</b>	<b>20.36</b>	<b>5.75</b>
<b>Profit / (Loss) for the year</b>		<b>620.86</b>	<b>196.50</b>	<b>125.89</b>
<b>Earnings Per Equity Share (Face Value Rs.10/- Per Share):</b>	27			
Basic and Diluted (Rs.)		<b>8.28</b>	<b>2.62</b>	<b>1.68</b>



# RESTATED CONSOLIDATED STATEMENT OF CASH FLOW

(Amount in ₹lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>A - CASH FLOW FROM OPERATING ACTIVITIES</b>			
Restated Profit Before Tax	738.02	238.01	150.81
<b>Add/ (less) Adjustment for:</b>			
Interest Income	(10.23)	(7.73)	(7.78)
Interest Expenses	172.59	145.00	132.78
Depreciation	131.88	49.40	37.43
Sundry Balance Written back	-	0.55	5.64
(Gain)/loss on disposal of property, plant and equipment	-	(3.45)	0.80
<b>Operating Profit Before Working Capital Changes</b>	<b>1,032.26</b>	<b>421.77</b>	<b>319.68</b>
<b>Add/ (less): Adjustments for Changes in working capital:</b>			
(Increase) / decrease in Trade Receivable	21.30	(930.09)	(189.89)
(Increase)/decrease in Other Current Assets	(0.34)	(0.63)	1.10
(Increase) / decrease in Long Term Loans and Advances	(114.03)	-	(99.49)
(Increase) / decrease in Short Term Loans and Advances	(297.25)	(0.68)	17.27
(Increase) / decrease in Other Non-current assets	0.09	(19.63)	5.03
Increase / (decrease) in Trade payables	333.87	576.02	168.79
Increase / (decrease) in Other current Liability	202.85	86.45	32.78
Increase / (decrease) in Short Term Provision	3.96	(0.05)	(0.61)
Increase / (decrease) in Long term Provisions	(7.34)	0.88	5.07
<b>Cash Generated from Operations</b>	<b>1,175.35</b>	<b>134.05</b>	<b>259.72</b>
Income Taxes refunded /(Paid )	(251.00)	(81.49)	(57.86)
Add/ (less) : Direct taxes paid (net of refund received)			
<b>Net Cash inflow from Operating Activities</b>	<b>924.34</b>	<b>52.56</b>	<b>201.86</b>
<b>B - CASH FLOW FROM INVESTING ACTIVITIES</b>			
Acquisition of property, plant and equipment / intangible assets	(743.54)	(196.17)	(24.90)
Proceeds from sale of property, plant and equipment	-	5.75	6.18
(Purchase)/Sale of Investments	-	(0.87)	-
Interest received	10.23	7.73	7.78
<b>Net cash inflow/(outflow) from investing activities</b>	<b>(733.31)</b>	<b>(183.56)</b>	<b>(10.94)</b>
<b>C - CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds / (repayment) of borrowings (net)	520.65	275.49	(55.08)
Interest Expenses	(172.59)	(145.00)	(132.78)
<b>Net Cash inflow/(outflow) flow from Financing Activities</b>	<b>348.06</b>	<b>130.49</b>	<b>(187.86)</b>
<b>Net (Decrease) / Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>539.09</b>	<b>(0.51)</b>	<b>3.04</b>
Add: Cash and Cash Equivalents at the beginning of the year	91.45	91.96	88.92
<b>Cash and Cash Equivalents at the end of the period/year</b>	<b>630.54</b>	<b>91.45</b>	<b>91.96</b>

## Notes:

Cash and Cash Equivalents at the end of the year consists of cash in hand and balances with banks are as follows:

(Amount in ₹lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Cash on hand	7.79	5.88	4.40
Balances with bank	531.26	5.19	7.17
Fixed Deposit	91.18	80.39	80.39
<b>Cash and Cash Equivalents</b>	<b>630.23</b>	<b>91.45</b>	<b>91.96</b>

**ANNEXURE – IV**  
**SUMMARY STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & NOTES TO RESTATED CONSOLIDATED SUMMARY STATEMENTS**

**Note 1: Company overview**

"Cargosol Logistics Limited" was originally incorporated in the name of "Cargosol Logistics Private Limited" in 2011 under the Provision of Companies Act 1956 with the Registrar of Companies, Mumbai. Subsequently the Company was converted into a public limited company vide special resolution passed by the shareholders at the Extra Ordinary General Meeting held on February 10, 2022 and the name of Company was changed from "Cargosol Logistics Private Limited" to "Cargosol Logistics Limited" vide fresh Certificate of Incorporation granted to Company consequent upon conversion into public limited company dated March 15, 2022 by the Registrar of Companies, Mumbai bearing Corporate Identification Number U63000MH2011PLC214380.

The company is a full-service freight forwarder catering to all domestic and International transportation requirements

**Note 2: Statement on Significant Accounting Policies**

**1. Basis of Preparation:**

**Basis of accounting and preparation of financial statements:**

The Consolidated Restated Summary Statement of Assets and Liabilities of the Company as on March 31, 2022, March 31, 2021 and March 31, 2020 and the Consolidated Restated Summary Statement of Profit and Loss and Consolidated Restated Summary Statements of Cash Flows for the same period mentioned above and the annexure thereto (collectively, the "Restated Financial Statements" or "Restated Summary Statements") have been extracted by the management from the Financial Statements of the Company for the March 31, 2022, March 31, 2021 and March 31, 2020

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act. The accounting policies adopted in the preparation of financial statements have been consistently applied. All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of operations and time difference between the provision of services and realization of cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current and noncurrent classification of assets and liabilities.

**2. Use of Estimates:**

"The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize."

**3. Principles Of Consolidation:**

The Consolidated Financial Results comprise of the financial statements of Cargosol Logistics Limited and its subsidiaries, which are consolidated in accordance with Accounting Standard 21 on Consolidated Financial Statements notified pursuant to the Companies (Accounting Standards) Rules, 2006.

The Consolidated Financial Statements relate to Cargosol Logistics Limited ('The Company') and its subsidiaries have been prepared on the following basis:

- The financial statements of the Company and its subsidiaries has been combined on a line-by-line basis by adding together the balances of like items of assets, liabilities, income and expenditure after fully eliminating the intra-group balances and intra-group transactions resulting in unrealized profit or loss.

- The consolidated financial statements has been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.
- The excess of cost to the Company of its investments in the subsidiary over its portion of equity of subsidiary at the dates they become subsidiary is recognized in the financial statements as goodwill.
- The excess of Company's portion of equity of the subsidiary over the cost to the Company of its investments at the dates it become subsidiary is recognized in the financial statements as capital reserve.
- The excess of Company's portion of equity of the subsidiary over the cost to the Company of its investments at the dates it become subsidiary is recognized in the financial statements as capital reserve
- While preparing Consolidated Financial Statements, the foreign exchange adjustments have been carried out as per Accounting Standard 11 – "Accounting for effects of changes in Foreign Exchange Rates" on following basis:
  - a) The summarized revenue and expenses transactions at the year-end reflected in Profit and Loss Account of the foreign subsidiaries, which are stated in the currency of their domicile, are translated into Indian Rupees at an average exchange rate.
  - b) All monetary items reflected in the Balance Sheet of the foreign subsidiaries which are stated in the currency of their domicile, are translated into Indian Rupees at the year-end closing exchange rate and Non-monetary items are translated at the exchange rate at the date of transaction.
  - c) The resultant translation exchange gain/loss in case of non-integral foreign operations is disclosed as Foreign Exchange Translation Reserve in Reserves & Surplus Schedule in the Accounts.

#### **4. Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise of cash at bank and in hand and short-term investments with an original maturity of twelve months or less. Earmarked balances with bank, margin money or security against borrowings, guarantees and other commitments, if any shall be treated separately from cash and cash equivalent

#### **5. Cash flow statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

#### **6. Segment Reporting**

Based on the principles for determination of segments given in Accounting Standard 17 "Segment Reporting" issued by accounting standard notified by Companies (Accounting Standard) Rules, 2015, The Company has identified its business segment as "Goods Transportation Services". There are no other primary reportable segments. The activities of the company are restricted to only one geographical segment i.e., India, hence the secondary segment disclosures are also not applicable.

#### **7. Revenue Recognition**

- a) Revenue is recognized from rendering of services in the accounting period in which the services are rendered. For Fixed price contracts, revenue is recognized based on the actual service provided to the end of the reporting period as proportion of the total services to be provided.
- b) Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and stated at net of taxes or duties collected on behalf of the government.
- c) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- d) Dividend income is recognized at the time when right to receive dividend is established.

#### **8. Plant Property & Equipments**

Property, Plant and equipment including capital work in progress are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of input tax credit availed wherever applicable. Subsequent costs are included in asset's carrying amount or recognized as separate assets, as appropriate,

only when it is probable that future economic benefit associated with the item will flow to the Company and the cost of item can be measured reliably.

Fixed assets acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash consideration. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident. Fixed assets acquired in exchange for securities of the Company are recorded at the fair market value of the assets or the fair market value of the securities issued, whichever is more clearly evident."

## 9. Depreciation & Amortization

### i. Tangible Asset

Depreciation on property, plant and equipment is provided using the written down value method based on the life and in the manner prescribed in Schedule II to the Companies Act, 2013, and is generally recognized in the statement of profit and loss. Cost of Lease hold is amortized over the tenure of lease agreement. Freehold land is not depreciated. In case where the cost of part of asset is significant to total cost of the asset and useful life of that part is different from the useful life of the remaining assets, the useful life of that significant part has been determined separately.

Asset	Life
Office Premises	30 years
Furniture and Fixtures	8 years
Office Equipment	10 years
Vehicles	8 years
Computer	3 years

The depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets. Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

### ii. Intangible Asset

The amortization of an Intangible Assets is allocated on a systematic basis over the best estimate of its useful life of the Intangible asset

## 10. Impairment of Assets

The carrying values of assets / cash generating units are reviewed at each Balance Sheet date for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss.

## 11. Accounting for Taxes of Income:-

### Current Taxes

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with Income Tax Act, 1961. Deferred income tax reflects the impact of current year timing differences between taxable income that originates in one period and are capable of reversal in one or more subsequent periods

### Deferred Taxes

Deferred tax is recognized 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 recognized for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty

that there will be sufficient future taxable income available to realize such assets. Deferred tax assets are recognized 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 offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

### **Minimum Alternative Tax**

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

### **12. Borrowing Cost**

"Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs 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. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset is added to the cost of the assets.

Borrowing cost attributable to the fixed assets during construction/ exploration, renovation and modernization are capitalized. Such borrowing costs are apportioned on the average balance of capital work in progress for the year. Other borrowing costs are recognized as an expense in the period in which they are incurred."

### **13. Leases**

Lease arrangements where risks and rewards incidental to ownership of an asset substantially vests with lessor are classified as operating lease. Rental expenses on assets obtained under operating lease arrangements are recognized in the Statement of Profit and Loss on straight line basis over the lease period.

### **14. Employee Benefits :**

All short-term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees.

#### **"Provident Fund**

The Company's contribution as per Employee Provident Fund Law towards Provident Fund as provided for and payments thereof are made to the relevant authorities on actual basis and relevant employer's contribution are recognized as expenditure and are charged to the statement of profit & loss on accrual basis."

#### **"Gratuity**

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation"

### **15. Foreign Currency Transactions**

#### **"Initial Recognition**

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction."

## "Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined."

## "Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise."

## 16. Provisions and Contingent Liabilities:

Provisions are recognized when an enterprise has a present obligation as a result of past event for which 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 are not discounted to its present value and are determined based on 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 best current estimates.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or the present obligations that arises from past events, where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

## 17. Investments

Long-term investments, are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

## 18. Earnings per share

"The Company reports basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20 'Earning per Share'". Basic EPS is computed by dividing the net profit or loss attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss attributed to the equity shareholders for the year by weighted average number of equity shares outstanding during the year as adjusted for the effects of all potential equity share, except where the result is antidilutive."

## 19. Material Adjustments

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Schedule VI and Accounting Standards.

## Part A

### Statement of Restatement Adjustments to Audited Financial Statements Reconciliation between audited profit and restated profit

(Amount in ₹lakhs)

Particulars	For the year ended		
	31 <sup>st</sup> March 2022	31st March 2021	31st March 2020
(A) Total Profit for the year (as per audited financial statements)	620.86	163.64	125.89
(B) Adjustment for:-			
(1) Current Tax	-	32.86	-



<b>Total adjustments</b>	<b>-</b>	<b>32.86</b>	<b>-</b>
<b>Restated Total Profit for theyear</b>	<b>620.86</b>	<b>196.50</b>	<b>125.89</b>

#### Reconciliation between total audited equity and total restated equity

(Amount in ₹lakhs)

Particulars	As at		
	31st March 2022	31st March 2021	31st March 2020
(A) Total Equity as per audited financial statements	1599.81	978.96	815.32
(B) Adjustment for:-			
(1) Current Tax as above	-	-	-
(2) Carry forward adjustment in total equity from the immediate previous year			(32.86)
<b>Total adjustments</b>	<b>-</b>	<b>-</b>	<b>(32.86)</b>
<b>Restated Total Equity</b>	<b>1599.81</b>	<b>978.96</b>	<b>782.46</b>

#### Part B: Material Regrouping

Appropriate regroupings have been made in the Restated Statement of Assets and Liabilities, Restated Statement of Profit and Loss and Restated Statement of Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per AS financial information of the Company for the year ended March 31, 2022 prepared in accordance with Schedule III of Companies Act, 2013 and other applicable AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2018, as amended.

#### Part C: Non Adjusting items

There are no non-adjusting items

#### Note 3: Restated Consolidated Equity Share Capital

##### a. Details of authorised, issued and subscribed share capital

(Amount in ₹lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
<b>Authorised Capital</b>			
11,00,000 (PY :25,00,000) Equity Shares of Rs. 10 each	1100	250	100
	<b>1100</b>	<b>250</b>	<b>100</b>
<b>Issued, Subscribed and Paid up Capital</b>			
75,00,000 (PY: 25,00,000) Equity Shares of Rs. 10 each fully paid up	750	250	100
<b>Total</b>	<b>750</b>	<b>250</b>	<b>100</b>

Note: During the year the company has increased its Authorised Share Capital from Rs 2,50,00,000/- to Rs 11,00,00,000/- divided into 1,10,00,000 Equity Shares of Rs 10 each vide Special Resolution passed in the Extra Ordinary General meeting held on 11th January, 2022.

##### b. Terms/rights attached to equity shares

The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, in proportion to their shareholding.

##### c. Aggregate number of Bonus share issued

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Equity Shares allotted as fully paid bonus share by capitalization of retained	50,00,000	15,00,000	500,000

earning			
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**d. Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting period**

Particulars	As at March 31, 2022		As at March 31, 2021		As at March 31, 2020	
	Number of shares	Amount Rs.	Number of shares	Amount Rs.	Number of shares	Amount Rs.
No. of shares at the beginning of the year	2,500,000	25,000,000	1,000,000	10,000,000	500,000	5,000,000
Add: Issue of Shares during the year	5,000,000	50,000,000	1,500,000	15,000,000	500,000	5,000,000
<b>No. of shares at the end of the year</b>	<b>7,500,000</b>	<b>75,000,000</b>	<b>2,500,000</b>	<b>25,000,000</b>	<b>1,000,000</b>	<b>10,000,000</b>

**e. Details of shareholders holding more than 5% shares in the Company**

Name of shareholder	As at March 31, 2022		As at March 31, 2021		As at March 31, 2020	
	Number of Shares	% holding	Number of Shares	% holding	Number of Shares	% holding
<b>Equity Share of Rs.10 each fully paid up</b>						
Mr. Roshan Rohira	3,749,700	50.00%	1,250,000	50.00%	500,000	50.00%
Mr. Samuel Muliylil	3,749,700	50.00%	1,250,000	50.00%	500,000	50.00%

**f. Details of promoter shareholding**

Name of the shareholder	As at March 31, 2022		As at March 31, 2021		As at March 31, 2020	
	Number of shares	% holding	Number of shares	% holding	Number of shares	% holding
Mr. Roshan Rohira	3,749,700	50%	1,250,000	50%	500,000	50.00%
Mr. Samuel Muliylil	3,749,700	50%	1,250,000	50%	500,000	50.00%
	<b>7,499,400</b>	<b>100%</b>	<b>2,500,000</b>	<b>100%</b>	<b>1,000,000</b>	<b>100%</b>

*Note:*

*Promoter here means promoter as defined in the Companies Act, 2013, as amended.*

**Note 4: Restated Consolidated Reserves and Surplus**

*(Amount in ₹lakhs)*

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
<b>Statement of Consolidated Profit and loss Account</b>			
Balance as per latest balance sheet	728.96	682.46	606.57
Add: Profit for the Year( Net)	620.86	196.50	125.89
Less: Bonus Issue during the year	500.00	150.00	50.00
<b>Balance as at the End of the Year</b>	<b>849.82</b>	<b>728.96</b>	<b>682.46</b>

**Note 5 - Restated Consolidated Long Term Borrowings**

*(Amount in ₹lakhs)*

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
<b>Secured Loans</b>			
Term Loans from Bank (Refer Note (a) below)	900.01	906.42	558.09
Less : Current maturities of long term loan	286.15	151.66	63.73
	<b>613.86</b>	<b>754.75</b>	<b>494.36</b>
<b>Unsecured Loans</b>			
- Loans From Bank (Refer Note (b) below)	71.43	-	-
Less : Current maturities of long term loan	35.47	-	-
- Loans From Directors (Refer Note (c) below)	119.83	116.80	51.80
- Loan from Inter-corporate Deposit (Refer Note (d) below)	2.50	18.82	18.26
	<b>122.32</b>	<b>135.62</b>	<b>70.06</b>

	772.15	890.37	564.43
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**a. Term loan from Bank (Secured) includes:**

- i. Rs. Nil (31st March 2021: Rs.0.46 lakhs, 31st March 2020: Rs.3.07 lakhs) term loan from Cholamandalam Investment and Finance Company Ltd. carries interest @ 11 % p.a for vehicle. The loan is repayable in 34 Monthly instalments along with interest starting from August, 2018. The loan is secured against Hypothecation of vehicle .
- ii. Rs. Nil (31st March 2021:Nil, 31st March 2020: Nil) term loan from HDFC Bank carries interest @ 11.25% p.a for vehicle. The loan is repayable in 60 Monthly instalments along with interest starting from Febuary, 2015. The loan is secured against Hypothecation of vehicle.
- iii. Rs. Nil (31st March 2021:Nil, 31st March 2020: 1.31 lakhs) term loan from HDFC Bank carries interest @ 8.50% p.a for vehicle. The loan is repayable in 36 Monthly instalments along with interest starting from September, 2017. The loan is secured against Hypothecation of vehicle.
- iv. Rs.9.36 lakhs (31st March 2021:Rs.13.73 lakhs, 31st March 2020: Rs.17.76 lakhs) term loan from HDFC Bank carries interest @ 9.50% p.a for vehicle. The loan is repayable in 60 Monthly instalments along with interest starting from February, 2019. The loan is secured against Hypothecation of vehicle.
- v. Rs. 8.61 lakhs (31st March 2021: Rs.12.08 lakhs, 31st March 2020: Rs.15.30 lakhs) term loan from HDFC Bank carries interest @ 9.63% p.a for Commercial Vehicle loan. The loan is repayable in 60 Monthly instalments along with interest starting from May, 2019. The loan is secured against Hypothecation of vehicle.
- vi. Rs.17.02 lakhs (31st March 2021: Rs.21.47 lakhs, 31st March 2020: Nil) term loan from HDFC Bank carries interest @ 8.40% p.a for Motor Vehicle loan. The loan is repayable in 60 Monthly instalments along with interest starting from July, 2020. The loan is secured against Hypothecation of vehicle.
- vii. Rs.27.98 lakhs (31st March 2021:Rs.33.89 lakhs, 31st March 2020: Nil) term loan from HDFC Bank carries interest @ 7.30% p.a for Motor Vehicle loan. The loan is repayable in 60 Monthly instalments along with interest starting from Feb, 2021. The loan is secured against Hypothecation of vehicle.
- viii. Rs. 101.79 lakhs (31st March 2021: Rs.141.69 lakhs, 31st March 2020: Rs.163.33 lakhs) term loan from IndusInd bank carries interest @ 7.50% p.a for Working capital term loan. The term loan is repayable in 50 Monthly installment along with the interest starting from July 20.
- ix. Rs. 171.76 lakhs (31st March 2021:Rs. 213.23 lakhs, 31st March 2020: Nil) term loan from Indusind` Bank carries interest @ 9.25% p.a for working capital term loan. The loan is repayable in 36 Monthly instalments along with interest starting from September, 2021.
- x. Rs. 41.66 lakhs (31st March 2021:Rs. Nil lakhs, 31st March 2020: Nil) term loan from Indusind` Bank carries interest @ 9% p.a for working capital term loan. The loan is repayable in 36 Monthly instalments of Rs 1,38,889/- excluding interest starting from October 2021
- xi. Rs. 59.48 lakhs (31st March 2021:Rs. 71.68 lakhs, 31st March 2020: Nil) term loan from ICICI Bank carries interest @ 8.25% p.a for loan against property. The loan is repayable in 48 Monthly instalments along with interest starting from Sep, 2021. The loan is secured against the property situated at Lodha Supremeus, CTC No.77, 81, & 76, Vilige Mulgaon, Andheri 1, Mumbai, Maharashtra- 400093 .
- xii. Rs. 7.76 lacs (31st March 2021: Rs.11.57 lacs, 31st March 2020: Nil) term loan from ICICI Bank carries interest @ 9.50% p.a for Commercial Vehicle loan. The loan is repayable in 36 Monthly instalments along with interest starting from Jan, 2021. The loan is secured against Hypothecation of vehicle.
- xiii. Rs. 7.76 lacs (31st March 2021: Rs.11.57 lacs, 31st March 2020: Nil) term loan from ICICI Bank carries interest @ 9.50% p.a for Commercial Vehicle loan. The loan is repayable in 36 Monthly instalments along with interest starting from Jan, 2021. The loan is secured against Hypothecation of vehicle.
- xiv. Rs. 7.76 lacs (31st March 2021: Rs.11.57 lacs, 31st March 2020: Nil) term loan from ICICI Bank carries interest @ 9.50% p.a for Commercial Vehicle loan. The loan is repayable in 36 Monthly instalments along with interest starting from Jan, 2021. The loan is secured against Hypothecation of vehicle.
- xv. Rs. 7.76 lacs (31st March 2021: Rs.11.57 lacs, 31st March 2020: Nil) term loan from ICICI Bank carries interest @ 9.50% p.a for Commercial Vehicle loan. The loan is repayable in 36 Monthly instalments along with interest starting from Jan, 2021. The loan is secured against Hypothecation of vehicle.
- xvi. Rs. 379.01 lakhs (31st March 2021: Rs.340.35 lakhs, 31st March 2020: Rs.357.32 lakhs) term loan from ICICI Bank carries interest @ 8.65 % p.a for Commercial Property . The loan is repayable in 180 monthly instalments along with interest starting from August, 2018. The loan is mortgage against Property purchased.
- xvii. Rs. 7.76 lacs (31st March 2021: Rs.11.57 lacs, 31st March 2020: Nil) term loan from ICICI Bank carries interest @ 9.50% p.a for Commercial Vehicle loan. The loan is repayable in 36 Monthly instalments along with interest starting from Jan, 2021. The loan is secured against Hypothecation of vehicle.

- xviii. Rs. 22.22 Lakhs /- (31st March 2022 Nil, 31st March 2020 Nil ) term Loan from Indusind Bank carries Interest @ 7.02% p.a. for the purchase of Container. The Loan is repayable in 41 installments along with interest starting from February 2022. The Loan is secured in Hypothecation of Container
- xix. Rs. 22.06 Lakhs/- (31st March 2021 Nil 31st March 2020 Nil ) term loan from Indusind Bank Carries Interest @ 7.02% p.a. for Purchase of Container. The Loan is repayable 41 installments along with interest starting from February 2022. The Loan is secured in Hypothecation of Container.
- b. Unsecured Loan from Bank
- i. Rs. 39.38 lakhs (31st March 2021:Nil, 31st March 2020: Nil) term loan from HDFC Bank carries interest @ 14% p.a for business purpose. The loan is repayable in 36 Monthly instalments along with interest starting from July, 2021.
- ii. Rs. 32.05 lakhs (31st March 2021:Nil, 31st March 2020: Nil) term loan from ICICI Bank carries interest @ 14% p.a for business purpose. The loan is repayable in 36 Monthly instalments along with interest starting from July, 2021.
- c. Loan from others

Loan from director and Intercompany Deposit are interest free and is repayable after 31.3.2023.

- d. Intercompany deposit (Unsecured)

- i. Intercompany deposits amounting to Rs 2.50 lacs (31st March 2021:Rs. 18.82 lacs, 31st March 2020: Rs 18.26 lacs) are repayable after 31.3.2023.

#### Note 6 - Restated Consolidated Long Term Provisions

(Amount in ₹lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Provision for Employee benefits			
Leave Encashment	7.99	10.07	10.96
Gratuity	15.13	20.38	18.62
<b>TOTAL</b>	<b>23.11</b>	<b>30.45</b>	<b>29.57</b>

#### Note 7 - Restated Consolidated Short Term Borrowings

(Amount in ₹lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
<b>Loans repayable on demand</b>			
<b>Secured</b>			
<b>From Banks:-</b>			
Bank Overdraft	1,116.55	647.63	786.02
Current maturities of long term borrowing	321.62	151.66	63.73
<b>Unsecured</b>			
Loan from Directors	44.83	44.83	44.83
Current maturities of long term borrowing			
<b>Total</b>	<b>1,483.00</b>	<b>844.13</b>	<b>894.58</b>

#### Note:

Working capital loan represents the following:

From IndusInd Bank amounting to Rs. 1,116.55Lakhs/- (31st March 2021: Rs.647.63 lakhs, 31st March 2020: Rs.786.02 lakhs) carries interest rate of 8.60%

The working capital loan is secured by Hypothecation of entire current assets and Equitable mortgage of Properties as under

- (a) Commercial Property in the name of Cargosol Logistics Private Limited Located at 501 - A, 501-B, 502 Swaroop Arcade, Sahar Road, Andheri (East), Mumbai
- (b) Commercial Property in the name of Cargosol Logistics Private Limited Located at B-101 Vaishnav Apartments, Andheri (East)
- (c) Commercial Property in the name of Cargosol Logistics Private Limited Located at Shop No. 11, Gokul Horizon Thakur Village, Kandivali (East)
- (d) Residential Property in the name of Director Mr. Roshan Rohira Located at 302, Green Meadows, Lokhandwala Complex, Kandivali (East)

(a) (e) Residential Property in the name of Director Mr. Samuel Muliyl Located at 502, Gokul Horizon, Thakur Village, Kandivali (East)

Further the loan is secured by personal guarantee of Mr. Roshan Rohira, Mr. Samuel Muliyl and Ms. Bhagyashree Roshan Rohira.

Name of Bank	Quarter	Particulars of Security	Amount as per Books	Amount reported in Stock Statement	Amount of difference
Indusind Bank Limited	Qtr 1	Trade Receivable	2,400.56	2,400.56	-
		Trade Payable	531.00	531.00	-
Indusind Bank Limited	Qtr 2	Trade Receivable	-	-	-
		Trade Payable	-	-	-
Indusind Bank Limited	Qtr 3	Trade Receivable	2,542.90	2,542.90	-
		Trade Payable	665.74	665.74	-
Indusind Bank Limited	Qtr 4	Trade Receivable	-	-	-
		Trade Payable	-	-	-

#### Note 8 - Restated Consolidated Trade Payables

(Amount in ₹lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
i. Total outstanding dues of micro enterprises and small enterprises	154.80	22.09	1.55
ii. Total outstanding dues for creditors other than micro enterprises and small enterprises	1,362.21	1,161.04	605.02
<b>Total</b>	<b>1,517.01</b>	<b>1,183.13</b>	<b>606.57</b>

Disclosures under Sec 22 of Micro, Small and Medium Enterprises Development Act, 2006 to the extent information available with the Company:

(Amount in ₹lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of accounting year;	154.80	22.09	1.55
The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-	-
The amount of interest paid by the buyer in terms of section 16 along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-	-
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	-	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-	-

#### Trade Payable ageing Schedule

As at March 31, 2022

(Amount in ₹lakhs)

Particulars	Outstanding for following periods					Total
	Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	

(i) Micro and Small Enterprises	138.28	14.47	2.04	-	-	154.79
(ii) Others	1,178.06	122.60	1.78	8.55	-	1,310.99
(iii) Disputed Dues - Micro and Small Enterprises	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	51.23	51.23
Unbilled Dues	-	-	-	-	-	-
<b>Total</b>	<b>1,316.33</b>	<b>137.07</b>	<b>3.83</b>	<b>8.55</b>	<b>51.23</b>	<b>1,517.01</b>

#### As at March 31, 2021

(Amount in ₹lakhs)

Particulars	Outstanding for following periods				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Micro and Small Enterprises	22.09	-	-	-	22.09
(ii) Others	1,108.11	-	-	1.71	1,109.82
(iii) Disputed Dues - Micro and Small Enterprises	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	51.23	51.23
Unbilled Dues	-	-	-	-	-
<b>Total</b>	<b>1,130.20</b>	<b>-</b>	<b>-</b>	<b>52.94</b>	<b>1,183.13</b>

#### As at March 31, 2020

(Amount in ₹lakhs)

Particulars	Outstanding for following periods				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Micro and Small Enterprises	1.55	-	-	-	1.55
(ii) Others	552.08	-	-	1.71	553.79
(iii) Disputed Dues - Micro and Small Enterprises	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	51.23	51.23
Unbilled Dues	-	-	-	-	-
<b>Total</b>	<b>553.63</b>	<b>-</b>	<b>-</b>	<b>52.94</b>	<b>606.57</b>

#### Note 9 - Restated Consolidated Other Current Liabilities

(Amount in ₹lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Statutory Dues	232.68	133.99	42.74
Employee Related Liabilities	99.48	35.12	36.06
Audit Fees Payable	-	3.30	1.10
Advance from Customer	43.24	-	-
Other Payables	-	0.15	0.15
Bonus Payable	-	-	6.05
<b>Total</b>	<b>375.40</b>	<b>172.56</b>	<b>86.10</b>

#### Note 10 - Restated Consolidated Short Term Provisions

(Amount in ₹lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
<b>Provision for employee benefits:</b>			
Provision for audit fees	3.60	-	-
Provision for Leave Encashment	1.73	1.51	2.08
Provision for Gratuity	6.53	6.40	5.87
<b>Total</b>	<b>11.86</b>	<b>7.91</b>	<b>7.95</b>



**Note 11 - Property Plant & Equipment**  
**For the Year ended March 31, 2022**

(Rs. In Lakhs)

Description	Gross Block				Depreciation Block				Net Block	
	As at April 1, 2021	Additions during the year	Deletions/ Adjustments during the year	As at March 31, 2022	Accumulated upto March 31, 2021	For the Year	On Deletions during the year	Accumulated upto March 31, 2022	As at March 31, 2022	As at March 31, 2021
<b>Tangible Assets</b>										
Land	5.20	-	-	5.20	-	-	-	-	5.20	5.20
Office Premises	151.61	17.50	-	169.11	61.83	4.62	-	66.45	102.66	89.78
Furniture and Fixtures	49.49	6.82	-	56.31	32.68	4.00	-	36.68	19.63	16.81
Office Equipment	92.61	4.26	-	96.86	71.81	6.85	-	78.67	18.20	20.80
Vehicles and Containers	273.92	704.44	-	978.37	110.06	106.07	-	216.13	762.23	163.86
Computer	77.86	10.53	-	88.38	62.72	10.34	-	73.07	15.32	15.14
<b>TOTAL</b>	<b>650.69</b>	<b>743.54</b>	<b>-</b>	<b>1,394.24</b>	<b>339.11</b>	<b>131.88</b>	<b>-</b>	<b>471.00</b>	<b>923.23</b>	<b>311.58</b>
<b>Previous Year</b>	<b>476.30</b>	<b>196.17</b>	<b>21.78</b>	<b>650.69</b>	<b>309.19</b>	<b>49.40</b>	<b>19.48</b>	<b>339.11</b>	<b>311.58</b>	<b>167.11</b>

**For the Year ended 31st March 2021**

(Amount in ₹ lakhs)

Description	Gross Block				Depreciation Block				Net Block	
	As at April 1, 2020	Additions during the year	Deletions/ Adjustments during the year	As at March 31, 2021	Accumulated upto March 31, 2020	For the Year	On Deletions during the year	Accumulated upto March 31, 2021	As at March 31, 2021	As at March 31, 2020
<b>Tangible Assets</b>										
Land	5.20	-	-	5.20	-	-	-	-	5.20	5.20
Office Premises	148.35	3.26	-	151.61	57.40	4.43	-	61.83	89.78	90.96
Furniture and Fixtures	34.44	15.05	-	49.49	29.82	2.86	-	32.68	16.81	4.62
Office Equipment	79.40	13.21	-	92.61	59.93	11.88	-	71.81	20.80	19.47
Vehicles	146.69	149.01	21.78	273.92	106.68	22.86	19.48	110.06	163.86	40.01

										-
Computer	62.21	15.65		77.86	55.36	7.36		62.72	15.14	6.85
<b>TOTAL</b>	<b>476.30</b>	<b>196.17</b>	<b>21.78</b>	<b>650.69</b>	<b>309.19</b>	<b>49.40</b>	<b>19.48</b>	<b>339.11</b>	<b>311.58</b>	<b>167.11</b>
<b>Previous Year</b>	<b>475.93</b>	<b>24.90</b>	<b>24.54</b>	<b>476.30</b>	<b>289.31</b>	<b>37.43</b>	<b>17.55</b>	<b>309.19</b>	<b>167.11</b>	<b>186.62</b>

For the year ended 31st March 2020

(Amount in ₹lakhs)

Description	Gross Block				Depreciation Block				Net Block	
	As at April 1, 2019	Additions during the year	Deletions/ Adjustments during the year	As at March 31, 2020	Accumulated upto March 31, 2019	For the Year	On Deletions during the year	Accumulated upto March 31, 2020	As at March 31, 2020	As at March 31, 2019
<b>Tangible Assets</b>										
Land	5.20	-	-	5.20	-	-	-	-	5.20	5.20
Office Premises	148.35	-	-	148.35	52.74	4.66	-	57.40	90.96	95.61
Furniture and Fixtures	34.44	-	-	34.44	28.21	1.61	-	29.82	4.62	6.23
Office Equipment	67.83	11.57	-	79.40	50.14	9.80	-	59.93	19.47	17.69
Vehicles	164.93	6.30	24.54	146.69	108.02	16.22	17.55	106.68	40.01	56.91
Computer	55.18	7.03	-	62.21	50.21	5.15	-	55.36	6.85	4.97
<b>TOTAL</b>	<b>475.93</b>	<b>24.90</b>	<b>24.54</b>	<b>476.30</b>	<b>289.31</b>	<b>37.43</b>	<b>17.55</b>	<b>309.19</b>	<b>167.11</b>	<b>186.62</b>
<b>Previous Year</b>	<b>439.88</b>	<b>36.60</b>	<b>0.55</b>	<b>475.93</b>	<b>247.47</b>	<b>42.13</b>	<b>0.28</b>	<b>289.31</b>	<b>186.62</b>	<b>192.41</b>

**Note 12: Restated Consolidated Non-Current Investment**
*(Amount in ₹lakhs)*

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
<b>Unquoted Equity instruments:</b>			
<b>Investment in Associate</b>			
75 (P. Y.- 75) Equity Shares of 1000 Dirhams each, fully paid up of Cargosol LLC			
Cost of Acquisition	37.78	37.78	37.78
Add / (Less) : Accumulated share of Profit / (Loss)	285.92	218.82	198.46
<b>Total</b>	<b>323.70</b>	<b>256.60</b>	<b>236.24</b>
<b>Quoted Investment</b>			
50(P.Y. -Nil) Equity shares of Rs. 2 each fully paid of Axis Bank Ltd.	0.32	-	-
100 (P.Y. - NIL) Equity Shares of Rs. 10 each, fully paid up @ Rs.168.14 of ITC Ltd	0.17	0.17	-
50 (P.Y. - NIL) Equity Shares of Rs. 10 each, @ Rs.383.36 fully paid up of BPCL Ltd	0.19	0.19	-
2000 (P.Y. - NIL) Equity Shares of Rs. 10 each, @ Rs.9.90 fully paid up of Compucom Software Ltd	0.20	0.20	-
20 (P.Y. - NIL) Equity Shares of Rs. 10 each, @ Rs.1529.75 fully paid up of HDFC Bank Ltd	0.31	0.31	-
	<b>324.89</b>	<b>257.47</b>	<b>236.24</b>

*(Amount in ₹lakhs)*

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Aggregate market value of quoted investments	1.55	1.17	-
Aggregate book value of quoted investments	1.19	0.87	-
Aggregate value of unquoted investments	323.70	256.60	236.24

**Note 13: Restated Consolidated Deferred Tax Assets (Net)**

The major components of deferred tax liabilities/assets as recognized in the financial statements is as follows:

*(Amount in ₹lakhs)*

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
<b>Deferred Tax assets</b>			
Property Plant & Equipment	7.37	7.80	9.89
Provision for employee benefits	7.10	8.92	8.71
<b>TOTAL</b>	<b>14.47</b>	<b>16.72</b>	<b>18.60</b>

**Note 14: Restated Consolidated Long Term Loans and Advances**
*(Amount in ₹lakhs)*

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Advances for Property	651.79	537.76	537.76
Advance Income Tax (Net of provision for tax)	184.81	115.80	94.31
<b>Total</b>	<b>836.60</b>	<b>653.56</b>	<b>632.07</b>

**Note 15: Restated Consolidated Other Non-Current Assets**
*(Amount in ₹lakhs)*

Particulars	As at	As at	As at
-------------	-------	-------	-------

	March 31, 2022	March 31, 2021	March 31, 2020
Security Deposits	27.14	27.23	7.60
Fixed deposits (maturity more than 12 month at inception)	91.18	80.39	80.39
<b>Total</b>	<b>118.32</b>	<b>107.62</b>	<b>87.98</b>

#### Note 16 - Restated Consolidated Trade Receivables

(Amount in ₹lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good	2,662.21	2,683.50	1,753.42
Doubtful			
<b>Total</b>	<b>2,662.21</b>	<b>2,683.50</b>	<b>1,753.42</b>

#### Trade receivables ageing schedule

As at March 31, 2022

(Amount in ₹lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	2,190.90	223.23	23.90			2,438.03
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	224.18	224.18
(v) Disputed Trade receivables - considered doubtful	-	-	-	-	-	-
	<b>2,190.90</b>	<b>223.23</b>	<b>23.90</b>	<b>-</b>	<b>224.18</b>	<b>2,662.21</b>

#### Trade receivables ageing schedule

As at March 31, 2021

(Amount in ₹lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	2,289.25	98.68	18.25	-	52.49	2,458.66
(ii) Undisputed Trade receivables - considered doubtful		-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	224.84	224.84
(v) Disputed Trade receivables - considered doubtful	-	-	-	-	-	-
	<b>2289.25</b>	<b>98.68</b>	<b>18.25</b>	<b>-</b>	<b>277.33</b>	<b>2,683.50</b>

#### Trade receivables ageing schedule

As at March 31, 2020

(Amount in ₹lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	1,466.73	8.26	1.10	-	52.49	1,528.58
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	224.84	224.84
(v) Disputed Trade receivables - considered doubtful	-	-	-	-	-	-
	<b>1466.73</b>	<b>8.26</b>	<b>1.10</b>	<b>-</b>	<b>277.33</b>	<b>1,753.42</b>

**Note 17: Restated Consolidated Cash and Bank Balance**
*(Amount in ₹lakhs)*

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Cash in Hand	7.79	5.88	4.40
Balances with banks			
- In current accounts	531.26	5.19	7.17
<b>Total</b>	<b>539.05</b>	<b>11.07</b>	<b>11.58</b>

**Note 18: Bank balances other than cash and cash equivalents**
*(Amount in ₹lakhs)*

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Fixed deposits with Banks (having maturity at inception for more than 3 months but less than 12 months)	91.18	80.39	80.39
Less: Fixed deposit with original maturity of more than one year	91.18	80.39	80.39
	-	-	-

**Fixed deposits with banks includes**
*(Amount in ₹lakhs)*

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Held as margin money against bank guarantee provided by the bank	42.50	32.00	32.00
	42.50	32.00	32.00

**Note 19: Restated Consolidated Short Term Loans and Advances**
*(Amount in ₹ lakhs)*

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
<b>Unsecured, considered good</b>			
Advance to Suppliers	298.71	-	-
Loan to Employees	3.90	5.36	4.68
<b>Total</b>	<b>302.61</b>	<b>5.36</b>	<b>4.68</b>

**Current Loans or Advances**
*(Amount in ₹lakhs)*

Type of Borrower	As at 31 March 2022		As at 31st March, 2021	
	Amount of loanor advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loanor advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
<b>Promoters</b>	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	-	-	-	-
	-	-	-	-

## Current Loans or Advances

(Amount in ₹lakhs)

Type of Borrower	As at 31st March, 2020	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Parties	-	-
	-	-

## Note 20: Restated Consolidated Other Current Assets

(Amount in ₹lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Advances to Employees for Expenses	6.42	6.35	3.52
Advance Salary	-	-	5.53
Prepaid Expenses	19.03	18.29	10.85
Other receivables	-	0.43	4.57
Balances with Government authorities	-	0.04	-
<b>Total</b>	<b>25.45</b>	<b>25.11</b>	<b>24.47</b>

## Note 21: Restated Consolidated Revenue from Operations

(Amount in ₹lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Freight Charges	16,035.61	6,858.42	3,281.03
Handling and Other charges	3,844.23	3,431.33	3,117.14
Commission Income	159.59	57.24	-
<b>Total</b>	<b>20,039.43</b>	<b>10,346.99</b>	<b>6,398.17</b>

## Note 22: Restated Consolidated Other Income

(Amount in ₹lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Dividend Receivable	0.05	0.01	-
Profit on sale of Property, plant & equipment	-	3.45	-
Interest on Income Tax Refund	5.12	2.46	3.30
Interest on Fixed Deposit	5.10	5.27	4.47
Interest Received	4.39	-	-
Sundry Balances Written Back	-	0.55	5.64
Discount Received	18.16	0.12	1.34
Miscellaneous Income	-	1.15	-
<b>Total</b>	<b>32.82</b>	<b>13.00</b>	<b>14.75</b>

## Note 23: Restated Consolidated Operating Expenses

(Amount in ₹lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Freight Expenses	14,330.79	6,269.70	3,177.69
Handling and Other expenses	3,164.74	2,656.68	2,235.16
<b>Total</b>	<b>17,495.53</b>	<b>8,926.38</b>	<b>5,412.85</b>



**Note 24: Restated Consolidated Employee Benefit Expenses**
*(Amount in ₹lakhs)*

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Salaries and Allowances	487.10	417.21	433.80
Director Remuneration	500.80	193.25	
Contribution to Provident Fund	13.73	13.30	10.79
Leave Encashment	(0.35)	(0.76)	4.28
Gratuity	2.67	1.79	1.20
Staff Welfare Expenses	16.11	10.08	8.96
<b>Total</b>	<b>1,020.06</b>	<b>634.88</b>	<b>459.03</b>

**Note 25: Restated Consolidated Finance Cost**
*(Amount in ₹lakhs)*

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Interest Expenses:</b>			
Bank Charges	32.11	5.10	9.87
Bank Interest	172.59	145.00	132.78
<b>Total</b>	<b>204.70</b>	<b>150.10</b>	<b>142.65</b>

**Note 26: Restated Consolidated Other Expenses**
*(Amount in ₹lakhs)*

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Business Promotion Expenses	50.87	39.79	32.14
Commission	29.17	61.20	15.63
Computer Expense	13.59	6.70	3.20
Courier Expenses	3.52	2.05	2.93
<b>Repair And Maintenance</b>			
- On Vehicles	69.73	47.74	31.44
- On Office	32.84	20.12	11.02
- AMC & Others	-	-	-
Foreign Exchange Loss	-	4.83	1.08
Electricity Expenses	6.62	2.93	4.78
Insurance Expenses	12.48	2.05	5.05
Internet Expenses	7.38	2.79	6.23
Membership and Subscription	5.17	3.18	2.05
Office Rent	60.78	64.41	11.95
Loss on sale of Vehicle	-	-	0.80
Office Expenses	-	-	0.02
Payment to Auditors :			
- Audit Fees	6.10	2.20	2.15
Printing & Stationery Exp	6.73	3.94	4.67
Warehousing Expenses	17.35	22.00	-
Professional Fees	44.08	22.14	22.49
Bad Debts	51.87	-	-
Telephone Expense	10.13	9.43	6.70
Travelling & Conveyance Expense	22.48	13.78	33.54
Miscellaneous Expenses	31.17	29.97	12.28
<b>Total</b>	<b>482.06</b>	<b>361.23</b>	<b>210.15</b>

**Auditors Remuneration:**
*(Amount in ₹lakhs)*

Particulars	For the year ended	For the year ended	For the year ended
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	March 31, 2022	March 31, 2021	March 31, 2020
As Auditor	6.10	2.20	2.15

**Note 27: Restated Consolidated Earning Per Equity Share**

**Computation of Basic and Diluted Earnings per Share**

(Amount in ₹lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Basic Earnings Per Share</b>			
Profit after tax	620.86	196.50	125.89
Weighted average number of shares (For Basic EPS)	7,500,000	7,500,000	7,500,000
<b>Basic EPS</b>	8.28	2.62	1.68
<b>Diluted Earnings per share</b>			
Profit after tax	620.86	196.50	125.89
Add/(less): Effect of dilution on profit	-	-	-
Revised profit after tax	620.86	196.50	125.89
Weighted average number of shares (For Diluted EPS)	7,500,000	7,500,000	7,500,000
<b>Diluted Earnings per share</b>	8.28	2.62	1.68

"The Company had issued and allotted 5,00,000/- equity shares of Rs.10 each as fully paid bonus shares in the proportion of 1:1 of Rs.10 each to the eligible holders of equity shares pursuant to approval of the members in the Extraordinary General Meeting held on 3rd May 2019

The Company had issued and allotted 15,00,000/- equity shares of Rs.10 each as fully paid bonus shares in the proportion of 1.5:1 of Rs.10 each to the eligible holders of equity shares pursuant to approval of the members in the Extraordinary General Meeting held on 19th Mar 2021

During the year the Company had issued and allotted 50,00,000/- equity shares of Rs.10 each as fully paid bonus shares in the proportion of 2:1 of Rs.10 each to the eligible holders of equity shares pursuant to approval of the members in the Extraordinary General Meeting held on 11th January 2022"

Accordingly, Earnings Per Share (EPS), both Basic & Diluted, for the current year as well as previous year have been restated to give effect to the allotment of the bonus shares as required by Accounting Standard (AS-20) "Earnings per share", notified under The Companies (Accounting Standards) Rules, 2006.

**Note 28: Restated Consolidated Contingent liabilities**

(Amount in ₹lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Guarantee given by bank on behalf of the company	42.50	32.00	32.00
	<b>42.50</b>	<b>32.00</b>	<b>32.00</b>

**Note 29: Restated Consolidated Capital Commitment:**

(Amount in ₹lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Capital Commitment :Estimated amount of Sale consideration remaining to be executed on capital account (net of advances already made) and not provided for is	347.40	114.03	16.15

**Note 30: Disclosure pursuant to "Employee Benefit Expenses"**

The Group has a funded defined benefit gratuity plan and is governed by the Payment of Gratuity Act, 1972. Under the Act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age.

The following tables summarise the components of net benefit expense recognised in the Restated consolidated summary statement of profit or loss and the funded status and amounts recognised in the Restated consolidated statement of assets and liabilities for the respective plans:

The disclosure in respect of the defined Gratuity plan are given below:

Table Showing Change in the Present value of Defined Benefit obligation

(Amount in ₹lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Present value of obligation as at the beginning of the year:	24.70	22.41	21.71
Interest cost	1.59	1.53	1.64
Current service cost	2.60	2.53	2.38
(Benefit Paid From the Fund)	(1.28)	(1.56)	-
Actuarial (gain)/loss on obligation changes- Due to change in Demographic Assumptions	(0.00)	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(1.25)	0.94	1.49
Actuarial (Gains)/Losses on Obligations - Due to Experience	(1.29)	(1.15)	(4.82)
<b>Present Value of Benefit Obligation at the End of the Period</b>	<b>25.07</b>	<b>24.70</b>	<b>22.41</b>

Table Showing Change in the Fair Value of Plan Assets

(Amount in ₹lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Fair value of Plan Assets as at the beginning of the year:	6.60	7.45	7.15
Expected Return on Plan Assets	0.43	0.51	0.54
Contributions by the Employer	0.14	0.15	-
(Benefit Paid from the Fund)	(1.28)	(1.56)	-
Actuarial Gains/(Losses) on Plan Assets - Due to Experience	(0.16)	0.05	(0.23)
<b>Fair Value of Plan Assets at the End of the Period</b>	<b>5.73</b>	<b>6.60</b>	<b>7.45</b>

Amount recognized in Balance sheet

(Amount in ₹lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
(Present Value of Benefit Obligation at the end of the Period)	(2.55)	(24.70)	(22.41)
Fair Value of Plan Assets at the end of the Period	0.16	6.60	7.45
<b>Net (Liability)/Asset Recognized in the Balance Sheet</b>	<b>(2.39)</b>	<b>(18.10)</b>	<b>(14.95)</b>

Actual return on Plan Assets

(Amount in ₹lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Expected Return on Plan Assets	0.43	0.51	0.54
Actuarial Gains/(Losses) on Plan Assets - Due to Experience	(0.16)	0.05	(0.23)
<b>Actual Return on Plan Assets</b>	<b>0.27</b>	<b>0.56</b>	<b>0.31</b>

Expenses Recognized in the Statement of Profit or Loss for Current Period

(Amount in ₹lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Current Service cost	2.60	2.53	2.38
Net Interest cost	1.17	1.02	1.10
Actuarial (Gains)/Losses	(2.38)	(0.26)	(3.09)
<b>Expenses Recognized in the Statement of Profit or Loss</b>	<b>1.39</b>	<b>3.29</b>	<b>0.39</b>

Summary of Principal Actuarial Assumptions:

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
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<b>Expected return on Plan Assets</b>	6.57%	6.44%	6.44%
Discount rate	6.57%	6.44%	6.84%
Salary escalation rate	6.00%	6.00%	6.00%
Withdrawal Rates	For service 4 years and below 30% pa. For service 5 years and above 5% pa.	For service 4 years and below 30% pa. For service 5 years and above 5% pa.	For service 4 years and below 30% pa. For service 5 years and above 5% pa.
Normal retirement age (in years)	60.00	60	60
Mortality rate	Indian assured lives mortality 2012-14 (Urban)	Indian assured lives mortality (2006-08) ultimate	Indian assured lives mortality (2006-08) ultimate

"In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the employee provident fund organization (EPFO).

The total expenses recognized in the statement of profit and loss during the period/year on account of defined contribution plans amounted to Rs. 10.18 Lakhs (31.03.2022: 13.73 Lakhs, 31.03.2021: Rs. 13.30 Lakhs and 31.03.2020: Rs. 10.79 Lakhs).

#### **Note 31:- Related Party Transactions (on a consolidated basis)**

##### **A. List of Related Parties**

(As identified by the management), unless otherwise stated

##### **Key Managerial Personnel**

Roshan Kishanchand Rohira

Samuel Janathan Muliyl

##### **Subsidiaries**

Cargosol Shipping Agency Private Limited (From 29/05/2013)

##### **Associates**

Cargosol LLC

<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
<b>Key Managerial Personnel</b>	Roshan Kishanchand Rohira (Director)	Roshan Kishanchand Rohira (Director)	Roshan Kishanchand Rohira (Director)
	Samuel Janathan Muliyl (Director)	Samuel Janathan Muliyl (Director)	Samuel Janathan Muliyl (Director)
	Cletus D'Souza (CFO) (w.e.f. 22 <sup>nd</sup> April, 2022)		
	Vinay Karkera (Company Secretary) (w.e.f. 22 <sup>nd</sup> April, 2022)		
	Stalgy Muliyl (Director) (w.e.f. 19th January 2022)		
<b>Relative of Directors</b>	Bhagyashree Rohira	Bhagyashree Rohira	Bhagyashree Rohira
	Stalgy Muliyl	Stalgy Muliyl	Stalgy Muliyl
	Yash Rohira	Yash Rohira	Yash Rohira
<b>Enterprises owned or significantly influenced by Key Management Personnel with whom there were transactions/balance during the year</b>			
	Cargosol LLC From (01/07/2010)	Cargosol LLC From (01/07/2010)	Cargosol LLC From (01/07/2010)
	Reindeer Trading Private Limited	Reindeer Trading Private Limited	Reindeer Trading Private Limited
	Beyond Solution	Beyond Solution	Beyond Solution
<b>Associates</b>	Cargosol LLC From (01/07/2010)	Cargosol LLC From (01/07/2010)	Cargosol LLC From (01/07/2010)

**B. Transaction during the year ended and Balance Outstanding with related parties (on consolidated basis) are as follows -**

**(i) Disclosure in respect of transaction with Related Parties:**

*(Amount in ₹lakhs)*

Particulars	Nature of Transaction	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Mr Samuel Muliyl	Remuneration	250.40	96.98	126.10
Mr Roshan Rohira	Remuneration	250.40	96.26	126.10
Bhagyashree Rohira	Salary paid	5.12	2.24	8.05
Stalgy Muliyl	Salary paid	16.94	2.14	9.25
Yash Rohira	Salary paid	-	3.64	5.07
Reindeer Trading Private Limited	Freight and other handling services received	41.75	10.75	2.62
Beyond Solution	Freight and other handling services received	4.56	171.84	5.61
Cargosol LLC	Freight and other handling services received	124.25	49.96	198.23
Reindeer Trading Private Limited	Freight and other handling services given	-	0.45	1.06
Beyond Solution	Freight and other handling services given	-	-	33.64
Cargosol LLC	Freight and other handling services given	154.68	85.79	55.40
Cargosol Logistics China Limited	Purchases	-	-	37.04
Cargosol Logistics China Limited	Freight and other handling services given	-	5.62	36.36
Mr Roshan Rohira	Loan taken	31.50	54.50	36.69
Mr Samuel Muliyl	Loan taken	1.00	27.00	21.90
Mr Roshan Rohira	Loan taken repaid	13.50	0.50	21.29
Mr Samuel Muliyl	Loan taken repaid	15.96	16.00	10.50
Reindeer Trading Private Limited	Loan repaid	16.32	6.44	2.43
Reindeer Trading Private Limited	Loan taken	-	7.00	23.65

**(ii) Outstanding Balances**

Name of Party	Receivable / Payable	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Mr Roshan Rohira	Loan Payable	136.65	118.65	64.65
Mr Samuel Muliyl	Loan Payable	28.02	42.98	10.58
Mr Samuel Muliyl	Advance against Remuneration	-	-	21.40
Mr Samuel Muliyl	Remuneration Payable	0.01	0.48	-
Mr Roshan Rohira	Salary Payable	68.65	13.64	2.02
Mrs Bhagyashree Rohira	Salary Payable	-	-	-

Mr Stalgy Muliyl	Salary Payable		0.67	0.67
Yash Rohira	Salary Payable		-	0.97
Cargosol LLC	Receivable	95.41	349.53	326.35
Cargosol LLC	Payable		222.32	172.36
Beyond Solution	Payable		39.08	0.13
Beyond Solution	Receivable		-	-
Cargosol Logistics China Limited	Advance against Freight expenses	2.56	4.94	0.68
Reindeer Trading Private Limited	Loan Receivable	-	-	-
Reindeer Trading Private Limited	Loan Payable	2.50	18.82	18.26
Reindeer Trading Private Limited	Payable	5.66	4.75	3.46
Reindeer Trading Private Limited	Receivable	3.03	-	-

### Note 32 - Restated Consolidated Accounting Ratios:

#### Ratios:-

##### Current ratios (In times)

Amounts in rupees lacs except for as otherwise stated

Particular	As at March 31, 2022	As at 31st March 2021	As at 31st March 2020
Total Current Assets	3,529.32	2,725.04	1,794.15
Total Current Liabilities	3,387.27	2,207.73	1,595.21
Ratio	1.04	1.23	1.12
Change	(0.19)	0.11	0.15
% Change	-15.59%	9.7%	15.06%
Reasons			

##### Debt Equity Ratio (In times)

Amounts in rupees lacs except for as otherwise stated

Particular	As at March 31, 2022	As at 31st March 2021	As at 31st March 2020
Total Debt	2,255.15	1,734.50	1,459.01
Shareholder Equity	1,599.82	978.96	782.46
Ratio	1.41	1.77	1.86
Change	(0.36)	(0.09)	(0.44)
% Change	-20%	-5.0%	-19.14%
Reason			

##### Debt Service Coverage Ratio (In times)

Amounts in rupees lacs except for as otherwise stated

Particular	As at March 31, 2022	As at 31st March 2021	As at 31st March 2020
Earnings available for debt service	957.44	395.99	306.78
Debt Service	318.06	226.28	159.26



Ratio	3.01	1.75	1.93
Chnage	1.26	(0.18)	0.35
<b>% Change</b>	<b>63.30%</b>	<b>-9.1%</b>	<b>22.48%</b>
<b>Reason</b>	Since the profitability has been increased the, there is a improvement in debt service coverage ratio		

**Return on Equity Ratio (In %)**

Amounts in rupees lacs except for as otherwise stated

Particular	As at March 31, 2022	As at 31st March 2021	As at 31st March 2020
Net profit after taxes	553.76	176.14	120.14
Average Shareholder's Equity	1,289.39	880.71	719.52
Ratio	43%	20%	17%
Change	23%	3%	0%
<b>% Change</b>	<b>115%</b>	<b>19.8%</b>	<b>-2.07%</b>
<b>Reason</b>	Since there is increase in turnover, the profitability has also been increased		

**Inventory turnover Ratio: Not applicable**
**Trade Receivable Turnover Ratio (In times)**

Amounts in rupees lacs except for as otherwise stated

Particular	As at March 31, 2022	As at 31st March 2021	As at 31st March 2020
Net Credit Sales	20,039.43	10,346.99	6,398.17
Average Trade Receivable	2,672.86	2,218.46	1,658.47
Ratio	7.50	4.66	3.86
Change	2.83	0.81	0.18
<b>% Change</b>	<b>61%</b>	<b>20.9%</b>	<b>5.0%</b>
<b>Reason</b>	Movement in ratio is due to efficient collection from customers		

**Trade Payable Turnover Ratio (In times)**

Amounts in rupees lacs except for as otherwise stated

Particular	As at March 31, 2022	As at 31st March 2021	As at 31st March 2020
Net Credit Purchase	17,495.53	8,926.38	5,412.85
Average Trade Payable	2,108.57	1,486.42	822.65
Ratio	8.30	6.01	6.58
Change	2.29	(0.57)	(0.47)

<b>% Change</b>	<b>38%</b>	<b>-8.7%</b>	<b>-6.67%</b>
<b>Reason</b>	The profit has been increased due to increase in turnover due to which the company is paying of its creditors on time		

**Net Capital turnover Ratio (In times)**

Amounts in rupees lacs except for as otherwise stated

Particular	As at March 31, 2022	As at 31st March 2021	As at 31st March 2020
Net Sales	20,039.43	10,346.99	6,398.17
Working Capital	142.05	517.32	198.94
Ratio	141.08	20.00	32.16
Change	121.08	(12.16)	178.92
<b>% Change</b>	<b>605.29%</b>	<b>-37.81%</b>	<b>-121.91%</b>
<b>Reason</b>	Since the turnover has increased, the profitability has been increased due to which there is improvement in the ratio	Since the turnover has increased, the profitability has been increased due to which there is improvement in the ratio	Since the turnover has increased, the profitability has been increased due to which there is improvement in the ratio

**Net Profit Ratio (In %)**

Amounts in rupees lacs except for as otherwise stated

Particular	As at March 31, 2022	As at 31st March 2021	As at 31st March 2020
Profit for the year	553.76	176.14	120.14
Revenue from operation	20,039.43	10,346.99	6,398.17
Ratio	2.76%	1.70%	1.88%
Change	1.06%	-0.18%	0.05%
<b>% Change</b>	<b>62.33%</b>	<b>-9.35%</b>	<b>2.61%</b>
<b>Reason</b>	Since there is increase in turnover, the profitability has also been increased		

**Return on Capital Employed**

Amounts in rupees lacs except for as otherwise stated

Particular	As at March 31, 2022	As at 31st March 2021	As at 31st March 2020
Earnings before Interest and taxes	910.62	383.01	283.59
Capital Employed (Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability)	3,819.45	2,677.95	2,205.96
Ratio	23.8%	14.3%	12.9%
Change	9.5%	1.4%	2.2%

<b>% Change</b>	<b>66.70%</b>	<b>111.25%</b>	<b>120.15%</b>
<b>Reason</b>	Increase in the borrowing leads to higher capital employed. On the other hand since the profitability has been increased the ratio has been improved	Increase in the borrowing leads to higher capital employed. On the other hand since the profitability has been increased the ratio has been improved	Increase in the borrowing leads to higher capital employed. On the other hand since the profitability has been increased the ratio has been improved

**Return on Investment**

Amounts in rupees lacs except for as otherwise stated

<b>Particular</b>	<b>As at March 31, 2022</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
Profit after tax	738.02	238.01	150.81
Cost of investment	1,599.82	978.96	782.46
Ratio	0.46	0.24	0.19
Change	0.22	0.05	(0.01)
<b>% Change</b>	<b>90%</b>	<b>26.1%</b>	<b>-3.11%</b>
	Since there is increase in the turnover the net profit also has been increased showing the increment in return on Investment	Since there is increase in the turnover the net profit also has been increased showing the increment in return on Investment	

- |   |                                  |   |
|---|----------------------------------|---|
| 1 | Current ratio                    | $\frac{\text{Current assets}}{\text{Current Liabilities}}$                                      |
| 2 | Debt Equity ratio                | $\frac{\text{Total Debt}}{\text{Shareholders' Equity}}$   |
| 3 | Debt service coverage ratio      | $\frac{\text{Earnings available for Debt service}}{\text{Debt service}}$                        |
| 4 | Return on Equity                 | $\frac{\text{Net profit after taxes-Preference Dividend}}{\text{Average shareholders' Equity}}$ |
| 5 | Inventory turnover ratio         | $\frac{\text{Cost of goods sold or sales}}{\text{Average inventory}}$                           |
|   | Average inventory                | $\frac{\text{Opening +Closing balance}}{2}$   |
| 6 | Trade receivables turnover ratio | $\frac{\text{Net credit sales}}{\text{Average accounts receivable}}$                            |
| 7 | Trade payable turnover ratio     | $\frac{\text{Net credit purchases}}{\text{Average trade payables}}$                             |
| 8 | Net Capital turnover ratio       | $\frac{\text{Net sales}}{\text{Working Capital}}$   |

9	Net profit ratio	<u>Net profit</u>
	Net sales	Net sales
		Total sales - Sales return
10	Return on Capital Employed	<u>Earnings before interest and taxes</u>
	Capital Employed	Capital Employed
		Tangible net worth + Total Debt + Deferred tax Liability
11	Return on Investment	<u>Profit for the year</u>
		Cost of investment

**Note 33: Companies considered in the consolidated financial statements are:**

a) Subsidiaries:

Name of the company	Date of Becoming Subsidiary	Country of Incorporation	% Holding as at 31.03.2022	% Holding as at 31.03.2021	% Holding as at 31.03.2020
Cargosol Shipping Agency Private Limited	29.05.2013	India	94.12%	94.12%	94.12%

b) Associates:

Name of the company	Date of Becoming Associates	Country of Incorporation	% Holding as at 31.03.2022	% Holding as at 31.03.2021	% Holding as at 31.03.2020
Cargosol LLC	01.07.2010	Dubai	25%	25%	25%

**Note 34 – Additional Information**

(a) Value of Import on C.I.F. Basis:

(Amount in ₹ lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
CIF value of import	7,184.82	2,904.67	1,217.68

(b) Expenditure in Foreign currency (on accrual basis):

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Bank charges	12.65	2.68	1.53

(Amount in ₹lakhs)

(c) Earnings in Foreign currency (on accrual basis):

(Amount in ₹lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Export on F.O.B. basis	3,977.14	1,415.67	691.05

There is no foreign exchange exposure for the period ended March 31, 2022, as on March 31, 2021 and as on March 31, 2020.

#### Note 35: Segment reporting

The company operates only in one business segment viz "Transport & Logistics ". Therefore, a separate segment-wise reporting is not required.

#### Note 36: Restated Consolidated Current Assets and Loans and Advances

In the opinion of the Board the Current Assets and Loans and Advances are realisable in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of the amount reasonably necessary

**Note 37:** Minority interest is not being recognized because subsidiary company is having loss in FY 2019-20, FY 2020-21 and FY 2021-22

#### Note 38 - Previous Year's Figures

The previous year figures have also been reclassified to conform to current year's classification wherever applicable.

### STATEMENT OF CAPITALISATION

(Amount in ₹lakhs)

Particulars	Pre-issue	Post Issue
<b>Debt</b>		
Short Term Debt	1,483.00	1,483.00
Long Term Debt	772.15	772.15
<b>Total Debt</b>	<b>2,255.15</b>	<b>2,255.15</b>
<b>Shareholders' Fund (Equity)</b>		
Share Capital	750.00	1,020.00
Reserves & Surplus	849.82	1,335.82
<b>Total Shareholders' Fund (Equity)</b>	<b>1,599.82</b>	<b>2,355.82</b>
Long Term Debt/Equity	0.48	0.33
<b>Total Debt/Equity</b>	<b>1.41</b>	<b>0.96</b>

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and includes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than short term Debts as defined above but excludes installment of term loans repayable within 12 months.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31.03.2022."

### RESTATED STATEMENT OF MANDATORY ACCOUNTING RATIOS

(Rs. in Lakhs except Per Share Data)

Particulars	As At		
	31-03-2022	31-03-2021	31-03-2020
Net Worth (A)	1,599.82	978.96	782.46
Adjusted Profit after Tax (B)	620.86	196.50	125.89
Number of Equity Share outstanding as on the End of Year (c)	2,500,000	1,000,000	500,000
Weighted average no of Equity shares at the time of end of the year (D)	7,500,000	7,500,000	7,500,000
Face Value per Share	10	10	10
Restated Basic and Diluted Earnings Per Share (Rs.) (B/D)	8.28	2.62	1.68
Return on Net worth (%) (B/A)	38.81%	20.07%	16.09%

Net asset value per share (A/C) (Face Value of Rs. 10 Each) (Based on Actual Number of Shares)	63.99	97.90	156.49
Net asset value per share (A/C) (Face Value of Rs. 10 Each) (Based on Weighted Average Number of Shares)	21.33	13.05	10.43
EBITDA	1,041.79	424.50	316.14

**Note:**

- (a) The ratios have been computed as below:
- (b) Basic earnings per share (Rs.) -: Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year
- (c) Diluted earnings per share (Rs.) -: Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS
- (d) Return on net worth (%) -: Net profit after tax (as restated) / Net worth at the end of the period or year
- (e) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year
- 1) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.
- 2) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss but excluding Revaluation Reserve).
- 3) The figures disclosed above are based on the restated summary statements of the Company.
- 4) EBITDA has been calculated as Profit before tax + Depreciation + Interest Expenses - Other Income"

**RESTATED STATEMENT OF TAX SHELTER**

(Amount in ₹lakhs)

Particulars	As at March 31,		
	2022	2021	2020
Restated profit before tax as per books (A)	744.77	238.94	151.25
Tax Rates			
Income Tax Rate (%)	25.17%	25.17%	27.82%
Minimum Alternative Tax Rate (%)	0.00%	0.00%	20.59%
Adjustments:			
Income Considered Separately			
Disallowed	131.89	49.4	37.43
Timing Difference ©	10.57	15.71	7.79
Book Depreciation			
Income Tax Depreciation allowed	20.99	11.19	8.28
Total Timing Difference	133.59	48.13	32.68
Net Adjustment D= (B+C)	(12.12)	5.79	4.26
Tax Expenses	732.65	244.73	155.51
Income from Capital Gains (E)			
Income from Other Sources			0
Exempt Income	20.93	7.74	7.78
Deduction under chapter VI (H)		0	0
Taxable Income/(Loss) (A+D+E+G+H)	753.58	252.47	163.29
Income Tax on Above	189.66	63.54	45.43
MAT on Book Profit	0	0	25.25
Tax paid as per normal or MAT	Normal	Normal	Normal
Interest Payable/Refund	0	0	0
Total Provision for Tax	182	60	35



## **OTHER FINANCIAL INFORMATION**

The audited financial statements of our Company as at and for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 and their respective Audit reports thereon (Audited Financial Statements) are available at [www.cargosol.com](http://www.cargosol.com)

Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of this DraftProspectus; or (ii)Prospectus, a statement in lieu of aProspectus, 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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Neither our Company, nor LM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below: -

Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Profit After Tax	620.86	196.50	125.89
Basic & Diluted Earnings per Share	8.28	2.62	1.68
Return on Net Worth (%)	38.81%	20.07%	16.09%
NAV per Equity Shares (Based on Actual Number of Shares)	63.99	97.90	156.49
NAV per Equity Shares (Based on Weighted Average Number of Shares - With Bonus Effect)	21.33	13.05	10.43
Earnings before interest, tax, depreciation and amortization (EBITDA)	1041.79	424.50	316.14

## FINANCIAL INDEBTEDNESS

To,  
**The Board of Directors,**  
**Cargosol logistics Limited**  
 502, Swaroop Arcade, Sahar Road,  
 Andheri - East, Mumbai - 400099, Maharashtra, India

Dear Sirs,

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of Cargosol Logistics Limited and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on 31<sup>st</sup> March, 2022 are mentioned below.

### **Annexure A**

Information regarding the financial indebtedness information of the Company, on a consolidated basis as on 31st March 2022 is given below

Sr	Name of the Lender	Nature of loan	Loan/ Agreement A/c No./ Ref. No.	Sanctioned amount (Rs. in Lakhs)	Total outstanding as on 31st March 2022	Interest rate	Repayment Schedule	Moratorium	Terms of Security
1	HDFC Bank Ltd	Commercial Vehicle Loan	83568681	22.00	9.36	9.50%	60 monthly installments of Rs. 0.46 lacs each commencing from Feb' 19	--	The loan is secured against Hypothecation of vehicle.
2	ICICI Bank Ltd	Non residential Property	LBMUM0000 4259379	377.59	379.01	8.65%	3 monthly installments of Rs. 2.39 lacs each commencing from Aug' 18, 8 monthly installments of Rs. 3.11 lacs each commencing from Nov' 18, 153 monthly installments of Rs. 4.01 lacs each commencing from Jul' 19	--	The loan is mortgage against Property purchased.
3	HDFC Bank Ltd	Commercial Vehicle Loan	83759340	18.00	8.61	9.63%	60 monthly installments of Rs. 0.38 lacs each commencing from May' 19	--	The loan is secured against Hypothecation of vehicle.
4	HDFC Bank Ltd	Auto Loan	111068207	24.70	17.02	8.40%	60 monthly installments of Rs. 0.50 lacs each commencing from July' 20	--	The loan is secured against Hypothecation of vehicle.
5	HDFC Bank Ltd	Auto premium Loan	116444020	35.06	27.98	8.40%	60 monthly installments of Rs. 0.70 lacs each commencing from February'	--	The loan is secured against Hypothecation of vehicle.

							21		
6	ICICI Bank Ltd	Mortgage Loan against property	LBMUM0000 5311190	71.68	59.48	8.25%	36 monthly installments of Rs. 2.25 lacs including interest each commencing from Sept' 21	--	The loan is mortgage against Property purchased.
7	ICICI Bank Ltd	Repurchase of Commercial vehicles	UVMUM0004 2786141	12.50	7.76	9.50%	36 monthly installments of Rs. 0.40 lacs each commencing from Jan' 21	--	The loan is secured against Hypothecation of vehicle.
8	ICICI Bank Ltd	Repurchase of Commercial vehicles	UVMUM0004 2786194	12.50	7.76	9.50%	36 monthly installments of Rs. 0.40 lacs each commencing from Jan' 21	--	The loan is secured against Hypothecation of vehicle.
9	ICICI Bank Ltd	Repurchase of Commercial vehicles	UVMUM0004 2786237	12.50	7.76	9.50%	36 monthly installments of Rs. 0.40 lacs each commencing from Jan' 21	--	The loan is secured against Hypothecation of vehicle.
10	ICICI Bank Ltd	Repurchase of Commercial vehicles	UVMUM0004 2786295	12.50	7.76	9.50%	36 monthly installments of Rs. 0.40 lacs each commencing from Jan' 21	--	The loan is secured against Hypothecation of vehicle.
11	ICICI Bank Ltd	Repurchase of Commercial vehicles	UVMUM0004 2786313	12.50	7.76	9.50%	36 monthly installments of Rs. 0.40 lacs each commencing from Jan' 21	--	The loan is secured against Hypothecation of vehicle.
12	HDFC Bank Ltd	Business Loan	118923495	50.00	39.38	14.00%	36 monthly installments of Rs. 1.71 lacs each commencing from July' 21	--	Unsecured
13	ICICI Bank Ltd	Business Loan	UPMUM0004 3722648	40.00	32.05	14.00%	36 monthly installments of Rs. 1.37 lacs each commencing from July' 21	--	Unsecured
14	Indusind Bank Limited	Working Capital	650014044804	1,200.00	1116.62	7.50%	On demand	--	First and exclusive charge on Hypothecation of current assets and movable fixed assets of the borrower (a) Commercial Property in the name of Cargosol Logistics Private Limited Located at 501 - A, 501-B, 502 Swaroop Arcade, Sahar Road, Andheri (East), Mumbai. (b) Commercial Property in the name of Cargosol Logistics Private Limited Located at B-101 Vaishnav Apartments, Andheri (East). (c) Commercial Property in the name of Cargosol Logistics Private Limited Located at Shop No. 11, Gokul
15	Indusind Bank Limited	Working capital Term Loan	518003407318	128.36	101.79	7.50%	50 monthly installments of Rs. 3.33 lacs including interest each commencing from July' 20	--	
16	Indusind Bank Limited	Working capital Term Loan	570000010595	213.23	171.76	9.25%	36 monthly installments of Rs. 5.92 lacs including interest each commencing from September' 21	--	
17	Indusind Bank Limited	Working capital Term Loan	518003412084	50.00	41.67	7.50%	36 monthly installments of Rs. 1.39 Lakhs excluding interest each commencing from October'21	--	

									Horizon Thakur Village, Kandivali (East). (d) Residential Property in the name of Director Mr. Roshan Rohira Located at 302, Green Meadows, Lokhandwala Complex, Kandivali (East). (e) Residential Property in the name of Director Mr. Samuel Muliyl Located at 502, Gokul Horizon, Thakur Village, Kandivali (East). Further the loan is secured by personal guarantee of Mr. Roshan Rohira, Mr. Samuel Muliyl and Ms. Bhagyashree Roshan Rohira & Stalgy Muliyl
18	Indusind Bank Limited - Bank Guarantee	Non Fund bases		25.00			36 month including claim period	--	100% in the form of lien marked fixed deposit receipt
19	Indusind Bank Ltd	Container Loan	MWB00936D (AL4020TTBS 6 7086)	23.00	22.06	7.02%	41 installments of Rs. 72,850 from February 2022		The Loan is secured against Hypothecation of Container
20	Indusind Bank Ltd	Container Loan	Indusind MWB00937D (AL 4020 TTBS6 9328)	23.00	22.22	7.02%	41 installments Rs. 72,850 from February 2022		The Loan is secured against Hypothecation of Container
<b>Grand Total</b>				<b>2087.99</b>					

#### Annexure B

Sr. No.	Name of the Lender	Nature of loan	Total outstanding amount as on 31st March 2022	Purpose for which the loan was sanctioned
1	Reindeer Trading private Limited	Inter-corporate Deposit	2.50	Business loan
2	Roshan Rohira	Loan from Director	136.65	Business loan
3	Samuel Muliyl	Loan from Director	28.02	Business loan
	<b>TOTAL</b>		<b>167.17</b>	
	<b>GRAND TOTAL (A+B)</b>		<b>2255.15</b>	

## **MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITIONS & RESULTS OF OPERATIONS**

*You should read the following discussion in conjunction with our restated financial statements attached in the chapter titled "Financial Information of the Company" beginning on page 136. You should also read the section titled "Risk Factors" on page 23 and the section titled "Forward Looking Statements" on page 16 of this Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated financial Statements.*

*Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor dated May 26, 2022 which is included in this Prospectus under "Financial Statements". The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.*

### **Business Overview**

Our Company is a complete 3 PL (third-party logistics service provider), delivering end-to-end solutions in the logistics and supply chain domain involving multimodal transport operations (MTO), owning and operating container, sea and air freight, transportation, warehousing, custom clearance services and handling of project cargo. As on the date of this Prospectus, we operate a fleet of around 12 commercial vehicles which are owned by the company and apart from this we also hire third party transport operators in case of high demand and business feasibility. We also provide warehousing facilities to our customers and our warehouses are well connected to several manufacturing and consumption clusters located at Thane, Maharashtra. We also handle NVOCC (Non Vessel Owning Common Carrier) facility for the sectors like Indian Sub-continent, Middle East, Upper Gulf, South East Asia and part of Europe through our slot arrangements with feeder operator as well as with main line operators.

We started the business of freight forwarding as a partnership firm under the leadership of our promoters in the year 2004 under the name and style of "Cargosol Logistics" and have, since then, we have consistently grown our presence, enhanced the scope of our services, and increased our capabilities and expertise with continuous learning and upgradation. We have over the years developed ourselves and increased the ambit of our services covering critical services which are required to execute end-to-end logistic needs. These include Multimodal Transportation, Contract Logistics, Regulatory Compliance, warehousing and related Value-Added Services. We are also engaged in handling of project cargo, which is a specialized activity requiring detailed planning and technical expertise. The comprehensive project handling service includes designing and execution of customized solutions tailored to meet specific customer requirements for the transport of high value specialized equipment's such as power plants, windmills stations etc. from one location to another using multiple modes of transport. These assignments are generally handled on a turnkey contract basis.

Our Company is headquartered in Mumbai and has presence in major locations such as Kalamboli, Pune, New Delhi, Chennai and warehouse located at Thane. Our international logistics operations are supported by a network of 3PL partners and vendors with whom we enter into cooperation agency agreements that enables us to service client requirements across India and abroad. We deliver international logistic services by using air, sea and surface, as modes of transportation. We have a Multi-Modal Transport Operator's License and an IATA Accreditation for servicing our customers' requirements. Multi-Modal Transport Operator's License enable us to issue a single negotiable multimodal transport document covering multiple modes of transport and position ourselves as an independent player in this field thus strengthening our revenue model. We also undertake work related to regulatory compliance services such as customs clearance and industry-specific solutions for which we have entered into an agreement with OFS Cargo Private Limited who have a valid Custom House Agent's License.

The growth of our company starts with the idea of our promoters namely Mr. Roshan Kishanchand Rohira and Mr. Samuel Janathan Muliylil. Mr. Roshan Kishanchand Rohira has an experience of around 30 years in the logistics and shipping industry, has mastered knowledge in functions like documentation, customer service, operations, and finance and Mr. Samuel Janathan Muliylil has an experience of around 29 years in technical, operations, sales & marketing in the logistics and shipping industry. Under the leadership of our promoters and the support of our employees we have evolved ourselves from a freight & forwarding company to a full-scope 3 PL (third-party logistics service provider), delivering end-to-end solutions in the logistics and supply chain domain to our customers including project and heavy-lift logistics solutions involve movements of odd and oversized cargo.

Over and above our execution capabilities, we have built vertical focus in our Company, by leveraging the domain expertise which we have nurtured over the years. Our customers operate in various sectors across India, including automotive and heavy engineering, telecom, food and agro, fast-moving consumer goods ("FMCG"), paint and dairy. 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.

Over the years we have nurtured our capabilities and specialize 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. The comprehensive project handling service includes undertaking the route survey for designing and executing customized solutions tailored to meet specific customer requirements for the transport of high-value specialized equipment such as power plants, windmills stations, turbines, boilers, etc. from one location to another using multiple modes of transport.

## **STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

For details in respect of Statement of Significant Accounting Policies, please refer to Annexure IV of Restated Financial Statements beginning on page 136 of this Prospectus.

### **Factors Affecting our Results of Operations**

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Changes in consumer demand;
3. Failure to successfully upgrade our product portfolio, from time to time;
4. Any change in government policies resulting in increases in taxes payable by us;
5. Our ability to retain our key managements persons and other employees;
6. Changes in laws and regulations that apply to the industries in which we operate.
7. Our failure to keep pace with rapid changes in technology;
8. Our ability to grow our business;
9. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
10. General economic, political and other risks that are out of our control;
11. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
12. Company's ability to successfully implement its growth strategy and expansion plans ;
13. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
14. Inability to successfully obtain registrations in a timely manner or at all;
15. Occurrence of Environmental Problems & Uninsured Losses;
16. Conflicts of interest with affiliated companies, the promoter group, group Companies and other related parties;
17. Any adverse outcome in the legal proceedings in which we are involved; and
18. Concentration of ownership among our Promoters.
19. The performance of the financial markets in India and globally.

### **Discussion on Result of Operations**

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the FY 2022, 2021 and 2020.

Particulars	FY 2021-22	% of Total Income	FY 2020-21	% of Total Income	FY 2019-20	% of Total Income
I. Revenue from operations	20039.43	99.84	10346.99	99.87	6398.17	99.77
II. Other Income	32.82	0.16	13.00	0.13	14.75	0.23
<b>III. Total Income (I +II)</b>	<b>20072.25</b>	<b>100.00</b>	<b>10359.99</b>	<b>100.00</b>	<b>6412.92</b>	<b>100.00</b>
IV. Expenses:-						
Operating Expenses	17495.53	87.16	8926.38	86.16	5412.85	84.41
Employee benefit expense	1020.06	5.08	634.88	6.13	459.03	7.16
Financial costs	204.70	1.02	150.10	1.45	142.65	2.22
Depreciation	131.88	0.66	49.40	0.48	37.43	0.58
Other expenses	482.06	2.40	361.23	3.49	210.15	3.28
<b>Total Expenses</b>	<b>19334.23</b>	<b>96.32</b>	<b>10121.98</b>	<b>97.70</b>	<b>6262.12</b>	<b>97.65</b>
<b>V. Profit before Tax (III-IV)</b>	<b>738.02</b>	<b>3.68</b>	<b>238.01</b>	<b>2.30</b>	<b>150.81</b>	<b>2.35</b>



VI. Tax expense:						
(1) Current tax	182	0.91	60.00	0.58	35.00	0.55
(2) Deferred Tax	2.26	0.01	1.87	0.02	-4.33	-0.07
<b>VII. Profit after Tax (V-VI)</b>	<b>184.26</b>	<b>0.92</b>	<b>176.14</b>	<b>1.70</b>	<b>120.14</b>	<b>1.87</b>
<b>Share of Profit/ (Loss) in Associate</b>	67.1	0.33	20.36	0.20	5.75	0.09
<b>Profit / (Loss) for the year</b>	<b>620.86</b>	<b>3.09</b>	<b>196.50</b>	<b>1.90</b>	<b>125.89</b>	<b>1.96</b>

#### Revenue from operations:

Revenue from operations mainly consists of revenue from logistics and warehouse operations.

#### Other Income:

Our other income primarily comprises of Interest Income, Rental income, Net gain on foreign currency transactions etc.

#### Expenses:

Company's expenses consist of operating cost like freight expenses, cost related to transportation of goods, Employee benefits expense, Finance costs, Depreciation and amortization expenses and other expenses.

#### Operating Cost:

Operating cost includes the cost of air freight expenses, Custom duty expenses, fuel charges, detention charges, sea freight and similar expenses.

#### Employee benefits expense:

Our employee benefits expense primarily comprises of Salaries, wages & bonus expenses, Staff welfare expenses etc.

#### Finance Costs:

Our finance cost includes Interest expense on borrowings, other borrowing costs and Interest on statutory Dues.

#### Depreciation and Amortization Expenses:

Depreciation includes depreciation on Furniture & Fixtures, Vehicles, Office Equipment, and Computer Equipment etc.

#### Other Expenses:

Our Other Expenses consists of commission and brokerage paid, rent for office premises, Travelling and Conveyance, Legal & Professional Charges, repair and maintenance charges, Insurance and Miscellaneous Expenses etc.

#### Financial Performance Highlights for the Year Ended March 31, 2022 (Based on Restated Financial Statements)

#### Total Income:

Total income for the year ended March 31, 2022 stood at Rs. 20072.25 Lakhs. The total income consists of revenue from the freight earned by cargo movements.

#### Revenue from Operations

During the year ended March 31, 2022 the net revenue from operation of our Company was Rs. 20039.43 Lakhs. The main contribution to the revenue from operations i.e. logistic and warehouse operations.

#### Other Income:

During the year ended March 31, 2022 the other income of our Company stood at 32.82 Lakhs. The main components of the other income are interest on Bank deposits.

### **Operating Expenses**

Operating expenses comprises of the freight expenses, Custom duty expenses and fuel charges. During the year ended March 31, 2022 the freight expenses of our Company stood at 17495.53 Lakhs.

### **Employee benefits expense:**

During the year ended March 31, 2022 the employee benefit expenses of our Company stood at 1020.06 Lakhs. The main components of the employee benefit expenses are Salaries, wages & bonus expenses, gratuity, leave encashment and Staff welfare expenses.

### **Finance costs:**

During the year ended March 31, 2022 the finance cost of our Company stood at 204.70 Lakhs. The main components of the Finance cost includes interest paid and other financial charges paid.

### **Depreciation and Amortization Expenses:**

During the year ended March 31, 2022 the Depreciation and amortization charges of our Company stood at 131.88 Lakhs.

### **Other Expenses:**

During the year ended March 31, 2022 the Other Expenses of our Company stood at 482.06 Lakhs. The main components are commission and brokerage paid, rent for office premises, Travelling and Conveyance, Legal & Professional Charges, repair and maintenance charges, Insurance and Miscellaneous Expenses.

### **Restated profit after tax:**

The Company reported Restated profit after tax for year ending March 31, 2022 of Rs. 620.86 Lakhs.

### **Financial Year 2022 Compared to Financial Year 2021 (Based on Restated Financial Statements)**

#### **Total Income:**

Total income for the financial year 2021-22 stood at Rs. 20072.25 Lakhs whereas in Financial Year 2020-21 the same stood at Rs. 10359.99 Lakhs representing an increase of 93.75%. The main reason of increase was increase in the business operations of the company.

#### **Revenue from Operations**

During the financial year 2021-22 the net revenue from operation of our Company increased to Rs. 20039.43 Lakhs as against Rs. 10346.99 Lakhs in the Financial Year 2020-21 representing an increase of 93.67%. The main contribution was due to expansion in the business.

#### **Other Income:**

During the financial year 2021-22 the other income of our Company increased to Rs. 32.82 Lakhs as against Rs. 13.00 lakhs in the Financial Year 2020-21 representing an increase of 152.48%.

### **Operating Expenses**

The operating expense for the financial year 2021-22 increased to Rs. 17495.53 Lakhs from Rs. 8926.38 lakhs in the Financial Year 2020-21 representing an increase of 96.00%. Such increase was due to increase in business operations of the Company.

### **Total Expenses:**

The Total Expenditure for the financial year 2021-22 increased to Rs. 19334.23 Lakhs from Rs. 10121.98 lakhs in the Financial Year 2020-21 representing an increase of 91.01%. The main component of the total cost was Freight cost which represent more than 85% of the total cost.

**Employee benefits expense:**

Our Company has incurred Rs. 1020.06 Lakhs as Employee benefits expense during the financial year 2021-22 as compared to Rs. 634.88 Lakhs in the financial year 2020-21. The increase of 60.67% was due to increase in salaries and increase in staff welfare expenses.

**Finance costs:**

These costs were for the financial Year 2021-22 increased to Rs. 204.70 Lakhs as against Rs 150.10 Lakhs during the financial year 2020-21. The increase of 36.38% was due to increase in interest expenses and borrowing cost.

**Depreciation and Amortization Expenses:**

Depreciation for the financial year 2021-22 stood at Rs. 131.88 Lakhs as against Rs. 49.40 Lakhs during the financial year 2020-21. The increase in depreciation was around 166.97% in comparison to the previous year.

**Other Expenses:**

Our Company has incurred Rs. 482.06 Lakhs during the Financial Year 2021-22 on other expenses as against Rs. 361.23 Lakhs during the financial year 2020-21. There was an increase of 33.45% was mainly due to increase in office rent, repair and maintenance expenses, professional fees and commission cost.

**Restated Profit before tax:**

Net Profit before tax for the financial year 2021-22 increased to Rs. 738.02 Lakhs as compared to Rs. 238.01 Lakhs in the financial year 2020-21, which was majorly due to factors as mentioned above.

**Restated profit for the year:**

The Company reported Restated profit after tax for the financial year 2021-22 of Rs. 620.86 Lakhs in comparison to Rs. 196.50 lakhs in the financial year 2020-21 majorly due to factors mentioned above. The increase of 215.96% was mainly due to increase in the revenue and decrease in the cost as mentioned above.

**Financial Year 2021 Compared to Financial Year 2020 (Based on Restated Financial Statements)****Total Income:**

Total income for the financial year 2020-21 stood at Rs. 10359.99 Lakhs whereas in Financial Year 2019-20 the same stood at Rs. 6412.92 Lakhs representing an increase of 61.55%. The main reason of increase was increase in the business operations of the company.

**Revenue from Operations**

During the financial year 2020-21 the net revenue from operation of our Company increased to Rs. 10346.99 Lakhs as against Rs. 6398.17 Lakhs in the Financial Year 2019-20 representing an increase of 51.72%. The main contribution was due to expansion in the business.

**Other Income:**

During the financial year 2020-21 the other income of our Company decreased to Rs. 13.00 Lakhs as against Rs. 14.75 lakhs in the Financial Year 2019-20 representing a decrease of 11.86%.

**Operating Expenses**

The operating expense for the financial year 2020-21 increased to Rs. 8926.38 Lakhs from Rs. 5412.85 lakhs in the Financial Year 2019-20 representing an increase of 64.91%. Such increase was due to increase in business operations of the Company.

**Total Expenses:**

The Total Expenditure for the financial year 2020-21 increased to Rs. 10121.98 Lakhs from Rs. 6262.12 lakhs in the Financial Year 2019-20 representing an increase of 61.64%. The main component of the total cost was Freight cost which represent more than 85% of the total cost.

**Employee benefits expense:**

Our Company has incurred Rs. 634.88 Lakhs as Employee benefits expense during the financial year 2020-21 as compared to Rs. 459.03 Lakhs in the financial year 2019-20. The increase of 38.31% was due to increase in salaries and increase in staff welfare expenses.

**Finance costs:**

These costs were for the financial Year 2020-21 increased to Rs. 150.10 Lakhs as against Rs 142.65 Lakhs during the financial year 2019-20. The increase of 5.22% was due to increase in interest expenses and borrowing cost.

**Depreciation and Amortization Expenses:**

Depreciation for the financial year 2020-21 stood at Rs. 49.40 Lakhs as against Rs. 37.43 Lakhs during the financial year 2019-20. The increase in depreciation was around 31.96% in comparison to the previous year.

**Other Expenses:**

Our Company has incurred Rs. 361.23 Lakhs during the Financial Year 2020-21 on other expenses as against Rs. 210.15 Lakhs during the financial year 2019-20. There was an increase of 71.89% was mainly due to increase in office rent, repair and maintenance expenses, professional fees and commission cost.

**Restated Profit before tax:**

Net Profit before tax for the financial year 2020-21 increased to Rs. 238.01 Lakhs as compared to Rs. 150.81 Lakhs in the financial year 2019-20, which was majorly due to factors as mentioned above.

**Restated profit for the year:**

The Company reported Restated profit after tax for the financial year 2020-21 of Rs. 196.50 Lakhs in comparison to Rs. 125.89 lakhs in the financial year 2019-20 majorly due to factors mentioned above. The increase of 56.09% was mainly due to increase in the revenue and decrease in the cost as mentioned above.

**Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:**

**An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:**

***1. Unusual or infrequent events or transactions***

There has not been any unusual trend on account of our business activity. Except as disclosed in this Prospectus, there are no unusual or infrequent events or transactions in our Company.

***2. Significant economic changes that materially affected or are likely to affect income from continuing operations.***

There are no significant economic changes that may materially affect or 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 sales, revenue or income from continuing operations.***

Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page 23 of the Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

#### **4. Future changes in relationship between costs and revenues**

Other than as described in the sections “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 23, 89 and 174 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

#### **5. Total turnover of each major industry segment in which our Company operates**

The Company is in the business of 3PL logistic service provider including multi-model transportation, sea, air and surface transportation of goods along with warehousing and custom clearance services. Relevant industry data, as available, has been included in the chapter titled “**Industry Overview**” beginning on page 81 of this Prospectus.

#### **6. Status of any publicly announced New Products or Business Segment**

Except as disclosed in the Chapter “**Our Business**”, our Company has not announced any new product or service.

#### **7. Seasonality of business**

Our Company’s business is not seasonal in nature. However, some of our customers have seasonality in their business as they experience more sales during festival or peak season like automobile industry. So, as we work as a logistic service provider to them hence our revenue may also be affected due to seasonality in their business.

#### **8. Dependence on single or few customers or suppliers**

The revenue of our company is dependent on a few limited numbers of customers.

#### **9. Competitive conditions**

Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Our Business**” beginning on pages 81 and 89 respectively of this Prospectus.

#### **Details of material developments after the date of last balance sheet i.e. March 31, 2022**

After the date of last Balance sheet i.e. March 31, 2022, the following material events have occurred after the last audited period –

- 1) Mrs. Stalgy Samuel Muliylil was appointed as Additional Non-Executive Director of the Company with effect from January 19, 2022. Further, he was regularized from Additional Non-Executive Director to Non-Executive Director of the Company vide Extra Ordinary General Meeting held on May 02, 2022.
- 2) Mr. Roshan Rohira appointed as Managing Director of the Company for a term of 5 year with effect from April 22, 2022 by board in its meeting held on April 22, 2022 and confirmed by shareholders vide Extra Ordinary General Meeting held on May 02, 2022
- 3) Mr. Samuel Janathan Muliylil appointed as Chairman of the Company vide Board Resolution dated April 22, 2022.
- 4) Mr. Anil Sharma and Mr. Pramod Kumar Bajaj were appointed as Additional Independent Director of the Company with effect from April 22, 2022. Further, he was regularized from Additional Independent Director to Independent Director of the Company vide Extra Ordinary General Meeting held on May 02, 2022.
- 5) We have passed a Board resolution in the meeting of Board of Directors dated April 22, 2022 authorizing the Board of Directors to raise funds by making an Initial Public Offering.
- 6) We have passed a special resolution in the meeting of shareholders dated May 02, 2022 authorizing the Board of Directors to raise funds by making an Initial Public Offering.

- 7) We have appointed Mr. Cletus William D'souza as a Chief Financial Officer of the Company with effect from April 22, 2022.
- 8) We have appointed Mr. Vinay B Karkera as a Company Secretary and Compliance officer of the Company with effect from April 22, 2022.
- 9) Our Company has formed the Audit Committee ("Audit Committee"), vide Board Resolution dated May 05, 2022, as per the applicable provisions of the Section 177 of the Companies Act, 2013.
- 10) Our Company has formed the Nomination and Remuneration Committee vide Board Resolution dated May 05, 2022
- 11) Our Company has formed the Stakeholders Relationship Committee vide Board Resolution dated May 05, 2022
- 12) Our Company has approved the Draft Prospectus vide resolution in the Board Meeting dated June 30, 2022.
- 13) Cargosol Logistics UK Limited was incorporated on April 25, 2022 as a private limited company under the Companies Act, 2006 pursuant to a certificate of incorporation issued by the Registrar of Companies, England and Wales (Company No. 14065053). Our Directors, Mr. Roshan Kishanchand Rohira and Mr. Samuel Janathan Muliyl holds directorship in the Company. The share capital of Company is GBP 200 Ordinary shares of GBP 1 each. Further, Mr. Roshan Kishanchand Rohira and Mr. Samuel Janathan Muliyl holds GBP 100 Ordinary shares of GBP 1 each in the Company.



### **CAPITALIZATION STATEMENT**

(Amount in ₹lakhs)

Particulars	Pre-issue	Post Issue
<b>Debt</b>		
Short Term Debt	1,483.00	1,483.00
Long Term Debt	772.15	772.15
<b>Total Debt</b>	<b>2,255.15</b>	<b>2,255.15</b>
<b>Shareholders' Fund (Equity)</b>		
Share Capital	750.00	1,020.00
Reserves & Surplus	849.82	1,335.82
Total Shareholders' Fund (Equity)	1,599.82	2,355.82
Long Term Debt/Equity	0.48	0.33
Total Debt/Equity	1.41	0.96

**"Notes:**

1. Short term Debts represent which are expected to be paid/payable within 12 months and includes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than short term Debts as defined above but excludes installment of term loans repayable within 12 months.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31.03.2022."

## **SECTION VI – LEGAL AND OTHER INFORMATION**

### **OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS**

*Except as stated below there are no outstanding (i) criminal proceedings involving our Company, Subsidiaries, Directors, or Promoters; (ii) actions by statutory or regulatory authorities involving the Company, Subsidiaries, Directors, or Promoters; (iii) outstanding claims relating to direct and indirect taxes involving the Company, Subsidiaries, Directors, or Promoters and (iv) other pending litigation as determined to be material by our Board pursuant to the Materiality Policy (as disclosed herein below); or (v) litigation involving our Group Company which has a material impact on our Company. Further, except as stated in this section, there are no disciplinary actions including penalties imposed by SEBI or stock exchanges against our Promoters in the last five Financial Years including any outstanding action.*

*For the purposes of (iv) above in terms of the Materiality Policy adopted by a resolution of our Board dated May 05, 2022:*

*Any pending litigation or arbitration proceedings (other than litigations mentioned in point (i) to (iii) above) involving our Company, Subsidiaries, Directors and Promoters shall be considered “material” for the purposes of disclosure in this Prospectus, if:*

- a) the aggregate monetary claim made by or against the Company, Subsidiaries, Directors, or Promoters, as the case may be, in any such pending litigation or arbitration proceeding is in excess of 10 % of the profit after tax (on a consolidated basis) of the Company, in the most recently completed Financial Year as per the Restated Consolidated Financial Statements; or*
- b) in such litigation the monetary liability is not quantifiable, or which does not fulfill the threshold specified in (a) above, but the outcome of which could, nonetheless, have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company,*

*have been considered “material” and accordingly have been disclosed in this Prospectus.*

*For the purposes of the above, pre-litigation notices received (excluding those notices issued by statutory or regulatory or taxation authorities or notices threatening criminal action) have not and shall not, unless otherwise decided by our Board, be considered material until such time, as the case may be, is impleaded as a defendant in litigation before any judicial or arbitral forum. Except as stated in this section, there are no outstanding material dues to creditors of our Company. Further, in accordance with the Materiality Policy, our Company has considered such creditors ‘material’ to whom the amount due is equal to or in excess of 5 % of the total consolidated trade payables of our Company as of the end of the most recent period covered in the Restated Consolidated Financial Statements. Unless stated to the contrary, the information provided below is as of the date of this Prospectus.*

#### **I. CONTINGENT LIABILITIES OF OUR COMPANY:**

As per restated consolidated financial statement, the contingent liabilities as on March 31, 2022 are as below –

Particulars	Amount (Rs. in Lakhs)
Guarantee given by bank on behalf of the company	42.50

#### **II. LITIGATION INVOLVING OUR COMPANY:**

##### **a) LITIGATION AGAINST OUR COMPANY:**

##### **i. Litigation Involving Criminal matters:**

- a) A complaint was filed by Anil Kumar (the “Complainant”) against Cargosol Logistics Pvt. Limited, Poonam Shah, Samuel Muliylil and Roshan Rohira (the “Accused”) before PS Banjara Hills, Hyderabad under Section 406 & 420 of IPC. The said complaint was registered as Crime No. 1017/2016 for wrong delivery of the consignment to a 3rd party. The amount involved in the case is Rs. 418.83 Lakhs and after investigation the police has filed charge sheet against them and the same is numbered as CC No. 245/2018 before the 3<sup>rd</sup> Additional Chief Metropolitan Magistrate, Hyderabad.*

Later, all the above accused persons have filed a Criminal Petition No. 14028/2018 titled “Cargosol Logistics Pvt. Ltd & Ors. vs. State & Anr.” before High Court of Judicature at Hyderabad, for quashing of the Charge sheet No. CC No. 245/2018 pending before the 3<sup>rd</sup> Additional Chief Metropolitan Magistrate, Hyderabad. The Hon’ble High Court has issued notice of the Criminal Petition vide its order dated December 31, 2018 to the original complainant i.e., Anil Kumar. The said Criminal Petition is pending adjudication before High Court of Judicature at Hyderabad.

**ii. Litigation Involving Actions by Statutory/Regulatory Authorities:**

Nil

**iii. Litigation involving Tax Liabilities**

**Direct Tax:**

- a) The company has filed an appeal against the Intimation order u/s. 143(1) December 24, 2021 as against the return of income filed on February 13, 2021 vide e-filing acknowledgement no 256929711130221 declaring total income of Rs. 1,63,29,910 /-. The CPC have made addition u/s. 36(1)(va) for late payment of employee's contribution to PF for Rs. 2,30,667 and addition u/s. 41(1) of Sundry balance written back amounting to Rs. 5,63,501. The appeal is pending for disposal.

**Indirect Tax**

- a) Our Company has filed a Tax Appeal No. 899 of 2017 titled “Cargosol Logistics Pvt. Ltd. vs. Commissioner of Customs” against the order dated April 07, 2017 passed by the Customs, Excise & Service Tax Appellate Tribunal, Ahmedabad in Original Case No. KDL/COMMR/17/2008 dated March 31, 2008 passed by the Commissioner of Customs, Kandla. The Customs, Excise & Service Tax Appellate Tribunal, Ahmedabad has affirmed the order passed by the Commissioner of Customs, Kandla, whereby custom duty, fine and penalty was imposed on our company. The department has imposed a Customs duty of Rs. 40,37,091/- on the imported goods, fine of Rs. 10 lakhs; and Penalty of Rs. 5 lakhs to be imposed on the appellants under the Customs Act, 1962. The said Appeal is pending adjudication before the High Court of Ahmedabad. The same is pending adjudication.

**iv. Other Pending Litigations:**

Nil

**b) CASES FILED BY OUR COMPANY:**

**i. Litigation Involving Criminal matters:**

Nil

**ii. Litigation Involving Actions by Statutory/Regulatory Authorities:**

Nil

**iii. Litigation involving Tax Liabilities:**

Nil

**iv. Other Pending Litigations:**

- a) Total Tools & Equipment’s (P) Limited has engaged our services to collect and arrange for carriage of its various import consignments. The defendant failed to make the payment of freight, THC and other incidental charges etc. Our Company has filed a Summary Suit being Suit No. 202614 of 2013 under Order XXXVII Rule 2 of CPC before City Civil and Sessions Court at Dindoshi, Goregaon (E), Mumbai against Total Tools & Equipment’s (P) Limited (the “Defendant”) for payment of Rs. 2,98,673/- (Principal Amount along with Interest). The matter is pending adjudication.

- b) Our Company along with our subsidiary company i.e. Cargosol Shipping Agencies Private Limited has filed a Suit for Recovery being Civil Suit No. 2181/2016 before Court of District Judge, Karkardooma Court, New Delhi against Saurabh Maheshwari (the “Defendant”) for recovery of Rs. 77,39,733/- (Principal Amount along with Interest as on date of filing of suit) towards damages suffered by our company due to unauthorized and illegal act of the Defendant. The same is pending adjudication. The last hearing in the above matter was on May 26, 2022.
- c) Our Company (hereinafter referred to as ‘Plaintiff’) had been providing services to Tata Sky (hereinafter referred to as ‘Defendant No. 2’) services related to freight forwarding in respect of their various consignments from different origins from time to time. As part of these ongoing services, our Company also agreed to provide freight forwarding services to Defendant No. 2 in respect of consignments of Dish Antenna, Cable and other accessories and equipment’s which were to arrive at Nhava Sheva Port during the period commencing from December, 2010 to January, 2011. The rates and other charges were mutually agreed between our Company and Defendant No. 2 in respect of which there was no dispute between our Company and Defendant No. 2. On Defendant No. 2 orally communicating its approval to the quotation submitted for customs clearance services through Falcon Cargo Services (I) Pvt. Ltd. (hereinafter referred to as Defendant No. 1), our Company appointed Defendant No. 1 as its agent to render the outsourced services to Defendant No. 2. Due to failure on the part of Defendant No.1 to locate a Custom Bonded Warehouse, the containers of Hapag-Lloyd containing the cargo could not be returned to Hapag-Lloyd. The containers containing the said Consignments continued to remain at the Container Corporation of India for a long time which not only resulted in the liability of Rs. 1,24,13,925/- (“detention charges”) being incurred towards detention charges payable to Hapag-Lloyd, but also the liability for demurrage of Rs. 44,61,588/-. In view of the same our Company has filed a Suit No. 266/2012 converted to COMS6/2014 before the High Court of Judicature at Bombay to pass an Order and Decree in favour of our Company and against Defendant No.1 for a sum of Rs. 72,91,330/- (after adjustment of Rs.51,22,594.88) together with interest at the rate @24% per annum from the date of filing of the Suit till payment and/or realization; or in the alternative and in the event the Hon’ble Court comes to a conclusion that Defendant No. 1 was not negligent in performing the outsourced services and therefore, not liable to pay to our Company the said balance amount of Rs. 72,91,330.12, then, the Hon’ble Court ought to pass an Order and Decree in favour of our Company and against Defendant No. 2 in the sum of Rs.1,24,13,925/- together with interest at the rate of 24% per annum from the date filing of the present Suit till payment and/or realization as per the, particulars of claim. The same is pending adjudication.
- d) Our Company has filed a Summary Suit for Recovery being Summary Suit No. 200842/2018 before Court of City Civil Court of Bombay at Dindoshi against Rama Vessel Handlers Pvt. Ltd. (the “Defendant”) for payment of Rs. 7,47,418.23/- (Along with Interest @24% p.a. on the principal amount from the date of filing of suit till payment). The same is pending adjudication. The last date of hearing in the above matter is September 12, 2022.

### **III. LITIGATION INVOLVING OUR DIRECTORS:**

#### **a) LITIGATION AGAINST OUR DIRECTORS:**

##### **i. Litigation Involving Criminal matters:**

Please refer to Section II A (i) of chapter titled “Outstanding Litigation and Material Developments” of this Prospectus at page 183.

##### **ii. Litigation Involving Actions by Statutory/Regulatory Authorities:**

Nil

##### **iii. Litigation involving Tax Liabilities**

<b>Tax Liability</b>	<b>Number of cases</b>	<b>Amount Involved (Rs. In Lacs)</b>
<b>Direct Tax</b>		
Mr. Roshan Kishanchand Rohira	1	0.05
Mr. Samuel Janathan Muliylil	1	0.58
<b>Indirect Tax</b>	Nil	Nil

##### **iv. Other Pending Litigations:**

Nil

**b) LITIGATION FILED BY OUR DIRECTORS:**

**i. Litigation Involving Criminal matters:**

Nil

**ii. Litigation Involving Actions by Statutory/Regulatory Authorities:**

Nil

**iii. Litigation involving Tax Liabilities**

<b>Tax Liability</b>	<b>Number of cases</b>	<b>Amount Involved (Rs. In Lacs)</b>
<b>Direct Tax</b>	Nil	Nil
<b>Indirect Tax</b>	Nil	Nil

**iv. Other Pending Litigations:**

Nil

**IV. LITIGATION INVOLVING OUR PROMOTERS:**

**a) LITIGATION AGAINST OUR PROMOTERS**

**i. Litigation Involving Criminal matters:**

Please refer to Section II A (i) of chapter titled “**Outstanding Litigation and Material Developments**” of this Prospectus at page 183.

**ii. Litigation Involving Actions by Statutory/Regulatory Authorities:**

Nil

**iii. Litigation involving Tax Liabilities**

Please refer to Section III A (iii) of chapter titled “**Outstanding Litigation and Material Developments**” of this Prospectus at page 183.

**iv. Other Pending Litigations:**

Nil

**b) LITIGATION FILED BY OUR PROMOTERS:**

**i. Litigation Involving Criminal matters:**

Nil

**ii. Litigation Involving Actions by Statutory/Regulatory Authorities:**

Nil

**iii. Litigation involving Tax Liabilities**

<b>Tax Liability</b>	<b>Number of cases</b>	<b>Amount Involved (Rs. In Lacs)</b>
<b>Direct Tax</b>	Nil	Nil

<b>Indirect Tax</b>	Nil	Nil
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**iv. Other Pending Litigations:**

Nil

**V. LITIGATION INVOLVING OUR SUBSIDIARY:**

**a) LITIGATION AGAINST OUR SUBSIDIARY:**

**i. Litigation Involving Criminal matters:**

Nil

**ii. Litigation Involving Actions by Statutory/Regulatory Authorities:**

Nil

**iii. Litigation involving Tax Liabilities**

<b>Tax Liability</b>	<b>Number of cases</b>	<b>Amount Involved (Rs. In Lacs)</b>
<b>Direct Tax</b>	1	2.42
<b>Indirect Tax</b>	Nil	Nil

**iv. Other Pending Litigations:**

- a) A suit has been filed by Saurabh Maheshwari for Recovery being Civil Suit No. 4928/2015 before Court of District Judge, East District, Karkardooma Court, New Delhi against our Subsidiary i.e. Cargosol Shipping Agencies Private Limited and others (the “Defendants”) for recovery of Rs. 5,70,000/- (along with Interest @24% p.a. on the principal amount till payment) towards non-payment of salary and local conveyance. The same is pending adjudication. The last hearing in the above matter was on May 26, 2022.

**b) LITIGATION FILED BY OUR SUBSIDIARY:**

**i. Litigation Involving Criminal matters:**

Nil

**ii. Litigation Involving Actions by Statutory/Regulatory Authorities:**

Nil

**iii. Litigation involving Tax Liabilities**

<b>Tax Liability</b>	<b>Number of cases</b>	<b>Amount Involved (Rs. In Lacs)</b>
<b>Direct Tax</b>	Nil	Nil
<b>Indirect Tax</b>	Nil	Nil

**iv. Other Pending Litigations:**

- a) Our Company along with our subsidiary company i.e. Cargosol Shipping Agencies Private Limited has filed a Suit for Recovery being Civil Suit No. 2181/2016 before Court of District Judge, Karkardooma Court, New Delhi against Saurabh Maheshwari (the “Defendant”) for recovery of Rs. 77,39,733/- (Principal Amount along with Interest as on date of filing of suit) towards damages suffered by our company due to unauthorized and illegal act of the Defendant. The same is pending adjudication. The last hearing in the above matter was on May 26, 2022.



**I. DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTERS IN THE LAST FIVE FINANCIAL YEARS:**

Nil

**II. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS:**

The Board of Directors of our Company considers dues exceeding, 5% of our Company's total Trade Payables - for Goods & Expenses as per Restated Audited financial statements & to small scale undertakings and other creditors as material dues for our Company. As on March 31, 2022, there are 2 creditors to each of whom our Company owes amounts exceeding 5% of our Company's Trade Payables - for Goods & Expenses and the aggregate outstanding dues to them being approximately Rs. 560.06 lakhs.

Further, our Company has received intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and the aggregate outstanding dues to them being approximately Rs. 152.74 lakhs.

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the Creditors outstanding amount as on March 31, 2022:

<b>Name</b>	<b>Amount</b>
Total Outstanding dues to Micro and Small & Medium Enterprises (MSME)	Rs.152.74 Lakhs
Total Outstanding dues to Creditors other than MSME considered material*	Rs. 560.06 Lakhs
Total Outstanding dues to Creditors other than above#	Rs.800.388 Lakhs

*\*As per restated audited balance sheet.*

**III. MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE:**

Except as disclosed in Chapter titled “**Management’s Discussion & Analysis of Financial Conditions & Results of Operations**” beginning on page 174, there have been no material developments that have occurred after the Last Balance Sheet Date.

## **GOVERNMENT AND OTHER APPROVALS**

*Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.*

*In view of the approvals listed below, we can undertake this issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.*

*The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.*

*The Company has got following licenses / registrations / approvals /consents / permissions from the Government and various other Government agencies required for its present business.*

### **I. Incorporation related Approvals:**

Sr. No	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Certificate of Incorporation	U63000MH2011PTC214380	Companies Act, 1956	Registrar of Companies, Maharashtra, Mumbai	March 04, 2011	Valid till cancelled
2.	Fresh Certificate of Incorporation (consequent upon conversion into Limited Company)	U63000MH2011PLC214380	Companies Act, 2013	Registrar of Companies, Mumbai	March 15, 2022	Valid till cancelled

### **II. Approvals for the Issue:**

*For the approvals and authorizations obtained by our Company in relation to the Issue, see “Other Regulatory and Statutory Disclosures – Authority for the Issue” on page 195 of this Prospectus.*

### **III. Corporate/General Authorizations:**

Sr. No	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	AAECC3267C	Income Tax Act 1961	Commissioner of Income Tax	March 04, 2011	Valid till cancelled
2.	Tax Deduction Account Number (TAN)	MUMC18224D	Income Tax Act 1961	Income Tax Department	April 23, 2011	Valid till cancelled
3.	GST Registration Certificate –Mumbai Office	27AAECC3267C1ZX	Central Goods and Services Tax Act, 2017	Government of India	July 19, 2018	Valid till cancelled
4.	GST Registration Certificate- Gujarat Office	24AAECC3267C1Z3	Central Goods and Services Tax Act, 2017	Government of India	January 12, 2021	Valid till cancelled
5.	GST Registration Certificate-Tamil Nadu Office	33AAECC3267C1Z4	Central Goods and Services Tax Act, 2017	Government of India	July 02, 2017	Valid till cancelled
6.	Certificate of Importer –Exporter Code (IEC)	0316513768	Foreign Trade (Development & Regulation)	Asst. Director General of Foreign Trade	March 15, 2017	Valid till cancelled

			Act, 1992			
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#### IV. Business Related Certifications:

Sr. No	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Registration Certificate under Shops & Establishments Act (Mumbai Office)	820088691 / KE Ward /COMMERCIAL II	Maharashtra shop and Establishments (Regulations of Employment and conditions of Service) Act, 2017	Maharashtra Shop and Establishments	December 27, 2019	Valid till Cancelled
2.	Entrepreneurs Memorandum Acknowledgement	27-021-21-02551-Part II	Directorate of Industries, Thane, Maharashtra	Dy. Director of Industries, Thane, Maharashtra	February 18, 2015	Valid till Cancelled
3.	Certificate of Registration for Multimodal Transport Operator	MTO/DGS/508/FEB /2024	Multimodal Transportation of Goods Act, 1993 and the Registration of Multimodal Transport Operator Rules, 1992	Directorate General of Shipping, Ministry of Shipping, Government of India	March 16, 2021	February 2024
4.	Certificate of Membership issued by WCA World	WCA Inter Global	WCA Inter Global	Chairman, WCA	-	March 4, 2023
5.	Certificate of Enrolment	99751909490P	Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Government of Maharashtra	July 12, 2016	Valid till Cancelled
6.	Certificate of Registration	27675244224P	Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Maharashtra Sales Tax department	January 04, 2010	Valid till Cancelled
7.	General Bond	F No. S/43-Cont/B/NS/13/2022-2023	Office of the Commissioner of Custom(General), Container Cell, Customs House Zone-II	Asstt./ Dy. Commissioner of Custom (Gen.), Container Cell, JNCH	February 18, 2022	January 13, 2023
8.	Certificate of Enrolment	99501909482P	Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Maharashtra Sales Tax department	July 11, 2016	Valid till Cancelled
9.	Certificate of Enrolment	99051909487P	Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Maharashtra Sales Tax department	July 10, 2016	Valid till Cancelled
10.	Certificate of Membership	00159	-	Association of Multimodal Transport Operators of India	April, 2022	March 31, 2023
11.	Certificate of Accreditation	14367980001	International Air Transport Association	Senior Vice President IATA	-	December 31, 2022


## V. Labour Related Licenses

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1	Registration Certificate for Employees Provident Fund	KDMAL0094608000	Employees' Provident Funds & Miscellaneous Provisions Act, 1952	Employee Provident Fund Organisation	-	Valid till Cancelled
2	Registration under Employees' State Insurance Corporation (ESIC)	35000641360001099	Employee's State Insurance Act, 1948	Regional Office, Employees State Insurance Corporation, Mumbai	April 04, 2022	Valid till Cancelled

## VI. Quality Certifications and Registration/Membership of Trade Association/Export Council and Technical Approvals

Sr. No	Nature of Registration/ License	Registration/License No.	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of Approval	IRQS/210901312	ISO 28000:2007	Indian Register Quality Systems	November 16, 2021	November 15, 2024

## VII. Intellectual Property related approvals: -

Sr. No.	Brand Name/Logo/ Trademark	Class	Nature of Trademark	Owner	Application Number and Date	Status
1.		39	CARGOSOL (Wordmark)	Cargosol Logistic Private Limited	5106675 & August 27, 2021	Registered

## VIII. Licenses / approvals which are applied by Company:

1. Change of name in all the above approvals from "Cargosol Logistics Private Limited" to "Cargosol Logistics Limited" ;
2. Application for registration under Authorized Economic Operator (AEO) dated April 29, 2022

## IX. Licenses / approvals for our Subsidiary Company i.e. Cargosol Shipping Agency Private Limited

Sr. No	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	AAICS1769B	Income Tax Act 1961	Commissioner of Income Tax	June 13, 2013	Valid till cancelled

## X. Licenses / approvals which are yet to be applied by Company:

Sr. No	Nature of Registration/ License	Registration/ License No.	Issuing Authority
1.	Certificate of GCP Membership	114029	JCtrans Logistics Network
2.	Certificate of Registration of Container Code	CLPU-1921	Bureau International des Containers et du Transport Intermodal
3.	Registration for our Branch Offices under Shops & Establishments Act		

## **OUR GROUP COMPANIES**

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group companies with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and stub period (if any) and other Companies as considered material by our Board. Further, pursuant to a resolution of our Board dated May 05, 2022 for the purpose of disclosure in relation to Group companies in connection with the Issue, a company shall be considered material and disclosed as a Group companies if such company fulfills both the below mentioned conditions:-

- i. Such company that forms part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations; and
- ii. Our Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10.00% of total revenue of the company as per Restated Financial Statements.

Based on the above, the following Companies are identified as our Group Companies:-

1. Reindeer Trading Private Limited
2. Cargosol Logistics China Limited

### **Details of our Group Companies:**

1. Reindeer Trading Private Limited (“RTPL”)

### **Corporate Information**

RTPL was incorporated on May 14, 2011 as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Mumbai.

<b>CIN</b>	U51909MH2011PTC217490
<b>PAN</b>	AAFCR2879G
<b>Registered Office</b>	B-101, Vaishnav Apartments, Dr. Charat Singh Colony A. G. Link Road, Andheri-East, Mumbai Maharashtra 400093 India

### **Nature of activities:**

RTPL is engaged in the business of trading of machinery and capital goods.

### **Capital Structure:**

As on the date of this Prospectus, the authorised share capital of RTPL is ₹ 50,00,000 divided into 5,00,000 equity shares of ₹ 10 each. The issued, subscribed and paid-up equity share capital of RTPL is ₹ 1,00,000 divided into 10,000 equity shares of ₹ 10 each.

### **Financial Performance**

The brief financial details of Reindeer Trading Private Limited derived from its audited financial statements for Fiscals 2019, 2020 and 2021 are set forth below:

Audited Financial Information	(Rs. in lakhs, except per share data)		
	For the year ended		
	March 31, 2021	March 31, 2020	March 31, 2019
<b>Equity Share Capital</b>	1.00	1.00	1.00
<b>Reserves and Surplus</b>	8.17	7.93	7.35
<b>Net worth</b>	9.17	8.93	8.35
<b>Total Revenue (including other income)</b>	28.59	2.62	5.95
<b>Profit/ (Loss) after tax</b>	0.23	0.57	0.03
<b>Basic and Diluted Earnings per share (face value of Rs. 10 each)</b>	2.38	5.78	0.38
<b>Net asset value per share (Rs.)</b>	91.70	89.32	83.54

## **Shareholding Pattern**

The shareholding pattern of Reindeer Trading Private Limited as on the date of this Prospectus is mentioned below:-

Sr. No.	Name of Shareholders	No. of shares	% Percentage
1.	Mr. Roshan Kishanchand Rohira	5,000	50.00%
2.	Mr. Samuel Janathan Muliylil	5,000	50.00%
	<b>Total</b>	<b>10,000</b>	<b>100.00%</b>

## **Board of Directors**

Following are the Directors of Reindeer Trading Private Limited as on the date of this Prospectus:-

Name of Director	DIN
Mr. Roshan Kishanchand Rohira	01608551
Mr. Samuel Janathan Muliylil	01608626

## **2. Cargosol Logistics China Limited (“CLCL”)**

### **Corporate Information**

CLCL was incorporated on March 07, 2011 as a Private company limited under the Companies Ordinance (chapter 32 of Laws of Hong Kong) pursuant to a certificate of incorporation issued by the Registrar of Companies, Hong Kong Special Administrative Region.

<b>Company Registration No.</b>	1569549
<b>Registered Office</b>	RM 705,7/F, FA Yuen Commercial Building No 75-77, FA, Yuen Street, Mong Kok, Kowloon Hong Kong

### **Nature of activities:**

CLCL is engaged in the business of third-party logistics service provider, logistics and supply chain activities involving multimodal transport operations (MTO), owning and operating container, sea and air freight, transportation, warehousing, custom clearance services and handling of project cargo. The company is also engaged in the business of trading of machines including control panels and capital goods

### **Capital Structure:**

As on the date of this Prospectus, the share capital of company is HK\$ 10,000 divided into 10,000 shares of HK\$ 1 each.

*Note: The Company has not prepared the financial statements for any of its previous years*

## **Shareholding Pattern**

The shareholding pattern of Cargosol Logistics China Limited as on the date of this Prospectus is mentioned below:-

Sr. No.	Name of Shareholders	No. of shares	% Percentage
1.	Mr. Roshan Kishanchand Rohira	5,000	50.00%
2.	Mr. Samuel Janathan Muliylil	5,000	50.00%
	<b>Total</b>	<b>10,000</b>	<b>100.00%</b>

## **Litigations**

Our Group Companies does not have any pending litigation which can have a material impact on our Company:

### **Nature and Extent of Interest of Group Companies**

#### **a) In the promotion of our Company :**

Our Group Companies does not have any interest in the promotion of our Company.



**b) In the properties acquired or proposed to be acquired by our Company in the past two years before filing the Prospectus with stock exchange:**

Our Group Companies does not have any interest in the properties acquired or proposed to be acquired by our Company in the past two years before filing the Prospectus with Stock Exchange:-

**c) In transactions for acquisition of land, construction of building and supply of machinery**

Our Group Companies does not have any interest in any transactions for the acquisition of land, construction of building or supply of machinery.

**Common Pursuits/Conflict of Interest**

As on the date of this Prospectus, our Group Company, namely Reindeer Trading Private Limited, is engaged inter-alia in the business of Logistic and Transportation Industry, which is partly similar line of business as of our Company. We cannot assure that our Promoters, Promoter Group/Group Companies will not promote any new entity in the similar line of business and will not favor the interests of the said entities over our interest or that the said entities will not expand their businesses which may increase our chances of facing competition. This may adversely affect our business operations and financial condition of our Company.

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

**Related business transactions and their significance on the financial performance of our Company**

Other than the transactions disclosed in the section “Financial Information –Related Party Transactions” on page 135, there are no related business transactions between the Group Companies and our Company.

**Business interest of our Group Companies in our Company**

Except as disclosed in the section “Financial Information –Related Party Transactions” and “History and certain Corporate Matters” on page 135 and page 112, our Group Companies have no business interests in our Company.

**Undertaking / confirmations**

None of our Promoters or Promoter Group or Group companies or person in control of our Company has been

- i. Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
- ii. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

None of our Promoters, person in control of our Company or have ever been a Promoter, Director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group companies /Promoter Group entities have been declared as a willful defaulter by the RBI or any other government authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings for violation of securities laws are pending against them.

The information as required by the SEBI ICDR Regulations with regards to the Group companies, are also available on the website of our company i.e. [www.cargosol.com](http://www.cargosol.com)

## **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 April 22, 2022 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 Extra-Ordinary General Meeting held on May 02, 2022 authorized the Issue.

### **In-principle Approval:**

Our Company has obtained in-principle approval from the BSE for using its name in the Draft Prospectus/Prospectus pursuant to an approval letter dated September 14, 2022. BSE is the Designated Stock Exchange.

### **Prohibition by SEBI or other Governmental Authorities:**

We confirm that there is no prohibition on our Company, our Promoters, our Promoter Group, our Directors, or the person(s) in control of our Company from accessing or operating in the Capital Markets or debarment from buying, selling or dealing in securities under any order or direction passed by the Board (SEBI) or any securities market regulator in any other jurisdiction or any other authority/court.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

Neither of our Promoters, Promoter Group, Directors or the person(s) in control of our Company, has ever been part of Promoters, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other regulatory or governmental authority.

There has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter *“Outstanding Litigations and Material Development”* beginning on page 183 of this Prospectus.

### **Association with Securities Market:**

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors in the past 5 years.

### **Prohibition by RBI:**

Neither our Company, our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as a wilful defaulter or a fugitive economic offender or a fraudulent borrower and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter *“Outstanding Litigations and Material Development”* beginning on page 183 of this Prospectus.

### **Prohibition with respect to wilful defaulters or a fraudulent borrower**

Neither our Company, our Promoters, our Directors, Group companies, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as wilful defaulters or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018**

Under the SBO Rules certain persons who are ‘significant beneficial owners’, are required to intimate their beneficial holdings to our Company in Form no. BEN-1. As on date of Prospectus, there are no such significant beneficial owners in our Company.

### **Eligibility for the Issue:**

Our Company has complied with the conditions of Regulation 230 of SEBI (ICDR) Regulations, 2018 for this Issue.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

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 10 crore rupees but less than 25 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 “BSE SME”).

**We confirm that:**

- a) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the LM 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 45 of this Prospectus.
- b) 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.
- c) In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our 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 issue observation on the Prospectus.
- d) In accordance with Regulation 261 (1) of the SEBI (ICDR) Regulations, we hereby confirm that we shall enter into an agreement with the 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 SME Platform of the BSE. 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 45 of this Prospectus.

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, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

1. 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 March 10, 2022 and National Securities Depository Limited dated March 08, 2022 for establishing connectivity.
2. Our Company has a website i.e. [www.cargosol.com](http://www.cargosol.com)
3. There has been no change in the promoters of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the SME Platform of the BSE: -

Our Company was originally formed and registered as a partnership firm under the Partnership Act, 1932 in the name and style of “M/s Cargosol” (Registration No. BA-92827), pursuant to a deed of partnership dated January 23, 2004 entered between Mrs. Bhagyshree Roshan Rohira, Mrs. Stalgy Samuel Muliylil. The terms, conditions and Clauses of partnership firm was changed pursuant to supplementary deed modifying the partnership Agreement including admission and retirement of partners dated June 07, 2004, June 18, 2004 and June 25, 2010. “M/s Cargosol” was thereafter converted from a partnership firm to a private limited company under Part IX of the Companies Act, 1956 with the name of “Cargosol Logistics Private Limited” and received a certificate of incorporation from the Registrar of Companies, Deputy Registrar of Companies, Maharashtra, Mumbai on March 04, 2011 bearing CIN: U63000MH2011PTC214380. Mr. Roshan Kishanchand Rohira, Mr. Samuel Muliylil, Mrs. Bhagyshree Roshan Rohira, Mrs. Stalgy Samuel Muliylil, Mr. Sirdodkar Bishnukant Jha, Mr. Cletus William D'souza and Mrs. Benita Cletus D'souza, partners of M/s Cargosol, were the initial subscribers to the Memorandum of Association of our Company. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting, held on February 10, 2022, our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Cargosol Logistics Private

Limited” to “Cargosol Logistics Limited” vide a fresh certificate of incorporation dated March 15, 2022 issued by the Registrar of Companies, Maharashtra, Mumbai bearing CIN U63000MH2011PLC214380.

1. As on the date of this Prospectus, the Company has a Paid-up Capital of Rs. 750.00 Lakhs and the Post Issue Capital will be of Rs. 1020.00 Lakhs which is less than Rs. 25 Crores.
2. The Company confirms that it has track record of more than 3 years.
3. The Company confirms that it has operating profits (earnings before interest, depreciation and tax) from operations for atleast 2 financial years preceding the application and its net-worth as on March 31, 2022, 2021 and 2020 is positive.

(In Rs. Lacs)

Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Cash Accruals	685.64	225.54	157.57
Net Worth	1599.82	978.96	782.46
Net Tangible Assets	5732.36	4,055.27	2,917.55

*Cash Accruals = PAT (before adjusting profits from Associates) + Depreciation and amortization cost*

*Net-worth = Paid-up share capital + reserves & surplus – revaluation reserves if any*

*Net Tangible assets = Total Assets – intangible assets*

4. 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 promoters, Group Companies, companies promoted by the promoters of the Company;
5. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR);
6. 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.
7. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.
8. 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 OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT 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 THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER, HEM 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 LEAD MERCHANT BANKER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JUNE 30, 2022.**

The filing of this Prospectus does not, however, absolve our Company from any liabilities under Section 34, Section 35, Section 36 and Section 38 (1) of 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 LM any irregularities or lapses in the 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 sections 26, 32 and 33 of the Companies Act, 2013.

**Statement on Price Information of Past Issues handled by Hem Securities Limited:**

Sr. No.	Company name	Issue size (Rs in Cr.)	Issue Price (Rs.)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180 <sup>th</sup> calendar days from listing
1.	Knowledge Marine & Engineering Works Limited	10.12	37.00	March 22, 2021		0.68% [-3.40%]	31.08% [5.63%]	14.59% [17.52%]
2.	EKI Energy Services Limited	18.60	102.00	April 07, 2021	140.00	225.20% [-0.92%]	608.48% [6.44%]	3029.41% [19.41%]
3.	DU Digital Technologies Limited	4.485	65.00	August 26, 2021	60.00	53.85% [7.32%]	113.85% [4.68%]	257.85% [2.74%]
4.	Prevest Denpro Limited	26.61	84.00	September 27, 2021	180.55	186.61% [1.77%]	270.83% [-4.92%]	323.51% [-4.13%]
5.	Jainam Ferro Alloys (I) Limited	19.61	70.00	October 08, 2021	73.00	3.57% [0.97%]	21.43% [-0.83%]	137.86% [-0.49%]
6.	Shri Venkatesh Refineries Ltd.	11.71	40.00	October 11, 2021	42.00	9.50% [0.36%]	47.88% [-0.65%]	215.00% [-1.94%]
7.	KN Agri Resources Limited	49.38	75.00	March 28, 2022	153.65	212.40% [-1.07%]	83.60% [-9.70%]	N.A.
8.	Krishna Defence and Allied Industries Limited	11.89	39.00	April 06, 2022	75.00	112.82% [-7.84%]	30.54% [-12.63%]	N.A.
9.	Eighty Jewellers Limited	11.07	41.00	April 13, 2022	42.00	0.49% [-9.51%]	-3.02% [-8.26%]	N.A.
10.	Kesar India Limited	15.82	170.00	July 12, 2022	172.50	46.47% [10.11%]	N.A.	N.A.

Source: Price Information [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.

**Summary statement of Disclosure:**

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Cr.)	No. of IPOs trading at discount- 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at Premium- 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount- 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at Premium- 180 <sup>th</sup> calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2020-21	2 <sup>(1)</sup>	17.02	-	-	-	-	-	2	-	-	-	1	-	1
2021-22	6 <sup>(2)</sup>	130.40	-	-	-	4	-	2	-	-	-	5	-	-
2022-23	3 <sup>(3)</sup>	38.78	-	-	-	1	-	1	-	-	-	-	-	-

- 1) *The scrip of Suratwwala Business Group Limited and Knowledge Marine & Engineering Works Limited was listed on August 13, 2020 and March 22, 2021 respectively.*
- 2) *The scrip of EKI Energy Services Limited, DU Digital Technologies Limited, Prevest Denpro Limited, Jainam Ferro Alloys (I) Limited, Shri Venkatesh Refineries Ltd. and KN Agri Resources Limited was listed on April 7, 2021, August 26, 2021, September 27, 2021, October 08, 2021, October 11, 2021 and March 28, 2022 respectively. The scrip of KN Agri Resources Limited has not completed its 180th day from the date of its listing.*
- 3) *The scrip of Krishna Defence and Allied Industries Limited and Eighty Jewellers Limited was listed on April 06, 2022 and April 13, 2022 respectively. The scrip of Krishna Defence and Allied Industries Limited and Eighty Jewellers Limited has not completed its 180th days from the date of its listing.*

**Note:**

- a) Based on date of listing.
- b) BSE SENSEX and CNX NIFTY have been considered as the benchmark index.
- c) Prices on BSE/NSE are considered for all of the above calculations.
- d) In case 30<sup>th</sup> /90<sup>th</sup> /180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
- e) In case 30<sup>th</sup> /90<sup>th</sup> /180<sup>th</sup> day, scrips are not traded then last trading price has been considered.
- f) N.A. – Period not completed.
- g) As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by lead manager are provided.

**Track Record of past issues handled by Hem Securities Limited:**

For details regarding track record of LM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the LM at: [www.hemsecurities.com](http://www.hemsecurities.com)

**Disclaimer from our Company and the Lead Manager:**

Our Company, its Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The LM accept no responsibility, save to the limited extent as provided in the agreement entered between the LM (Hem securities Limited) and our Company on May 02, 2022 and the Underwriting Agreement dated July 26, 2022 and addendum dated September 20, 2022 entered into between the Underwriters and our Company and the Market Making Agreement dated July 26, 2022 and addendum dated September 20, 2022 entered into among the Market Maker and our Company.

All information shall be made available by our Company and the 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.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, 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, and our affiliates or associates, for which they have received and may in future receive compensation.

**Note:**

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 Underwriters 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 Rs. 2,500.00 Lakhs and pension funds with a minimum corpus of Rs.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 Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered 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 Prospectus comes is required to inform him 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 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 Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this 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.

#### **Disclaimer Clause of the SME Platform of the BSE:**

BSE Limited ("BSE") has vide its letter dated September 14, 2022, given permission to "Cargosol Logistics Limited" to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("SME platform") the Company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner:

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.
- iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
- v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- vi. The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai.

#### **Disclaimer Clause under Rule 144A of the U.S. Securities Act:**

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S 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 Regulation S 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**

This Draft Prospectus is being filed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001, Maharashtra, India.

Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018, the Prospectus shall be furnished to the SEBI in a soft copy. However, SEBI will not issue any observation on the 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 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, India

### **Listing:**

The Equity Shares of our Company are proposed to be listed on BSE SME. Our Company has obtained in-principle approval from BSE by way of its letter dated September 14, 2022 for listing of equity shares on SME Platform of the BSE.

BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the BSE SME is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Prospectus. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of the BSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Six (6) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to 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 (a) Our Directors, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Banker to the Company; (b) Lead Manager, Registrar to the Issue, Banker to the Issue (Sponsor Bank), Legal Advisor to the Issue, Underwriter to the Issue and Market Maker to the Issue to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of filing of the Prospectus with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. C A S & Co., Chartered Accountants, Statutory Auditor 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 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 this Prospectus.

#### **Experts Opinion:**

Except for the reports in the section ***“Financial Information of the Company”*** and ***“Statement of Special Tax Benefits”*** on page 136 and page 78 from the Statutory Auditors, 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.

#### **Fees, Brokerage and Selling Commission payable:**

The total fees payable to the Lead Manager will be as per the (i) Lead manager Agreement dated May 02, 2022 with the Lead Manager Hem Securities Limited, (ii) the Underwriting Agreement dated July 26, 2022 and addendum dated September 20, 2022 with Underwriter and (iii) the Market Making Agreement dated July 26, 2022 and addendum dated September 20, 2022 with Market Maker, a copy of which is available for inspection at our Registered Office from 10.00 am to 5.00 pm on Working Days from the date of the Prospectus until the Issue Closing Date.

#### **Fees Payable to the Registrar to the Issue:**

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company and the Registrar to the Issue dated May 02, 2022 a copy of which is available for inspection at our Company’s Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send allotment advice by registered post/speed post.

#### **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 Prospectus.

#### **Previous issues of Equity Shares otherwise than for cash:**

For detailed description please refer to section titled ***“Capital Structure”*** beginning on page 52 of this 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 in last five (5) years.

#### **Particulars in regard to our Company and other listed subsidiaries/ associates under the same management within the meaning of Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:**

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

#### **Performance vis-a-vis objects – Public/right issue of our Company:**

Except as stated in the chapter titled ***“Capital Structure”*** beginning on page 52 our Company has not undertaken any previous public or rights issue.

#### **Performance vis-a-vis objects - Last Issue of Subsidiary Companies:**

As on the date of this Prospectus, our Subsidiary Companies have not undertaken any public issue.

**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.

**Outstanding Debentures or Bond Issues or Redeemable Preference Shares:**

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Prospectus.

**Partly Paid-Up Shares**

As on the date of this 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 Prospectus.

**Stock Market Data of the Equity Shares:**

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. Thus there is no stock market data available for the Equity Shares of our Company.

**Mechanism for Redressal of Investor Grievances:**

The agreement between the Registrar to the Issue and 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 investor complaints received during the three years preceding the filing of this Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this Prospectus.

Investors may contact the LM 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, LM 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 fifteen (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 Mr. Vinay B Karkera Company Secretary, as the 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:

**Mr. Vinay B Karkera**

Company Secretary & Compliance Officer

**Cargosol Logistics Limited**

502, Swaroop Arcade, Sahar Road, Andheri - East,

Mumbai - 400099, Maharashtra, India

**Tel. No.:** +91-022-66126000; **Fax No.:** +91-022-28250819

**Email:** [cs@cargosol.com](mailto:cs@cargosol.com); **Website:** [www.cargosol.com](http://www.cargosol.com)

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “**SCORES**”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in). Our Board by a resolution on May 05, 2022 constituted a Stakeholders Relationship Committee. For further details, please refer to section titled “**Our Management**” beginning on page 119 of this Prospectus.

#### **Status of Investor Complaints:**

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this 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 78 of this Prospectus.

#### **Purchase of Property:**

Other than as disclosed in Section “**Our Business**” beginning on page 89 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 Prospectus.

Except as stated elsewhere in this 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:**

Except as disclosed under section titled “**Capital Structure**” beginning on page 52 of this Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

#### **Revaluation of Assets:**

Our Company has not revalued its assets in five (5) years preceding the date of this Prospectus.

#### **Servicing Behavior:**

Except as stated in this , 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 in chapter titled “**Our Management**” beginning on page 119 and chapter titled “**Financial Information**” beginning on page 136 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:**

Not Applicable



## **SECTION VIII: 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 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 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 RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("UPI Phase I"). The UPI Phase I was effective 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, the final reduced timeline will be made effective using the UPI Mechanism for applications by retail individual investors ("UPI Phase III"), as may be prescribed by SEBI.*

*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 upto 27,00,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on April 22, 2022 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on May 02, 2022 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 237 of this 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 Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per therecommendation 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 135 and 237



respectively of this Prospectus.

### **Face Value and Issue Price**

The Equity Shares having a Face Value of Rs. 10.00 each are being offered in terms of this Prospectus at the price of Rs. 28 per Equity Share (including premium of Rs. 18 per share).

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under section titled "**Basis for Issue Price**" beginning on page 75 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### **Compliance with SEBI ICDR Regulations, 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:

- a) Right to receive dividend, if declared;
- b) Right to receive Annual Reports and notices to members;
- c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
- d) Right to vote on a poll either in person or by proxy;
- e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
- f) Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- g) Right of free transferability of the Equity Shares; and
- h) 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 Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association 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 237 of this 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 March 08, 2022 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated March 10, 2022 between CDSL, our Company and Registrar to the Issue.

### **Market Lot and Trading Lot**

The trading of the Equity Shares will happen in the minimum contract size of 4000 Equity Shares and the same may be modified by the BSE (SME platform of BSE) 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 4000 Equity Shares is subject to a minimum

allotment of 4000 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**

In accordance with Regulation 268 of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in the 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 the monies collected shall be unblocked forthwith.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai, Maharashtra.

**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 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 Securities Act 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 Registered 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:

- (a) to register himself or herself as the holder of the Equity Shares; or
- (b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (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.

### **Period of Subscription List of Public Issue**

Event	Indicative Date
-------	-----------------

Issue Opening Date	September 28, 2022
Issue Closing Date	September 30, 2022
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about October 06, 2022
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account*	On or about October 07, 2022
Credit of Equity Shares to Demat Accounts of Allottees	On or about October 10, 2022
Commencement of Trading of the Equity Shares on the Stock Exchange	On or about October 11, 2022

Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Applicants on Issue Closing Date maybe extended in consultation with the LM, RTA and BSE SME taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Prospectus is IST.

Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI (ICDR) Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from Stock may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

\*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue LM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, The provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable

### Minimum Subscription and Underwriting

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Issuer does not receive the

subscription of 100% of the Issue through this offer document including devolvement of Underwriter within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received within the time limit as prescribed under the SEBI (ICDR) Regulations and Companies Act, 2013.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled ***“General Information - Underwriting”*** on page 45 of this 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 BSE 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 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 BSE 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.

If the Paid-up Capital of the company is more than Rs. 10 crores but below Rs. 25 crores, 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 SME Platform of BSE (BSE SME), wherein the Lead Manager 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 SME platform of BSE.

For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to section titled ***“General Information - Details of the Market Making Arrangements for this Issue”*** on page 45 of this Prospectus.

### **Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of 4000 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 SME platform of BSE Limited.

### **As per the extant 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 (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the

Government of India/RBI while granting such approvals.

### **Allotment of Equity Shares in Dematerialized Form**

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange.

### **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 NRI's, FPI's, VCF's, AIF's 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 or debentures 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 52 of this 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/ debentures 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 237 of this 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 regional newspaper with wide circulation where the Registered Office of our Company is situated.

*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 Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager 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 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 paid up capital is more than or equal to ten Crore rupees but less than 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 BSE SME i.e. SME platform of BSE). 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 205 and 214 of this Prospectus.

### **Issue Structure:**

Initial Public Issue of 27,00,000 Equity Shares of Rs. 10 each (the "Equity Shares") for cash at a price of Rs. 28 per Equity Share (including a Share Premium of Rs. 18 per Equity Share), aggregating up to Rs. 756 Lakhs ("the Issue") by the issuer Company (the "Company").

The Issue comprises a reservation of 1,40,000 Equity Shares of Rs. 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of 25,60,000 Equity Shares of Rs. 10 each ("the Net Issue"). The Issue and the Net Issue will constitute 26.47% and 25.10%, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Fixed Price Process.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
<b>Number of Equity Shares available for allocation<sup>(1)</sup></b>	25,60,000 Equity Shares	1,40,000 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	94.81% of the Issue Size	5.19% of the Issue Size
<b>Basis of Allotment</b>	Proportionate subject to minimum allotment of 4000 Equity Shares and further allotment in multiples of 4000 Equity Shares each. For further details please refer to " <b>Issue Procedure - Basis of Allotment</b> " on page 214 of this Prospectus.	Firm Allotment
<b>Mode of Application</b>	All the applicants shall make the application (Online or Physical) through ASBA Process (for Non-Retails Investors) and through UPI Mechanism (for retail Investors).	Through ASBA Process Only.
<b>Mode of Allotment</b>	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.
<b>Minimum Application Size</b>	<b><u>For Other than Retail Individual Investors:</u></b> Such number of Equity Shares in multiples of 4000 Equity Shares at an Issue price of Rs. 28 each, such that the Application Value exceeds Rs.2,00,000/-  <b><u>For Retail Individuals Investors:</u></b> 4000 Equity Shares at an Issue price of Rs. 28 each.	140000 Equity Shares
<b>Maximum Application Size</b>	<b><u>For Other than Retails Individual Investors:</u></b> The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable.  <b><u>For Retail Individuals Investors:</u></b> Such number of Equity Shares in multiples of 4000 Equity Shares such that the Application Value does not exceed Rs. 2,00,000/-.	140000 Equity Shares
<b>Trading Lot</b>	4000 Equity Shares	4000 Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
<b>Terms of Payment<sup>(2)</sup></b>	Full Application Amount shall be blocked by the SCSBs in the bank account of the ASBA Applicant	



Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
	that is specified in the Application Form at the time of submission of the Application Form. In case of UPI as an alternate mechanism, application amount shall be blocked at the time of confirmation of mandate collection request by applicant.	
<b>Application Lot Size</b>	4000 Equity Share and in multiples of 4000 Equity Shares thereafter	

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to “**Issue Structure**” on page 211 of this Prospectus.

<sup>1)</sup> Since present issue is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253(2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

- a) Minimum fifty per cent to retail individual investors; and
- b) Remaining to:
  - (i) individual applicants other than retail individual investors; and
  - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

<sup>2)</sup> In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including retail applicants applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

**Note:** If the retail individual investor category is entitled to more than the allocated portion on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

## Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh 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) registration of the Prospectus with ROC.

## Issue Programme

<b>Issue Opening Date</b>	September 28, 2022
<b>Issue Closing Date</b>	September 30, 2022

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the Issue Closing Date:

- a) A standard cut-off time of 3.00 p.m. for acceptance of applications.
- b) A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- c) A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of applications received up to the closure of timings and reported by LM to BSE within half an hour of such closure.

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1:00 p.m. IST on the Issue Closing Date. Any time mentioned in this Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form vis-à-vis the data contained in the physical Application form, for a particular applicant, the details as per physical application form of that Applicant may be taken as the final data for the purpose of allotment.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays)

## **ISSUE PROCEDURE**

All Applicants 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 Exchanges and the 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 Applicants may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Applicants eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Applicants 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 Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Application Form; (x) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (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 will be made effective using the UPI Mechanism for applications by RIBs (“UPI Phase III”), as may be prescribed by SEBI

Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 1, 2022 and the provisions of this circular are deemed to form part of this 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 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 Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Prospectus. Applicants 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 DraftProspectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the Full Application Amount along with the Application Form.

### **Phased implementation of Unified Payments Interface**

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and 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 (collectively the “UPI Circulars”) in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

**Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers 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 Retail Individual Applicants into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Manager.

## **PART A**

### **Fixed Price Issue Procedure**

The Issue is being made in compliance with the provisions of Reg. 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be offered to Non-Retail Category i.e. QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject compliance with Regulation 253(2) of the SEBI ICDR Regulations and subject to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, 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 Lead Manager and the Stock Exchange.

**Investors should note that according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. It is mandatory to furnish the details of Applicant’s depository account along with Application Form. The Application Forms which do not have the details of the Applicants’ depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants’ PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares**

on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges. However, investors may get the specified securities rematerialized subsequent to allotment.

### **Application Form**

Retail Individual Applicants can submit their Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, the SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download on the website of the Company, Lead Manager and Stock Exchange, BSE SME (www.bseindia.com), at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

Pursuant to SEBI Circular dated January 1, 2016 and bearing no. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also, please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA mode. The prescribed colours of the Application Form for various investors applying in the Issue are as follows:

Category	Colour*
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

*\*Excluding Electronic Application Form*

Designated Intermediaries (other than SCSBs) after accepting 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 Application Forms to respective SCSBs where the Applicants 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 application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Applicants shall only use the specified Application Form for making an Application in terms of the Prospectus.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants 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 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 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 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 application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

#### **Availability of Prospectus and Application Forms**

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, (Lead Manager to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE i.e. [www.bseindia.com](http://www.bseindia.com).

#### **Who can apply?**

Each Applicant should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies.

Subject to the above, an illustrative list of Applicants is as follows:



- a) 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);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
- c) 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;
- d) Mutual Funds registered with SEBI;
- e) 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;
- f) 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);
- g) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) 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;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) 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;
- p) Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) 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;
- r) Insurance funds set up and managed by army, navy or air force of the Union of India;
- s) Multilateral and bilateral development financial institution;
- t) Eligible QFIs;
- u) Insurance funds set up and managed by army, navy or air force of the Union of India;
- v) Insurance funds set up and managed by the Department of Posts, India;
- w) 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:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. 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 Application Form, the OCB shall be eligible to be considered for share allocation.**

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

##### **1. For Retail Individual Applicants**

The Application must be for a minimum of 4000 Equity Shares and in multiples of 4000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2,00,000.

## **2. For Other than Retail Individual Applicants (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 4000 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 Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Applicants 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 Prospectus.**

**The above information is given for the benefit of the Applicants. The Company and the LMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

## **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. 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 over subscription ratio (number of applicants in the category X number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants 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).

For applications where the proportionate allotment works out to less than 4000 Equity shares the allotment will be made as follows:

1. Each successful applicant shall be allotted 4000 Equity shares; and
2. The successful applicants out of the total applicants for that category shall be determined by the drawl 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 (2) above.

If the proportionate allotment to an applicant works out to a number that is not a multiple of 4000 Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 4000 Equity shares subject to a minimum allotment of 4000 Equity shares.

If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 4000 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 offer specified under the Capital Structure mentioned in this Prospectus.

The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:

1. As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
2. The balance net offer of shares to the public shall be made available for allotment to

- a. Individual applicants other than retail individual investors and
  - b. Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
3. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 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 Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

#### **Participation by Associates /Affiliates of LM and the Syndicate Members**

The LM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

#### **Option to Subscribe in the Issue**

- a. 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.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. 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 Applicants:**

1. Our Company and the Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the 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 regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
3. Copies of the Application Form along with Abridge Prospectus and copies of the Prospectus will be available with the, the Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange.
4. Any applicant who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office.
5. Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The 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 application forms that do not contain such details are liable to be rejected.

8. Applicants applying directly through the SCSBs should ensure that the 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 Application Form, before entering the ASBA application into the electronic system.
9. 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 Applicants, or in the case of application in joint names, the first Applicant (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 Application Form without PAN is liable to be rejected. The demat accounts of Applicants 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 Applicants.
10. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the 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 Application Form is liable to be rejected.

#### **Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis**

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non-Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

#### **Applications by eligible NRIs on Repatriation Basis**

Application Forms have been made available for eligible NRIs at our registered office.

Eligible NRIs applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under reserved category. The Eligible NRIs who intend to get the amount blocked in the Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis.

Allotment of Equity shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity shares will be allowed to be repatriated along with the income thereon subject to the permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

#### **Application by FPIs (including FIIs)**

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Issue until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity

Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

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.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, 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 that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. Further, pursuant to a Circular dated November 24, 2014 issued by the SEBI, FPIs are permitted to issue offshore derivative instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations shall apply on the aggregate of FPI investments and overseas direct investment positions held in the underlying Indian company.

#### **Application by SEBI registered Alternative Investment Fund (AIF), Venture Capital Funds and Foreign Venture Capital Investors**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors: Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer. The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's. The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

#### **Application by Mutual Funds**

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.



### **Applications by Limited Liability Partnerships**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the LLP Act, 2008 must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

### **Applications by Insurance Companies**

In case of applications made by insurance companies registered with IRDA, certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment Scheme) (5th Amendment) Regulations, 2010, as amended (the “IRDA Investment Regulations”), are broadly set forth below:

- i. Equity shares of a company: The lesser of 10% of the investee company’s subscribed capital (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;
- ii. The entire group of the investee company: at least 10% of the respective fund in case of a life insurer or 10% of investment assets in case of general insurer or reinsurer (25% in case of Unit Linked Insurance Plans); and
- iii. The industry sector in which the investee company operates: 10% of the insurer’s total investment exposure to the industry sector (25% in case of Unit Linked Insurance Plans).

### **Applications under Power of Attorney**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, FPI’s, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

With respect to the applications by VCFs, FVCIs and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of Rs. 2500 Lacs and pension funds with minimum corpus of Rs. 2500 Lacs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

### **Application by Provident Funds/Pension Funds**



In case of Applications made by provident funds with minimum corpus of Rs. 2,500 lakhs (subject to applicable law) and pension funds with minimum corpus of Rs. 2,500 lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of this Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in this Prospectus.

### **Applications by Banking Companies**

In case of Applications 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 Application Form, failing which our Company reserve the right to reject any Application without assigning any reason. The investment limit for banking companies in non-financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. 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.

### **Applications by Systemically Important Non-Banking Financial Companies**

In case of Applications made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any Bid without assigning any reason thereof. Systematically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

### **Applications by SCSBs**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

### **Issue Procedure for Application Supported by Blocked Account (ASBA) Applicants**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA 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 Application Form, please refer the above-mentioned SEBI link.

### **Method and Process of Applications**

1. The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.

2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.
3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.
5. Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

<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 application form, respective Designated Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

6. The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
7. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
8. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
9. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.
10. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the 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 Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants 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.

### **Terms of payment**

The entire Issue price of Rs. 28 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 Applicants.

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 applicants 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 Applicants.

### **Payment mechanism**

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the 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 Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, 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 Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **PROCEDURE FOR UNIFIED PAYMENT INTERFACE (UPI)**

**In accordance to the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, to stream line the process of public issue of Equity Shares and convertibles, Phase II shall become effective from July 01, 2019, thereafter for applications by Retail Individual Investors through intermediaries, where the existing process of investor submitting application form with any intermediaries along with bank account details and movement of such application forms from intermediaries to self-certified Syndicate Banks (SCSBs) for blocking of funds, will be discontinued. For such applications only the UPI mechanism would be permissible mode.**

#### ***Who can apply through UPI Mode:***

Only Retail Individual Investors are allowed to use UPI for the payment in public issues. Qualified Institutional Buyers and High-Net worth Investors shall continue to apply as per the existing process.

### **PROCESS**

Applications through UPI in IPOs (Public Issue) can be made only through the SCSBs/mobile applications whose name appears on the SEBI website: [www.sebi.gov.in](http://www.sebi.gov.in).

#### **BLOCKING OF FUNDS:**

- a) Investors shall create UPI ID
- b) Investors shall submit their IPO applications through intermediaries and the investors shall enter UPI ID in the application form.
- c) Thereafter, intermediary shall upload the bid details and UPI ID in the electronic bidding system of the Stock Exchange
- d) Stock Exchange shall validate the bid details on the real time basis with depository's records and shall bring the inconsistencies to the notice of intermediaries for rectification and re-submission
- e) Stock Exchange shall share the details including UPI ID with Sponsor Bank, to enable the Sponsor Bank to initiate the request for the blocking of funds
- f) Thereafter the investor shall receive notification and shall confirm the request by entering valid UPI PIN and upon such acceptance of request, funds would get blocked and intimation shall be given to the investor regarding blocking of funds

#### **UNBLOCKING OF FUNDS:**

- a) After the offer close day, the RTA on the basis of bidding and blocking received from stock exchange undertake a reconciliation and shall prepare Basis of Allotment.
- b) Upon approval of such basis, instructions would be sent to the Sponsor Bank to initiate process for credit of funds in the public offer escrow account and unblocking of excess funds
- c) Based on authorization given by the investor using UPI PIN at the time of blocking of funds, equivalent to the allotment, would be debited from investors account and excess funds, if any, would be unblocked.

**Further, RIIs would continue to have an option to modify or withdraw the bid till the closure of the offer period. For each such modification of application, RIIs shall submit a revised application and shall receive a mandate request from the Sponsor Bank to be validated as per the process indicated above. Hence, applications made through UPI ID for payment the same shall be revised by using UPI ID only.**

### **REJECTION GROUNDS UNDER UPI PAYMENT MECHANISM**

An investor making application using any of channels under UPI Payments Mechanism, shall use only his/ her own bank account or only his/ her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

### **LIST OF BANKS PROVIDING UPI FACILITY**

An investor shall ensure that when applying in the IPO using UPI facility, the name of his Bank shall appear in the list of SCSBs as displayed on the SEBI website.

A list of SCSBs and mobile application which are live for applying in public issues using UPI mechanism is provided on the SEBI Website at the following path:

Home >> Intermediaries/Market Infrastructure Institutions >> Recognised Intermediaries >>Self Certified Syndicate Banks eligible as Issuer Banks for UPI

Investors whose Bank is not live on UPI as on the date of the aforesaid circular, may use the other alternate channels available to them viz. submission of application form with SCSBs or using the facility of linked online trading, demat and bank account (Channel I or II at para 5.1 SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018.

### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before from the Issue Closing Date.
3. 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 Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the 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.
4. Neither the 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,
  - (i) The applications accepted by any Designated Intermediaries

- (ii) The applications uploaded by any Designated Intermediaries or  
 (iii) The applications accepted but not uploaded by any Designated Intermediaries

5. 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 Lead Manager on a regular basis.
6. With respect to applications by Applicants, 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 Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
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*

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
- Name of the Applicant;
  - IPO Name;
  - Application Form Number;
  - Investor Category;
  - PAN (of First Applicant, if more than one Applicant);
  - DP ID of the demat account of the Applicant;
  - Client Identification Number of the demat account of the Applicant;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - 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
  - Bank account number.
8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
9. 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 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.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.

12. 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 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 Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till the 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.
14. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Allocation of Equity shares**

- 1) The Issue is being made through the Fixed Price Process wherein 140000 Equity Shares shall be reserved for Market Maker and 12,80,000 Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non-Retail Applicants.
- 2) Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- 4) In terms of SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
- 5) Allotment status details shall be available on the website of the Registrar to the Issue.

#### **Signing of Underwriting Agreement and Filing of Prospectus with ROC**

- 1) Our company has entered into an Underwriting Agreement dated July 26, 2022 and addendum dated September 20, 2022.
- 2) A copy of Prospectus will be filled with the ROC in terms of Section 26 of Companies Act, 2013.

#### **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 Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation.

#### **Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.  
The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants 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 Applicant.



- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants 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 SCSBs shall transfers the funds represented by allocations of the Equity Shares into 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 a period of 4 working days of 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

**General Instructions****Do's:**

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application.
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process the SCSBs where the Applicant has a bank account or a UPI ID linked Bank Account, the Registered Broker (at the Broker Centre's), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Instruct your respective Banks to release the funds blocked in the ASBA Account/UPI ID linked Bank Account under the ASBA process;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder.
- Ensure that you have mentioned the correct bank account number in the Application Form and in case of Retail Individual Applicants applying through UPI Channel, ensure that you have mentioned the correct UPI ID;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- Ensure that you have correctly signed the authorization/ undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account/ UPI ID linked Bank Account, as the case may be, equivalent to the Application Amount mentioned in the Application Form;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not use third party bank account or third-party UPI ID linked Bank Account for making the Application;
- Do not apply on another Application Form after you have submitted an application to the Designated Intermediary;
- Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company

- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs.2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.

### **Instructions for Completing the Application Form**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the 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. Application Forms should bear the stamp of the Designated Intermediaries. ASBA 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 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 Application forms in Public Issue with effect front 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)

### **Applicant'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 application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant 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 Application Form**

All 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 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 Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of 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.

#### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME (SME platform of BSE) where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

#### **Right to Reject Applications**

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants 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, 2013 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."

#### **Undertakings by Our Company**

We undertake as follows:

- 1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of Issue Closing Date.
- 3) That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

- 4) That our Promoters' contribution in full has already been brought in;
- 5) That no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and
- 6) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the ROC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;
- 7) That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
- 8) That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the Issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 9) That Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;
- 10) Adequate arrangements shall be made to collect all Application Forms from the Applicants;
- 11) That the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and
- 12) That none of the promoters or directors of the company is willful defaulter under Section 5(c) of SEBI (ICDR) Regulations, 2018.

#### **Utilization of Issue Proceeds:**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

#### **Equity Shares in Dematerialized Form with NSDL or CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Tripartite Agreement dated March 08, 2022 between NSDL, the Company and the Registrar to the Issue;
- b) Tripartite Agreement dated March 10, 2022 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. INE0KZM01011

## **RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the "FDI Policy"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 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 or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. 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 Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors 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. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

### **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management. (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.



Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

#### **Investment by FPIs under Portfolio Investment Scheme (PIS)**

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

#### **Investment by NRI or OCI on repatriation basis:**

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

#### **Investment by NRI or OCI on non-repatriation basis**

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement aProspectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Prospectus.

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 Application 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 Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

## **SECTION IX - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY**

Pursuant to Schedule I of the Companies Act, and the SEBI ICDR Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. 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.

<b>Article No.</b>	<b>Particulars</b>	
<b>1.</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>Table F Applicable</b>
<b>Interpretation Clause</b>		
<b>2.</b>	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	<b>Act</b>
	(b) "These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	<b>Articles</b>
	(c) "Auditors" means and includes those persons appointed as such for the time being of the Company.	<b>Auditors</b>
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	<b>Capital</b>
	(e) "The Company" shall mean <b>Cargosol Logistics Limited</b>	<b>The Company</b>
	(f) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	<b>Executor or Administrator</b>
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	<b>Legal Representative</b>
	(h) Words importing the masculine gender also include the feminine gender.	<b>Gender</b>
	(i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	<b>In Writing and Written</b>
	(j) The marginal notes hereto shall not affect the construction thereof.	<b>Marginal notes</b>
	(k) "Meeting" or "General Meeting" means a meeting of members.	<b>Meeting or General Meeting</b>
	(l) "Month" means a calendar month.	<b>Month</b>
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	<b>Annual General Meeting</b>
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	<b>Extra-Ordinary General Meeting</b>
	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	<b>National Holiday</b>
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	<b>Non-retiring Directors</b>
	(q) "Office" means the registered Office for the time being of the Company.	<b>Office</b>
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	<b>Ordinary and Special Resolution</b>

	(s) "Person" shall be deemed to include corporations and firms as well as individuals.	<b>Person</b>
	(t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	<b>Proxy</b>
	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	<b>Register of Members</b>
	(v) "Seal" means the common seal for the time being of the Company.	<b>Seal</b>
	(w) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	<b>Singular number</b>
	(x) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	<b>Statutes</b>
	(y) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	<b>These presents</b>
	(z) "Variation" shall include abrogation; and "vary" shall include abrogate.	<b>Variation</b>
	(aa) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	<b>Year and Financial Year</b>
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.	<b>Expressions in the Act to bear the same meaning in Articles</b>
<b>CAPITAL</b>		
<b>3.</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.	<b>Authorized Capital</b>
<b>4.</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.	<b>Increase of capital by the Company how carried into effect</b>
<b>5.</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.	<b>New Capital same as existing capital</b>
<b>6.</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>Non-Voting Shares</b>
<b>7.</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>Redeemable Preference Shares</b>

<b>8.</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.	<b>Voting rights of preference shares</b>
<b>9.</b>	<p>On the issue of redeemable preference shares under the provisions of Article 7 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 by the Company shall not be taken as reducing the amount of its Authorized Share Capital</p>	<b>Provisions to apply on issue of Redeemable Preference Shares</b>
<b>10.</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>Reduction of capital</b>
<b>11.</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, 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.	<b>Debentures</b>
<b>12.</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.	<b>Issue of Sweat Equity Shares</b>
<b>13.</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.	<b>ESOP</b>
<b>14.</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.	<b>Buy Back of shares</b>
<b>15.</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	<b>Consolidation, Sub-Division And Cancellation</b>

	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.	
<b>16.</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.	<b>Issue of Depository Receipts</b>
<b>17.</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>Issue of Securities</b>
<b>MODIFICATION OF CLASS RIGHTS</b>		
<b>18.</b>	(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. 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.	<b>Modification of rights</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 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>New Issue of Shares not to affect rights attached to existing shares of that class.</b>
<b>19.</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>Shares at the disposal of the Directors.</b>
<b>20.</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>Power to issue shares on preferential basis.</b>
<b>21.</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>Shares should be Numbered progressively and no share to be subdivided.</b>
<b>22.</b>	An application signed by or on behalf of an applicant for shares in the Company,	<b>Acceptance of</b>

	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>Shares.</b>
<b>23.</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>Directors may allot shares as fullpaid-up</b>
<b>24.</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>Deposit and call etc. to be a debt payable immediately.</b>
<b>25.</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.	<b>Liability of Members.</b>
<b>26.</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.	<b>Registration of Shares.</b>
<b>RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT</b>		
<b>27.</b>	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	
<b>CERTIFICATES</b>		
<b>28.</b>	(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,	<b>Share Certificates</b>



	<p>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> <p>(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.</p> <p>(d) When a new Share certificate has been issued in pursuance of the preceding clause of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is —"Issued in lieu of Share Certificate No..... sub-divided/replaced/on consolidation of Shares".</p>	
<b>29.</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>	<b>Issue of new certificates in place of those defaced, lost or destroyed.</b>
<b>30.</b>	<p>(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.</p>	<b>The first named joint holder deemed Sole holder.</b>
	<p>(b) The Company shall not be bound to register more than three persons as the joint holders of any share.</p>	<b>Maximum number of joint holders.</b>
<b>31.</b>	<p>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.</p>	<b>Company not bound to recognise any interest in share other than that of registered holders.</b>
<b>32.</b>	<p>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.</p>	<b>Installment on shares to be duly paid.</b>
<b>UNDERWRITING AND BROKERAGE</b>		
<b>33.</b>	<p>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 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</p>	<b>Commission</b>

	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>	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	<b>Brokerage</b>
<b>CALLS</b>		
<b>35.</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>Directors may make calls</b>
<b>36.</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>Notice of Calls</b>
<b>37.</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>Calls to date from resolution.</b>
<b>38.</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>Calls on uniform basis.</b>
<b>39.</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>Directors may extend time.</b>
<b>40.</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>Calls to carry interest.</b>
<b>41.</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 provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	<b>Sums deemed to be calls.</b>
<b>42.</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.	<b>Proof on trial of suit for money due on shares.</b>

43.	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.	<b>Judgment, decree, partial payment motto proceed for forfeiture.</b>
44.	<p>(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.</p> <p>(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.</p>	<b>Payments in Anticipation of calls may carry interest</b>
<b>LIEN</b>		
45.	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 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. Provided that the fully paid shares shall be free from all lien, while in the case of partly paid shares, the company's lien, if any, shall be restricted to moneys called or payable at a fixed time in respect of such shares.	<b>Company to have Lien on shares.</b>
46.	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.	<b>As to enforcing lien by sale.</b>
47.	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>Application of proceeds of sale.</b>
<b>FORFEITURE AND SURRENDER OF SHARES</b>		
48.	If any Member fails to pay the whole or any part of any call or installment or any	<b>If call or</b>

	<p>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.</p>	<p><b>installment not paid, notice may be given.</b></p>
49.	<p>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.</p> <p>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.</p>	<p><b>Terms of notice.</b></p>
50.	<p>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.</p>	<p><b>On default of payment, shares to be forfeited.</b></p>
51.	<p>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.</p>	<p><b>Notice of forfeiture to a Member</b></p>
52.	<p>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.</p>	<p><b>Forfeited shares to be property of the Company and may be sold etc.</b></p>
53.	<p>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.</p>	<p><b>Members still liable to pay money owing at time of forfeiture and interest.</b></p>
54.	<p>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.</p>	<p><b>Effect of forfeiture.</b></p>
55.	<p>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.</p>	<p><b>Evidence of Forfeiture.</b></p>
56.	<p>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.</p>	<p><b>Title of purchaser and allottee of Forfeited shares.</b></p>
57.	<p>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</p>	<p><b>Cancellation of share certificate in respect of forfeited</b></p>

	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>shares.</b>
<b>58.</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 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.	<b>Forfeiture may be remitted.</b>
<b>59.</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.	<b>Validity of sale</b>
<b>60.</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>Surrender of shares.</b>
<b>TRANSFER AND TRANSMISSION OF SHARES</b>		
<b>61.</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. 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.	<b>Execution of the instrument of shares</b>
<b>62.</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. Provided that the company shall use a common form of transfer;	<b>Transfer Form.</b>
<b>63.</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.	<b>Transfer not to be registered except on production of instrument of transfer.</b>
<b>64.</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— (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;	<b>Directors may refuse to register transfer.</b>
<b>65.</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	<b>Notice of refusal to be given to transferor and transferee.</b>



	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.	
<b>66.</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.	<b>No fee on transfer.</b>
<b>67.</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.	<b>Closure of Register of Members or debenture holder or other security holders.</b>
<b>68.</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.	<b>Custody of transfer Deeds.</b>
<b>69.</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.	<b>Application for transfer of partly paid shares.</b>
<b>70.</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.	<b>Notice to transferee.</b>
<b>71.</b>	<p>(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.</p> <p>(b) Before recognizing 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.</p> <p>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 terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>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>	<b>Recognition of legal representative.</b>
<b>72.</b>	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.	<b>Titles of Shares of deceased Member</b>
<b>73.</b>	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.	<b>Notice of application when to be given</b>



74.	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'.	<b>Registration of persons entitled to share otherwise than by transfer. (Transmission clause).</b>
75.	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.	<b>Refusal to register nominee.</b>
76.	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.	<b>Board may require evidence of transmission.</b>
77.	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>Company not liable for disregard of a notice prohibiting registration of transfer.</b>
78.	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>Form of transfer Outside India.</b>
79.	No transfer shall be made to any minor, insolvent or person of unsound mind.	<b>No transfer to insolvent etc.</b>
<b>NOMINATION</b>		
80.	<p>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.</p> <p>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</p> <p>The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>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.</p>	<b>Nomination</b>

<b>81.</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 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.</li> </ul> <p>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.</p>	<b>Transmission of Securities by nominee</b>
<b>DEMATERIALIZATION OF SHARES</b>		
<b>82.</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>Dematerialisation of Securities</b>
<b>JOINT HOLDER</b>		
<b>83.</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.	<b>Joint Holders</b>
<b>84.</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>Joint and several liabilities for all payments in respect of shares.</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>Title of survivors.</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>Receipts of one sufficient.</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 be deemed to be service on all the holders.	<b>Delivery of certificate and giving of notices to first named holders.</b>
<b>SHARE WARRANTS</b>		
<b>85.</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.	<b>Power to issue share warrants</b>
<b>86.</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 Company, and of attending and voting and exercising the other privileges of a	<b>Deposit of share warrants</b>

	<p>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.</p> <p>(b) Not more than one person shall be recognized as depositor of the Share warrant.</p> <p>(c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.</p>	
<b>87.</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>	<b>Privileges and disabilities of the holders of share warrant</b>
<b>88.</b>	<p>(a) The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), and a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.</p>	<b>Issue of new share warrantcoupons</b>
<b>CONVERSION OF SHARES INTO STOCK</b>		
<b>89.</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 anydenomination.</p>	<b>Conversion of shares into stockor reconversion.</b>
<b>90.</b>	<p>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.</p>	<b>Transfer of stock.</b>
<b>91.</b>	<p>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.</p>	<b>Rights of stock holders.</b>
<b>92.</b>	<p>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.</p>	<b>Regulations.</b>
<b>BORROWING POWERS</b>		
<b>93.</b>	<p>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 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.</p>	<b>Power to borrow.</b>
<b>94.</b>	<p>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.</p>	<b>Issue of discount etc. or withspecial privileges.</b>

<b>95.</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>Securing payment or repayment of Moneys borrowed.</b>
<b>96.</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>Bonds, Debentures etc. to be under the control of the Directors.</b>
<b>97.</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>Mortgage of uncalled Capital.</b>
<b>98.</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>Indemnity may be given.</b>
<b>MEETINGS OF MEMBERS</b>		
<b>99.</b>	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	<b>Distinction between AGM &amp; EGM.</b>
<b>100.</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>Extra-Ordinary General Meeting by Board and by requisition</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>When a Director or any two Members may call an ExtraOrdinary General Meeting</b>
<b>101.</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>Meeting not to transact business not mentioned in notice.</b>
<b>102.</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 Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	<b>Chairman of General Meeting</b>

<b>103.</b>	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	<b>Business confined to election of Chairman whilst chair is vacant.</b>
<b>104.</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>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>Chairman with consent may adjourn meeting.</b>
<b>105.</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>Chairman's casting vote.</b>
<b>106.</b>	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	<b>In what case poll taken without adjournment.</b>
<b>107.</b>	The demand for a poll except on the question of the election of the 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>Demand for poll not to prevent transaction of other business.</b>
<b>VOTES OF MEMBERS</b>		
<b>108.</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 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.	<b>Members in arrears not to vote.</b>
<b>109.</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.	<b>Number of votes each member entitled.</b>
<b>110.</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.	<b>Casting of votes by a member entitled to more than one vote.</b>
<b>111.</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.	<b>Vote of member of unsound mind and of minor</b>
<b>112.</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	<b>Postal Ballot</b>



	Company.	
<b>113.</b>	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	<b>E-Voting</b>
<b>114.</b>	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 jointsholders thereof. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	<b>Votes of joint members.</b>
<b>115.</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	<b>Votes may be given by proxy or by representative</b>
<b>116.</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 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.	<b>Representation of a Body Corporate.</b>
<b>117.</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 paying money in advance.</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.	<b>Members not prohibited if share not held for any specified period.</b>
<b>118.</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.	<b>Votes in respect of shares of deceased or insolvent members.</b>
<b>119.</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.	<b>No votes by proxy on show of hands.</b>
<b>120.</b>	The instrument appointing a proxy and the power-of-attorney or other authority, if any,	<b>Appointment of a</b>



	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.	<b>Proxy.</b>
<b>121.</b>	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	<b>Form of proxy.</b>
<b>122.</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.	<b>Validity of votes given by proxy notwithstanding death of a member.</b>
<b>123.</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>Time for objections to votes.</b>
<b>124.</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>Chairperson of the Meeting to be the judge of validity of any vote.</b>
<b>DIRECTORS</b>		
<b>125.</b>	The following are the First Directors of the Company: 1.Mr. Roshan Kishanchand Rohira 2.Mr. Samuel Janathan Muliyil 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>Number of Directors</b>
<b>126.</b>	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	<b>Qualification shares.</b>
<b>127.</b>	(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 (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. (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. (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.	<b>Nominee Directors.</b>

<b>128.</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>Appointment of alternate Director.</b>
<b>129.</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>Additional Director</b>
<b>130.</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 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>Director’s power to fill casualvacancies.</b>
<b>131.</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 orCommittees thereof.	<b>Sitting Fees.</b>
<b>132.</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>Travelling expenses Incurred byDirector on Company's business.</b>
<b>PROCEEDING OF THE BOARD OF DIRECTORS</b>		
<b>133.</b>	(a) The Board of Directors may meet for the conduct of business, <del>and</del> 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>Meetings of Directors.</b>
<b>134.</b>	a) The Directors may from time to time elect from among their members a Chairperson 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, the Directors present may choose one of the Directors then present to preside at 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>Chairperson</b>
<b>135.</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 will have a second or casting vote.	<b>Questions at Board meeting how decided.</b>

<b>136.</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>Continuing directors may act notwithstanding any vacancy in the Board</b>
<b>137.</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>Directors may appoint committee.</b>
<b>138.</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 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>Committee Meetings how to be governed.</b>
<b>139.</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>Chairperson of Committee Meetings</b>
<b>140.</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>Meetings of the Committee</b>
<b>141.</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>Acts of Board or Committee shall be valid notwithstanding defect in appointment.</b>
<b>RETIREMENT AND ROTATION OF DIRECTORS</b>		
<b>142.</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>Power to fill casual vacancy</b>
<b>POWERS OF THE BOARD</b>		
<b>143.</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>Powers of the Board</b>

<b>144.</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>Certain powers of the Board</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 acquire any property, right etc.</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 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 take on Lease.</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 erect &amp; construct.</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 pay for property.</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 insure properties of the Company.</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 open Bank accounts.</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 secure contracts by way of mortgage</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 accept surrender of shares.</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 appoint trustees for the Company.</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 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>To conduct legal proceedings.</b>
	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.	<b>Bankruptcy</b>

		<b>&amp;Insolvency</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 issue receipts &amp; give discharge.</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 invest and deal with money of the Company.</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 give Security by way of indemnity.</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>To determine signing powers.</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>Commission or share in profits.</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>Bonus etc. to employees.</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 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>Transfer to Reserve Funds.</b>
	(19)To appoint, and at their discretion remove or suspend such general manager,	<b>To appoint and</b>



	managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, 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>remove officers and other employees.</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 appoint Attorneys.</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>To enter into contracts.</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 make rules.</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 effect contracts 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 apply &amp; obtain concessions/licenses etc.</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 pay commissions or interest.</b>
	(26) To redeem preference shares.	<b>To redeem preference shares.</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.	<b>To assist charitable or benevolent institutions.</b>
	(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	



	<p>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 to guarantee money to charitable, benevolent,</p> <p>(31) 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.</p>	
	<p>(32) 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.</p> <p>(33) 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.</p> <p>(34) 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.</p> <p>(35) 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.</p> <p>(36) 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.</p> <p>(37) 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.</p> <p>(38) 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.</p> <p>(39) 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.</p>	
<b>MANAGING AND WHOLE-TIME DIRECTORS</b>		
<b>145.</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 Director shall not be</p>	<b>Powers to appoint Managing/Whole-Time Directors.</b>

	deemed to constitute a break in his appointment as Managing Director or Whole-time Director.	
<b>146.</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.	<b>Remuneration of Managing or Whole-Time Director.</b>
<b>147.</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 Wholetime Director or Wholetime 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>	<b>Powers and duties of Managing Director or Whole-Time Director.</b>
<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>		
<b>148.</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> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>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.</p>	<b>Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer</b>
<b>THE SEAL</b>		
<b>149.</b>	<p>(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.</p> <p>(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.</p>	<b>The seal, its custody and use.</b>
<b>150.</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	<b>Deeds how executed.</b>

	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>		
<b>151.</b>	<p>(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.</p> <p>(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.</p> <p>(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.</p>	<b>Division of profits.</b>
<b>152.</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.	<b>The company in General Meeting may declare Dividends.</b>
<b>153.</b>	<p>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 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, think 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>	<b>Transfer to reserves</b>
<b>154.</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.	<b>Interim Dividend.</b>
<b>155.</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.	<b>Debts may be deducted.</b>
<b>156.</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.	<b>Capital paid up in advance not to amount dividend.</b>
<b>157.</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.	<b>Dividends in proportion to amount paid-up.</b>
<b>158.</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.	<b>Retention of dividends until completion of transfer under Articles.</b>
<b>159.</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.	<b>No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.</b>

<b>160.</b>	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	<b>Effect of transfer of shares.</b>
<b>161.</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.	<b>Dividend to joint holders.</b>
<b>162.</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>	<b>Dividends how remitted.</b>
<b>163.</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.	<b>Notice of dividend.</b>
<b>164.</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>No interest on Dividends.</b>
<b>CAPITALIZATION</b>		
<b>165.</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>The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	<b>Capitalization.</b>
<b>166.</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 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</p>	<b>Fractional Certificates.</b>

	such members. That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give 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.	
<b>167.</b>	(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. (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.	<b>Inspection of Minutes Books of General Meetings.</b>
<b>168.</b>	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. 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.	<b>Inspection of Accounts</b>
<b>FOREIGN REGISTER</b>		
<b>169.</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>Foreign Register.</b>
<b>DOCUMENTS AND SERVICE OF NOTICES</b>		
<b>170.</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.	<b>Signing of documents &amp; notices to be served or given.</b>
<b>171.</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>Authentication of documents and proceedings.</b>
<b>WINDING UP</b>		
<b>172.</b>	Subject to the provisions of Chapter XX of the Act and rules made thereunder— (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, 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. (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	
<b>INDEMNITY</b>		
<b>173.</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	<b>Directors' and others right to indemnity.</b>



	(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.	
<b>174.</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>Not responsible for acts of others</b>
<b>SECRECY</b>		
<b>175.</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>Secrecy</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 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.	<b>Access to property information etc.</b>



## **SECTION IX – OTHER INFORMATION**

### **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Prospectus, delivered to the Registrar of Companies, for filing. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the registered office between 10 a.m. and 5 p.m. on all Working Days from the date of this Prospectus until the Issue Closing Date.

#### **Material Contracts:**

1. Agreement dated May 02, 2022 between our Company and the Lead Manager to the Issue.
2. Agreement dated May 02, 2022 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated September 14, 2022 among our Company, Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated July 26, 2022 and addendum thereto dated September 20, 2022 between our Company, Lead Manager and Market Maker.
5. Underwriting Agreement dated July 26, 2022 and addendum thereto dated September 20, 2022 between our Company, Lead Manager and Underwriter.
6. Tripartite Agreement dated March 10, 2022 among CDSL, the Company and the Registrar to the Issue.
7. Tripartite Agreement dated March 08, 2022 among NDSL, the Company and the Registrar to the Issue.

#### **Material Documents:**

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated March 04, 2011 issued by the Registrar of Companies, Maharashtra, Mumbai
3. Fresh Certificate of Incorporation dated March 15, 2022 issued by the Registrar of Companies, Maharashtra, Mumbai consequent upon Conversion of the Company to Public Company.
4. Copy of the Board Resolution dated April 22, 2022 authorizing the Issue and other related matters.
5. Copy of Shareholder's Resolution dated May 02, 2022 authorizing the Issue and other related matters.
6. Copies of Audited Financial Statements of our Company for the financial year ended March 31, 2022, 2021 and 2020.
7. Statutory Auditors Report dated September 20, 2022 on the Restated Financial Statements for the financial years ended March 31, 2022, 2021 and 2020.
8. Copy of the Statement of Tax Benefits dated May 26, 2022 from the Statutory Auditor.
9. Consents of the Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, Banker to the Issue/ Sponsor Bank, Statutory Auditor of the Company, Bankers to our Company, Promoters, Directors, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
10. Board Resolution dated June 30, 2022 for approval of Draft Prospectus and dated September 22, 2022 for approval of Prospectus
11. Due Diligence Certificate from Lead Manager dated June 30, 2022.
12. Approval from BSE vide letter dated September 14, 2022 to use the name of BSE in the Prospectus for listing of Equity Shares on the SME Platform of BSE.

### **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 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 Prospectus are true and correct.

#### **SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Mr. Roshan Kishanchand Rohira Managing Director DIN: 01608551	Sd/-

Date: September 22, 2022

Place: Mumbai, Maharashtra

### **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 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 Prospectus are true and correct.

### **SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Mr. Samuel Janathan Muliyl Chairman & Executive Director DIN: 01608626	Sd/-

Date: September 22, 2022

Place: Mumbai, Maharashtra

### **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 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 Prospectus are true and correct.

#### **SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Mrs. Stalgy Samuel Muliyl Non-Executive Director DIN: 06417315	Sd/-

Date: September 22, 2022

Place: Mumbai, Maharashtra

### **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 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 Prospectus are true and correct.

### **SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Mr. Anilkumar Ayodhyaprasad Sharma Independent Director DIN: 09565146	Sd/-

Date: September 22, 2022

Place: Mumbai, Maharashtra

### **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 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 Prospectus are true and correct.

### **SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Mr. Pramod Kumar Bajaj Independent Director DIN: 01438374	Sd/-

Date: September 22, 2022

Place: Mumbai, Maharashtra



### **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 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 Prospectus are true and correct.

#### **SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Mr. Cletus William D'souza Chief Financial officer	Sd/-

Date: September 22, 2022

Place: Germany

### **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 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 Prospectus are true and correct.

### **SIGNED BY THE COMPANY SECRETARY OF OUR COMPANY:**

Name and Designation	Signature
Mr. Vinay B Karkera Company Secretary & Compliance officer M. No. : A63357	Sd/-

Date: September 22, 2022

Place: Mumbai, Maharashtra